

22<sup>nd</sup> September 2017

Corporate Relationship Department BSE Limited P J Towers, 25<sup>th</sup> Floor, Dalal Street, Mumbai 400001

Dear Sirs,

Sub: Submission of voting results and Scrutinizer's Report pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

Ref: Scrip Code: 522134

In continuation to the Outcome of Annual General Meeting (AGM) dated 22<sup>nd</sup> September 2017, and in compliance with the Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, please find enclosed herewith:

- 1. Voting results as required under Régulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure 1**.
- 2. Report of the Scrutinizer dated 22<sup>nd</sup> September 2017, pursuant to section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014 as **Annexure 2**.

The same shall also be available on the website of the Company at www.artson.net.

This is for your information and records. Kindly take this on your records and acknowledge receipt.

Thanking you,

Yours faithfully,

For Artson Engineering Limited

Deepak Tibrewal Company Secretary

FCS 8925

Encl: as above

			Artson	Engineering I	Limited			
Resolution Required : (Ordi	nary)		1 - To receive, ended 31st Ma	consider and adopt to arch 2017, together rts of the Board of Di	he audited fina			r the financial year
Whether promoter/ promother agenda/resolution?	ter group are ir	nterested in						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		27690000	100.0000	27690000	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot	27690000	0	0.0000		0	0.0000	
	Total		27690000	100.0000	27690000	0	100.0000	0.0000
	E-Voting		0	0.0000	_	0	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	5045	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		6716	0.0728	6713	3	99.9553	0.0447
	Poll		346619	3.7574	346619	0	100.0000	0.0000
Public Non Institutions		9224955						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		353335	3.8302	353332	3	99.9992	0.0008
Total		36920000	28043335	75.9570	28043332	3	100.0000	0.0000

	Artson Engineering Limited								
Resolution Required : (Ordi	nary)			a Director in place of himself for reappoin		awar (DIN: 065!	57071), who retires b	y rotation and being	
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in							
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		27690000	100.0000	27690000	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot	27690000	0	0.0000	0	0	0.0000	0.0000	
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		5045							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		6716	0.0728	6713	3	99.9553	0.0447	
	Poll		346619	3.7574	346619	0	100.0000	0.0000	
Public Non Institutions		9224955							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		353335	3.8302	353332	3	99.9992	0.0008	
Total		36920000	28043335	75.9570	28043332	3	100.0000	0.0000	

	Artson Engineering Limited								
Resolution Required : (Ordi	nary)		3 - To appoint Company.	Price Waterhouse &	Co. LLP, Charte	red Accountant	ts, (PWC), as the Stati	utory Auditors of the	
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in							
Category	Mode of Voting			% of Votes Polled			% of Votes in		
		No. of	No. of votes	on outstanding		No. of Votes	favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	-Against	polled	on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		27690000	100.0000	27690000	0	100.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group		27690000							
Стоир	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		5045							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		6716	0.0728	6713	3	99.9553	0.0447	
	Poll		346619	3.7574	346619	0	100.0000	0.0000	
Public Non Institutions		9224955							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		353335	3.8302	353332	3	99.9992	0.0008	
Total		36920000	28043335	75.9570	28043332	3	100.0000	0.0000	

	Artson Engineering Limited								
Resolution Required : (Spec	ial)		4 - Ratification	of remuneration pai	d to the Cost A	uditors for the	financial year 2016-1	7.	
Whether promoter/ promother agenda/resolution?	ter group are ir	nterested in							
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	–Against	polled	on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		27690000	100.0000	27690000	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group		27690000							
Стоир	Postal Ballot		0	0.0000			0.0000	0.0000	
	Total		27690000	100.0000	27690000	0	100.0000		
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		5045							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		6716	0.0728	6713	3	99.9553	0.0447	
	Poll		346619	3.7574	346619	0	100.0000	0.0000	
Public Non Institutions		9224955							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		353335	3.8302	353332	3	99.9992	0.0008	
Total		36920000	28043335	75.9570	28043332	3	100.0000	0.0000	

	Artson Engineering Limited								
Resolution Required : (Spec	ial)		5 - Ratification	of remuneration pay	able to the Co	st Auditors for	the financial year 201	7-18.	
Whether promoter/ promother agenda/resolution?	ter group are ir	nterested in							
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	–Against	polled	on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		27690000	100.0000	27690000	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group		27690000							
Стоир	Postal Ballot		0	0.0000			0.0000	0.0000	
	Total		27690000	100.0000	27690000	0	100.0000		
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		5045							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		6714	0.0728	6713	1	99.9851	0.0149	
	Poll		346621	3.7574	346621	0	100.0000	0.0000	
Public Non Institutions		9224955							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		353335	3.8302	353334	1	99.9997	0.0003	
Total		36920000	28043335	75.9570	28043334	1	100.0000	0.0000	

			Artson	Engineering	Limited			
Resolution Required : (Spec	ial)		6 - Enhanceme	ent of borrowing pow	ers.			
Whether promoter/ promotenthe agenda/resolution?	ter group are in	nterested in						
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		27690000	100.0000	27690000	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		27690000						
Стоир	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27690000	100.0000	27690000	0	100.0000	0.0000
	E-Voting	<u> </u>	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		5045						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		6716	0.0728	6713	3	99.9553	0.0447
	Poll		346619	3.7574	346613	6	99.9983	0.0017
Public Non Institutions		9224955						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		353335	3.8302	353326	9	99.9975	0.0025
Total		36920000	28043335	75.9570	28043326	9	100.0000	0.0000

			Artson	Engineering l	Limited			
Resolution Required : (Spec	ial)		7 - Creation of	Charge/ Security.				
Whether promoter/ promothe agenda/resolution?	ter group are ir	nterested in						
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		27690000	100.0000	27690000	0	100.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group		27690000						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27690000	100.0000	27690000	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		5045						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		6716	0.0728	6112	604	91.0066	8.9934
	Poll		346619	3.7574	346619	0	100.0000	0.0000
Public Non Institutions		9224955						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		353335	3.8302	352731	604	99.8291	0.1709
Total		36920000	28043335	75.9570	28042731	604	99.9978	0.0022

	Artson Engineering Limited								
Resolution Required : (Spec	ial)		8 - Appointme	nt of Mr. Nikhil Naniv	wadekar as the	Manager of th	e Company.		
Whether promoter/ promother agenda/resolution?	ter group are ir	nterested in							
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled on outstanding	No. of Votes	No. of Votes	% of Votes in favour on votes	% of Votes against	
		shares held	polled	shares	– in favour	–Against	polled	on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting		27690000	100.0000	27690000	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group		27690000							
Стоир	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		27690000	100.0000	27690000	0	100.0000		
	E-Voting		0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions		5045							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		6716	0.0728	6713	3	99.9553	0.0447	
	Poll		346619	3.7574	346619	0	100.0000	0.0000	
Public Non Institutions		9224955							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		353335	3.8302	353332	3	99.9992	0.0008	
Total		36920000	28043335	75.9570	28043332	3	100.0000	0.0000	

Practising Company Secretary

#### REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Vinayak Deshpande
Chairman of 38th Annual General Meeting
Artson Engineering Limited
11th Floor, Hiranandani Knowledge Park,
Technology Street, Powai,
Mumbai 400076

38th Annual General Meeting of the Equity Shareholders of Artson Engineering Limited held on Thursday, 21 September 2017 at Mumbai

Dear Sir,

I, Vishram Narayan Panchpor, Practising Company Secretary [ACS – 20057, CP No. – 13027], was appointed by the Board of Directors of **Artson Engineering Limited** ("the Company") as the Scrutinizer for the purpose of the remote e-voting facility made available to the Members and also at the poll taken on the below mentioned resolutions, at the 38<sup>th</sup> Annual General Meeting of the Company, held on **Thursday**, 21<sup>st</sup> September 2017 at 3.00 p.m. at Seminar Hall, The Victoria Memorial School for the Blind, Opposite Tardeo AC Market, 73, Tardeo Road, Mumbai 400034, submit my report as under:

- After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2. In terms of the Notice dated 18 July 2017 and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the remote evoting facility was kept open from Monday, 18 September 2017 (from 9.00 a.m.) to Wednesday, 20 September 2017 (5.00 p.m.) and the Members were requested to cast their votes conveying either assent or dissent in respect of the resolutions included in the Notice convening in the 38th Annual General Meeting.



Practising Company Secretary

- The Members holding Equity Shares of the Company as on 14 September 2017, being the "cut-off date", were entitled to vote on the resolutions contained in the above-referred Notice.
- 4. At the end of the remote e-voting on 20 September 2017 at 5.00 p.m., the remote e-voting facility viz. NSDL e-voting system was blocked forthwith.
- 5. At the 38th Annual General Meeting, the locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 6. I observed that 4 (Four) poll papers were invalid. Out of these 1 (One) poll paper for 50 equity shares was invalid as the Member's signature was not matching with the one available on the records. 3 (Three) poll papers for 3 equity shares, were considered as invalid as these Members had already cast votes through remote evoting system.
- 7. The votes cast at the 38th Annual General Meeting were first counted immediately after the conclusion of the voting at the said Meeting and thereafter the votes cast through the remote e-voting were unblocked by me on 21 September 2017 in the presence of Mrs. Aparna Panchpor and Mr. Gaurav Sansare who acted as witnesses.
- 8. The Resolutions proposed to be considered through remote e-voting were not withdrawn.
- 9. The consolidated result of the votes cast through remote e-voting and the Poll at the 38th Annual general Meeting is as under:



Practising Company Secretary

(a) Resolution No. 1

To receive, consider and adopt the Audited Financial Statements as at 31st March 2017, together with Reports of the Board of Directors and the Auditors thereon.

## **Ordinary Resolution**

#### (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	11	3,46,619	1.24%
Consolidated	23	2,80,43,332	100.00%

## (ii) · Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0.00%
Poll	0	. 0	0.00%
Consolidated	3	3	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	53



Practising Company Secretary

(b) Resolution No. 2

To appoint a Director in place of Mr. Pralhad Pawar (DIN: 06557071), who retires by rotation and being eligible, offers himself for re-election.

## **Ordinary Resolution**

#### (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	11	3,46,619	1.24%
Total	23	2,80,43,332	100.00%

## (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0.00%
Poll	0	0	0.00%
Total	3	3	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	53



Practising Company Secretary

(c) Resolution No. 3

To appoint Price Waterhouse & Co. LLP, Chartered Accountants, (PWC), as the Statutory Auditors of the Company

## **Ordinary Resolution**

## (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	11	3,46,619	1.24%
Total	23	2,80,43,332	100.00%

## (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0.00%
Poll	0	0	0.00%
Total	3	3	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	53



Practising Company Secretary

(d) Resolution No. 4

Ratification of remuneration paid to the Cost Auditors for the Financial Year 2016-17

# **Ordinary Resolution**

## (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	11	3,46,619	1.24%
Total	23	2,80,43,332	100.00%

## (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0.00%
Poll	0	0	0.00%
Total	3	. 3	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes cast by them	
Se S	4	53	



Practising Company Secretary

(e) Resolution No. 5

Ratification of remuneration payable to the Cost Auditors for the Financial Year 2017-18

## **Ordinary Resolution**

#### (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	13	3,46,621	1.24%
Total	25	2,80,43,334	100.00%

## (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	0.00%
Poll	0	0	0.00%
Total	1	. 1	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	51



Practising Company Secretary

# (f) Resolution No. 6 Enhancement of Borrowing Powers

## **Special Resolution**

## (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	10	3,46,613	1.24%
Total	22	2,80,43,326	100.00%

# (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0.00%
Poll	1	6	0.00%
Total	4	9	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	. 53



Practising Company Secretary

# (g) Resolution No. 7 Creation of Charge/ Security

# **Special Resolution**

#### (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	2,76,96,112	98.76%
Poll	11	3,46,619	1.24%
Total -	21	2,80,42,731	100.00%

# (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	604	0.00%
Poll	0	0	0.00%
Total	5	604	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes cast by them
- ·	4	53

Practising Company Secretary

(h) Resolution No. 8

Appointment of Mr. Nikhil Naniwadekar as the Manager of the Company

## Special Resolution

# (i) Voted in favour of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	2,76,96,713	98.76%
Poll	11	3,46,619	1.24%
Total	23	2,80,43,332	100.00%

# (ii) Voted against the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	3	0.00%
Poll	0	0	0.00%
Total	3	. 3	0.00%

Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes cast by them
	4	53

Practising Company Secretary

- 10. Based on the above, Resolutions for Item Nos. 1 to 8 of the Notice of 38th Annual General Meeting shall deemed to have been approved with the requisite majority.
- 11. All the poll papers and all other relevant records are in my custody and I will hand over the same to the Chairman or the Company Secretary after the Chairman considers, approves and signs the Minutes of the 38th Annual General Meeting.

ACS 20057 CP No. 1302

Thanking you,

Yours faithfully

Countersigned by For ARTSON ENGINEERING LIMITED

Nalin M. Yhah

VISHRAM PANCHPOR Practising Company Secretary [ACS – 20057, CP No. – 13027]

NALIN SHAH
Director authorised by the Chairman

Mumbai, 22 September 2017