



18th August 2016

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

Scrip Code: **522134**

Dear Sirs,

REPORT OF THE SCRUTINIZER

The 37th Annual General Meeting (AGM) of the Company was held on Tuesday, 16th August 2016 at 3.00 p.m. at Seminar Hall, The Victoria Memorial School for the Blind, Opposite Tardeo AC Market, 73, Tardeo Road, Mumbai 400034.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015:

- (a) The Company had provided remote voting facility to the shareholders to vote on the resolutions electronically; and
- (b) A Poll was also conducted at the AGM to enable those shareholders who had not voted on the resolutions electronically, to vote on resolutions.

The Company had appointed Mr. Vishram Panchpor, Practising Company Secretary as the Scrutinizer for scrutinizing the remote e-voting process and also for scrutinizing the poll process in a fair and transparent manner.

The Scrutinizer has submitted his combined report on the remote e voting and Poll process. The said Report is enclosed.

Kindly take this on your records and acknowledge receipt.

Thanking you,

Yours faithfully,
For **ARTSON ENGINEERING LIMITED**

RAJESH MANDALE
Chief Financial Officer



Encl: as above

Corporate Identity Number : L27290MH1978PLC020644

ARTSON ENGINEERING LIMITED

A subsidiary of

TATA PROJECTS LIMITED

Regd. Office : 11th Floor, Hiranandani Knowledge Park, Technology Street, Powai, Mumbai 400 076

Tel.: +91 22 6625 5600 • Fax : +91 22 6625 5614

E-mail : artson@artson.net • Website : www.artson.net



Artson Engineering Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements as at 31st March 2016, togetherwith Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	27690000	27690000	75.0000	27690000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27690000	75.0000	27690000	0	100.0000	0.0000
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9224955	4555	0.0123	4555	0	100.0000	0.0000
	Poll		6348	0.0172	6348	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10903	0.0295	10903	0	100.0000	0.0000
Total		36920000	27700903	75.0295	27700903	0	100.0000	0.0000

Rajesh Mandav



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Artson Engineering Limited

Resolution Required : (Ordinary)

2 - To appoint a Director in place of Mr. Vinayak Deshpande (DIN: 0036827), who retires by rotation and being eligible, offers himself for re-election.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

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
Promoter and Promoter Group	E-Voting	27690000	27690000	75.0000	27690000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27690000	75.0000	27690000	0	100.0000	0.0000
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9224955	4555	0.0123	4555	0	100.0000	0.0000
	Poll		6348	0.0172	6348	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10903	0.0295	10903	0	100.0000	0.0000
Total		36920000	27700903	75.0295	27700903	0	100.0000	0.0000

Rajesh Mandot



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Artson Engineering Limited

Resolution Required : (Ordinary)			3 - To appoint Auditors to hold Office until the conclusion of the 38th Annual General Meeting on a remuneration to be fixed by the Board of Directors. Chokshi & Chokshi LLP, Chartered Accountants, Mumbai, the retiring Auditors are eligible for appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	27690000	27690000	75.0000	27690000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27690000	75.0000	27690000	0	100.0000	0.0000
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9224955	4555	0.0123	4555	0	100.0000	0.0000
	Poll		6348	0.0172	6348	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10903	0.0295	10903	0	100.0000	0.0000
Total		36920000	27700903	75.0295	27700903	0	100.0000	0.0000

Rajesh Manohar



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Artson Engineering Limited

Resolution Required : (Special)		4 - To enter into Related Party transactions under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014. To pass the following Resolution, with or without modification, as an Ordinary Resolution:						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	27690000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9224955	4555	0.0123	4555	0	100.0000	0.0000
	Poll		6348	0.0172	6348	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10903	0.0295	10903	0	100.0000	0.0000
Total		36920000	10903	0.0295	10903	0	100.0000	0.0000

Rajiv Mandhary



Corporate Identity Number : L27290MH1978PLC020644

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Artson Engineering Limited

Resolution Required : (Special)			5-To keep the Register of Members, Annual Returns etc., at a place other than the Registered Office of the Company but within the City limits of Mumbai. To pass the Following Resolution, with or without modification, as a Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	27690000	27690000	75.0000	27690000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		27690000	75.0000	27690000	0	100.0000	0.0000
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	9224955	4555	0.0123	4555	0	100.0000	0.0000
	Poll		6348	0.0172	6348	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10903	0.0295	10903	0	100.0000	0.0000
Total		36920000	27700903	75.0295	27700903	0	100.0000	0.0000

Rajesh Nandhu



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Vishram Panchpor
Practising Company Secretary

REPORT OF SCRUTINIZER

[Pursuant to rule 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 37th Annual General Meeting
Artson Engineering Limited
11th Floor, Hiranandani Knowledge Park,
Technology Street, Powai,
Mumbai 400076

**37th Annual General Meeting of the Equity Shareholders of Artson Engineering
Limited held on Tuesday, 16 August 2016 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 37th Annual General Meeting of the Company, held on **Tuesday, 16th August 2016 at Seminar Hall, The Victoria Memorial School for the Blind, Opposite Tardeo AC Market, 73, Tardeo Road, Mumbai 400034**, submit my report as under:

1. 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 30 June 2016 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 e-voting facility was kept open from 12 August 2016 (from 9.00 a.m.) to 15 August 2016 (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 37th Annual General Meeting.

B-506, 5th Floor, Building No. 83, Chembur Sindhoo CHS, Tilak Nagar, Chembur, Mumbai 400 089

Mobile - +91 98190 47836

Email - vishramp@gmail.com



Vishram Panchpor
Practising Company Secretary

3. The Members holding Equity Shares of the Company as on 9 August 2016, 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 15 August 2016 at 5.00 p.m., the remote e-voting facility viz. NSDL e-voting system was blocked forthwith.
5. At the 37th 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 3 (three) poll papers were invalid. Out of these 3 (three) poll papers, 1 (one) poll paper was invalid as the Member's name was not found in the AGM attendance records. 2 (two) poll papers for 400 shares, though the Members had voted in favour of all the Resolutions, were considered as invalid as these were not signed by the Members.
7. The votes cast at the 37th 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 16 August 2016 in the presence of Mrs. Aparna Panchpor and Mr. Yogesh Waingankar 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 37th Annual general Meeting is as under:



Vishram Panchpor
Practising Company Secretary

- (a) Resolution No. 1 To receive, consider and adopt the Audited Financial Statements as at 31st March 2016, 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	10	2,76,94,555	75.01%
Poll	21	6,348	0.02%
Consolidated	31	2,77,00,903	75.03%

- (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	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Consolidated	Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	400



Vishram Panchpor
Practising Company Secretary

- (b) Resolution No. 2 To appoint a Director in place of Mr. Vinayak Deshpande (DIN: 00036827), 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	10	2,76,94,555	75.01%
Poll	21	6,348	0.02%
Total	31	2,77,00,903	75.03%

- (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	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	400



Vishram Panchpor
Practising Company Secretary

(c) **Resolution No. 3 Appointment of Auditors**

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	10	2,76,94,555	75.01%
Poll	21	6,348	0.02%
Total	31	2,77,00,903	75.03%

(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	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	400



Vishram Panchpor
Practising Company Secretary

- (d) Resolution No. 4 To enter into Related Party transactions under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014

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	9	4,555	0.01%
Poll	21	6,348	0.02%
Total	30	10,903	0.03%

- (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	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	2,76,90,400

Pursuant to the second proviso to Section 188 (1) of the Companies Act, 2013, Tata Projects Limited, being a Member as well as the Related Party of the Company, was not entitled to vote on this Ordinary Resolution. It is observed that Tata Projects



Vishram Panchpor
Practising Company Secretary

Limited had voted (through remote e-voting facility) on the Ordinary Resolution. Since this is against the statutory provisions, vote cast by Tata Projects Limited is considered as invalid.

- (e) Resolution No. 5 To keep the Register of Members, Annual Returns etc. at a place other than the Registered Office of the Company but within the city limits of Mumbai

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	2,76,94,555	75.01%
Poll	21	6,348	0.02%
Total	31	2,77,00,903	75.03%

- (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	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	400



Vishram Panchpor
Practising Company Secretary

10. Based on the above, Resolutions for Item Nos. 1 to 5 of the Notice of 37th 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 Chief Financial Officer after the Chairman considers, approves and signs the Minutes of the 37th Annual General Meeting.

Thanking you,
Yours faithfully



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

Countersigned by
For **ARTSON ENGINEERING LIMITED**



PRALHAD PAWAR
Director authorised by the Chairman

Mumbai, 17 August 2016