

NOTICE CONVENING 38th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Artson Engineering Limited (‘the Company’) will be held on Thursday, the 21st Day of September 2017 at 3.00 p.m. at the Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400034 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2017, together with the Reports of the Board of Directors and the Auditor thereon.
2. To appoint a Director in place of Mr. Pralhad Pawar (DIN: 06557071), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint Price Waterhouse & Co. LLP, Chartered Accountants, (PWC), as the Statutory Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time Price Waterhouse & Co. LLP, Chartered Accountants, (PWC) (Firm Registration Number - 304026E/E-300009), who offered themselves for appointment and have confirmed their eligibility to be appointed as the Statutory Auditors of the Company, be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No. 101872W/W100045), to hold office for a period of five (5) years i.e., from the conclusion of this AGM till the conclusion of Forty-Third (43rd) AGM of the Company, to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Special Business:

4. **Ratification of remuneration paid to the Cost Auditors for the financial year 2016-17.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with corresponding rules made thereunder as amended from time to time, the remuneration of ₹ 1,00,000/- plus applicable taxes and reimbursement of out of pocket expenses as paid to Sagar & Associates, Cost Accountants (Firm Registration No. 000118), appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ended 31st March 2017, be and is hereby ratified.

RESOLVED further that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary to give effect to this Resolution.”

5. **Ratification of remuneration payable to the Cost Auditors for the financial year 2017-18.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with corresponding rules made thereunder as amended from time to time, the Cost Auditors viz., Sagar & Associates, Cost Accountants (Firm Registration No. 000118) appointed by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ended 31st March 2018 be paid remuneration of ₹ 1,00,000/- (Rupees One Lakh), plus applicable taxes and other out-of-pocket expenses in performance of their duties.

RESOLVED further that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary to give effect to this Resolution.”

6. **Enhancement of borrowing powers.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED that in supersession of the resolution passed at the 36th Annual General Meeting of the Company held on 10th August, 2015, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (‘Act’), other applicable provisions, if any, read with corresponding rules made thereunder as amended from time to time and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to borrow from time to time as they may think fit, any sum or sums of money not exceeding ₹ 125 Crore including the money/ies already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on any, or all, the company’s assets and or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED further that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps, including but not limited to execution of all such documents, instruments and writings as may be necessary to give effect to this Resolution.”

7. Creation of Charge/ Security.

To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED that in supersession of the resolution passed at the 36th Annual General Meeting of the Company held on 10th August, 2015, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (‘Act’), other applicable provisions, if any, read with corresponding rules made thereunder as amended from time to time and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to create such mortgages, charges and hypothecations as may be necessary in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, in such manner as the Board/ Committee of the Board may deem fit, in favour of Financial Institutions, Investment Institutions, Banks, Non-banking Finance Companies, Other Bodies Corporate and / or their subsidiaries, other persons (hereinafter referred to as the ‘Lender/s’), to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company for an amount not exceeding ₹ 125 Crores to the Lender/s under their respective Agreements/ Loan Agreements / entered / to be entered into by the Company in respect of the borrowings.

RESOLVED further that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps, including but not limited to execution of all such documents, instruments and writings as may be necessary to give effect to this Resolution.”

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED that pursuant the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (‘the Act’), the corresponding rules made thereunder as amended from time to time and read with Schedule-V of the Act and the Articles of Association of the Company and subject to approvals, if any, approval of the members be and is hereby accorded for the appointment of Mr. Nikhil Naniwadekar, Chief Operating Officer as Manager of the Company of the Company with effect from 2nd May, 2017, for a period of Three (3) years, at the existing terms and conditions and at such remuneration as detailed in the explanatory statement attached hereto, being the minimum remuneration to be paid even in the event of loss or inadequacy of profits.

RESOLVED further that Mr. Nikhil Naniwadekar, shall continue to hold the officer as Chief Operating Officer of the Company and be designated as the Manager & Chief Operating Officer.

RESOLVED further that the Board of Directors of the Company/ and or the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and take all such steps, including but not limited to execution of all such documents, instruments and writings as may be necessary to give effect to this Resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies/ Power of Attorney forms, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the scheduled time of the Meeting. A person can act as proxy on behalf of not exceeding fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy form is attached herein along with the Notice of AGM.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the AGM is annexed hereto.
3. The details of the Director proposed to be appointed/re-appointed is annexed herein. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the AGM forms integral part of this Annual Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th September 2017 to Thursday, 21st September 2017 (both days inclusive).
5. Members are advised to avail nomination facility as per the Section 72 of the Companies Act, 2013. Facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Further, a Member who desires to cancel the earlier nomination and record fresh nomination may submit the same in Form No. SH-14. Both the forms for “Nominations” and “Cancellation or Variation of Nomination can be availed from the RTA or can be downloaded from the Company’s website. Members holding shares in physical form are requested to submit the forms to the Company’s Share Registrars and Transfer Agents (RTA). The members holding shares

in dematerialized form are requested to file the Nomination/ Cancellation or Variation in Nomination forms with their respective Depository in prescribed form.

6. A body corporate, including a company within the meaning of the Act, may by resolution of its Board of Directors or other governing body, authorize its representative to act on behalf of such body corporate. Accordingly, the bodies corporate are required to send to the Company Secretary, (or the Authorised representative will be required to produce at the venue of Meeting) certified true copy of Resolution.
7. Shareholders are requested to address all communications relating to the shares and related matters to the Company's Registrar and Share Transfer Agent (RTA) at their address i.e., as provided below:

M/s. Link Intime (India) Private Limited,

(Unit: Artson Engineering Limited)

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083, Maharashtra

Tel No: +91 22 4918 6000; Fax: +91 22 49186060

Email ID: rnt.helpdesk@linkintime.co.in

- (a) The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to get the shares dematerialized and also to register their e-mail addresses by submitting the Shareholders details updation form attached to this Annual Report.
 - (b) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
 - (c) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the RTA of the Company for assistance in this regard.
 - (d) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after requisite changes thereon.
 - (e) For more information in relation to shareholders, "Shareholders information booklet" may be referred, which is disseminated on the website of the Company, i.e. www.artson.net.
8. The Company has paid the listing fees for the financial year 2017-18 to BSE Limited, stock exchange where the equity shares of the Company are listed.
 9. Members are requested to:
 - (a) Send their queries, if any, to reach the Company's Registered Office at least 7 days before the date of the Meeting, such that the information can be made available at the Meeting.
 - (b) Bring the copy of the Annual Report and Attendance Slip which is enclosed herein, along with them at the Meeting.
 - (c) To bring their DP ID and Client ID numbers for easy identification of attendance at the venue of AGM, who hold shares in dematerialized form;
 - (d) Send their e-mail address to the Company / RTA for prompt communication.
 - (e) To quote Regd. Folio Number/ DP and Client ID numbers in all correspondence with the Company/ RTA.
 10. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015, the notice convening 38th AGM along with the Financial Statements for the year ended 31st March 2017, is being issued in electronic form, to the email addresses as per the Company's records and as are made available by the depositories.
 11. Full text of the Notice and these reports will also be made available in an easily navigable format on the Company's website viz., www.artson.net. The physical copies of the Annual Report will be available at the Registered Office of the Company for inspection on working days during working hours.
 12. The members who still intend to receive the copies of the notice and other documents in physical form (hard copy) are requested to write to the Company Secretary at the Company's Registered Office or send an email to rnt.helpdesk@linkintime.co.in and accordingly a printed copy will be sent to the registered address of the members.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling/ ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast the vote again.
- IV. The remote e-voting period commences on Monday, 18th September 2017 (9:00 am) and ends on Wednesday, 20th September 2017 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member will not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz., “Artson e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. (NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.)
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Artson Engineering Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vnp.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. (NOTE: Shareholders who forgot the User Details/ Password can use “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of i.e. 14th September 2017.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Vishram Panchpor, Practising Company Secretary (ICSI Membership No. A 20057; CP No. 13027) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling/ballot paper for all those members who are present at the AGM but have not casted votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three (3) days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.artson.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Stock Exchange, Mumbai.

Other information:

- I. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot and votes casted during the polling process conducted at AGM venue, to declare the final result for each of the Resolutions forming part of the AGM Notice.
- II. The results of the voting shall be declared on or after the date of AGM of the Company. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.artson.net and be communicated to the Stock Exchanges where the Company’s shares are listed, i.e., BSE Ltd.
- III. Members may address any query to the Company Secretary, at the Registered Office of the Company.

Registered Office

11th Floor, Hiranandani Knowledge Park,
Technology Street, Powai
Mumbai- 400076, Maharashtra
Website: www.artson.net
e-mail: investors@artson.net

By Order of the Board,
For **Artson Engineering Limited**

Vinayak K Deshpande
Chairman
DIN: 00036827

Date : 18th July 2017
Place : Mumbai

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the businesses proposed under Item Nos. 3 to 9 of the accompanying Notice dated 18th July 2017.

Item No. 3 : To appoint Price Waterhouse & Co. LLP, Chartered Accountants, (PWC) as the Statutory Auditors of the Company.

This explanatory statement for item No. 3 is provided though statutorily not required as per Section 102 of the Act.

M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No.101872W /W100045), had been the Statutory Auditors of the Company for over a decade and at the 38th Annual General Meeting (“AGM”) held on 16th August 2016, the Company appointed M/s. Chokshi & Chokshi LLP, Chartered Accountants, as the Auditors of the Company to hold office from the conclusion of the 37th AGM till the conclusion of the 38th AGM of the Company to be held in the year 2017.

However, As per the provision of Section 139(2) of the Companies Act, 2013 (“the Act”) read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 (“Rules”), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided the Companies a period of three years from the date of commencement of the Act i.e. from 01st April 2014, to comply with this requirement.

In view of the above, it is proposed to appoint PWC (Firm Registration No. 304026E/E-300009), as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of this 38th AGM till the conclusion of the 43rd AGM to be held in the year 2022, subject to ratification of their appointment at each AGM to be held after this 38th AGM.

As per the requirement of the Act, PWC have confirmed that, the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as Auditor in terms of the provisions of Section 139 and 141 of the Act and the Rules.

In view of the above and pursuant to the Rule 3 of the Companies (Audit and Auditors) Rules, 2014, PWC being eligible to act as Auditors of the Company and based on the recommendation of the Audit Committee at its Meeting held on 21st January 2017, the Board of Directors of the Company, approved the the appointment of PWC as the Statutory Auditors of the Company, subject to the approval of shareholders in this AGM.

Accordingly, the Board of Directors of the Company recommends the Resolution No. 3 of the Notice for the Approval of the members by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 4 : Ratification of remuneration paid to the Cost Auditors for the financial year 2016-17.

The Board of Directors of the Company, upon the recommendation of the Audit Committee, approved the appointment and remuneration of Sagar & Associates, Cost Accountants, Hyderabad, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. However, as the requirement for the appointment of Cost Auditor first arose at the time of approval of financial statements by the Board, the agenda pertaining to the ratification of remuneration payable to the Cost Auditors of the Company did not form part of the Notice of 37th AGM of the Company held on 16th August, 2016.

Accordingly, the Board of Directors recommends the Resolution at Item No. 4 of the Notice for approval of the members by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 5 : Ratification of remuneration payable to the Cost Auditors for the financial year 2017-18.

The Board of Directors of the Company, upon the recommendation of the Audit Committee, approved the appointment and remuneration of Sagar & Associates, Cost Accountants, Hyderabad, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, consent of the Members is being sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2018.

Accordingly, the Board of Directors recommends the Resolution at Item No. 5 of the Notice for approval of the members by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 6 & 7 : Enhancement of borrowing powers and Creation of Charge/ Security.

The provisions of Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a Special Resolution.

The present borrowing limits of the Company as approved by the shareholder is up to ₹ 75 Crore, which was approved at the AGM of the members of the Company held on 10th August 2015.

Considering the growth prospects of the Company and envisaging the requirements of funds in future to cater the new projects, the Board of Directors at their meeting held on 2nd May, 2017 approved to increase the borrowing powers from the existing limits of ₹ 75 Crore (Rupees Seventy Five Crores Only) to ₹ 125 (Rupees One Hundred and Twenty Five Crores only) subject to the approval of the members at the ensuing AGM.

Further, the proposed borrowings not exceeding ₹ 125 (Rupees One Hundred and Twenty Five Crores only) may also, if necessary, be secured by way of creation of charge/ mortgage/ hypothecation on the assets of the Company, whether movable or immovable, in favour of Financial Institutions, Investment Institutions and their subsidiaries, Banks, Non-Banking Finance Companies, Other Bodies Corporate, other persons. Pursuant to the provisions of Section 180 (1) (a) of the Act, the Board of Directors of a company cannot, except with the consent of the Members by a Special Resolution, create charge/ mortgage/ hypothecation on the assets of the company in order to secure the borrowings in favour of any bank/financial institutions/ Non-banking financial companies/ any other persons.

Accordingly, the Board of Directors recommends the Resolutions at Item No. 6 & 7 of the Notice for approval of the members by way of Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 8 : Appointment of Mr. Nikhil Naniwadekar as the Manager of the Company.

As per the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 every Listed company and every other public company having a paid-up share capital of Rupees Ten Crore shall have whole-time key managerial personnel (KMP).

Since the Company is a listed entity (even though it's paid up Share Capital is less than ₹ 10 Crore) it is required to appoint KMPs viz.

- a. Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director;
- b. Company Secretary; and
- c. Chief Financial Officer

The Company had sought an exemption from the erstwhile Board for Industrial and Financial Reconstruction ("BIFR") from complying with the above-cited provisions. The Company's application was pending with the BIFR since October 2013. However, with effect from 1st December 2016 vide the Notification dated 25th November 2016 issued by the Ministry of Finance, Government of India, The Sick Industrial Companies (Special Provisions) Act, 1985 was repealed and consequently the BIFR was dissolved.

Thereafter, within a period of 6 (Six) months from the above-cited provisions of the Act becoming applicable, the Company being listed is required to comply with the said provisions of the Act and is required to appoint either a Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time Director; It may be noted that the Company has already complied with the provisions relating to appointment of whole-time KMPs in the category of Company Secretary and Chief Financial Officer.

In this regard, the Nomination and Remuneration Committee (NRC) at its meeting held on 2nd May, 2017 recommended and the Board at its meeting held on the even date approved the appointment of Mr. Nikhil Naniwadekar, COO, as the manager of the Company with effect from 2nd May, 2017, for a period of three years, at the existing terms and conditions and at such remuneration as provided below, subject to approval of the shareholders at the ensuing Annual General Meeting.

Statement pursuant to Section 198 read with Part II of Schedule V of the Companies Act, 2013:

I General Information	
1. Nature of Industry	Manufacturing of Structural Metal Products, Fabrication of Equipment, Industrial & Infrastructure Construction Projects, mainly in mechanical works
2. Date of Commencement of commercial production	Company was incorporated on 18 th September 1978 and had started its commercial operations in the same financial year
3. Financial Performance	The Company is in growth phase and the overall sales of ₹ 65 Crores in FY 2014-15 has grown to overall sales of ₹ 110 Crores in FY 2016-17. Company has posted a positive PAT for past 8 consecutive quarters & reported positive networth for year ended 2016-17. For detailed financials please refer the Annual Report of the Company
4. Foreign Investment and collaborations	Nil
II Information about the appointee	
1. Background details	Education Qualification - B.E & PGDMM; Currently holding the position of Chief Operating Officer since October 2014.
2. Past / Existing remuneration	₹ 71,27,796/-
3. Recognition and Awards	Nil
4. Job profile and his sustainability	Appointee is experienced in Business Unit & P & L Management, relevant industry experience and is suitable for the position
5. Remuneration proposed	₹ 80,00,000/- Approx.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Proposed remuneration is competitive and based on the industry standards. The brief profile of the appointee is provided below under the heading 'additional information'
7. Pecuniary relationship with the Company, relationship with the managerial personnel.	Not Related to any of the Directors and other Key Managerial Personnel of the Company.

III Other Information		
1.	Reason for loss or inadequate profits	Company was registered with BIFR as a Sick Company since 2004 and could not post positive PAT till 2014-15 due to the challenging economic conditions and pre-qualification issue in PSU segment. Since FY 2015-16 Company has improved the financial position substantially and is now a positive net-worth Company having ability to service the PSU segment of interest from FY 2017-18 onwards.
2.	Steps taken or proposed to be taken for improvement	The Company improved the Order Book position substantially over past 2 years. Also, the necessary step are taken to bring the company out of BIFR's reference and is now in position to address the PSU & associated market. Further, the Company is servicing the orders from its parent company (Tata Projects Limited) who have grown rapidly in past couple of years thereby improving opportunity for growth for the Company. The management is ensuring that the right size teams are built to execute the projects in these opportunities and also is focusing on operational excellence initiatives to improve its productivity.
3.	Expected increase in productivity and profits in measurable terms	The Company plans to wipe out the accumulated losses within next 5 years with CAGR of 25%.
IV Disclosures		
1.	All elements of salary/ remuneration	Provided below
2.	Details of fixed components, performance linked incentives	
3.	Service contracts	Nil
4.	Stock Option details	Nil

All elements of salary/ remuneration including details of fixed components, performance linked incentives proposed to be paid

(Amount in ₹)

Basic	21,69,750
HRA	10,84,875
Other Allowances	29,29,821
Retirals	3,90,555
Other Benefits (PLR)	13,64,200
Annual CTC	79,39,201

Accordingly, the Board of Directors recommends the Resolution at Item No. 8 of the Notice for approval of the members by way of Special Resolution. None of the Directors, Key Managerial Personnel (Except Mr. Nikhil Naniwadekar) or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Brief Profile of Mr. Nikhil Naniwadekar, Manager & Chief Operating Officer

Mr. Nikhil Naniwadekar possesses around 3 decades of professional experience in various leadership roles of Company Leadership, BU Management, Business development, Partnerships, Strategic Marketing, Operational Excellence and General Management. He has been entrusted with initiatives and leadership roles in variety of Industry Verticals and Infrastructure Projects, and has depth of experience in complex EPC projects in Infrastructure, O&G, HPI, Power, Metals, and Water segments. Mr. Nikhil's experience and skills include:

- Company/ Business Unit Management: P&L Ownership, Team Building, Operational Excellence
- Deep Understanding of Internal & External Customer requirements to recognize, develop and align organizational strengths
- Ability of developing strategic partnerships with Clients, Technology Providers and Suppliers, in diverse geographies (India, ME, SEA, Japan, UK, US), for variety of large Projects or Programs

Mr. Nikhil is associated with the Company Artson Engineering Limited (a Subsidiary of Tata Projects Limited) for past 2.5 years as Chief Operating Officer (COO) and has steered the organization towards achieving the turn-around in the financial performance, by improving the focus areas of the business and productivity improvements in value chain of the operations of company. He has lead the team to deliver growth of over 60% in past two years, positive PAT and net-worth, improved working capital, 300% growth in order booking and right-sizing/ right-skilling of human-resources.

Additional Information:

Information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director/ Manager seeking Re-appointment / Appointment:

Name	Mr. Pralhad Pawar	Mr. Nikhil Naniwadekar
Designation	Non-Executive Director	Manager & Chief Operating Officer
Director Identification Number (DIN)	06557071	07808192
Date of Birth	19 th February, 1959 (Age: 58 years)	2 nd May 1967 (50 Years)
Qualifications	B. Tech. (Chemical), Master in Financial Management	B.E & PGDMM
Specialised Expertise	Strategy Planning, Business Development and Project Management	Business Unit & P & L Management
Experience	Over 3 Decades of overall experience	Approx. 3 Decades of overall experience
Terms and Conditions of Appointment	Non-Executive Director, Nominated by Tata Projects Limited, the holding company.	Being appointed as Manager for a period of Three years and to be designated as Manager & COO
Remuneration	Nil, being Non-Executive Director	₹ 80,00,000/- Approx.
Date of First Appointment on the Board	19 th April 2013	NA
Directorship in other Indian companies	Nil	Nil
Positions in Committees* of other Indian companies	Nil	Nil
Number of shares held in the Company	Nil	Nil
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	Not Related to any of the Directors and other Key Managerial Personnel of the Company	Not Related to any of the Directors and other Key Managerial Personnel of the Company
Position in Committees constituted by the Board of Directors of the Company	Member of the Audit Committee and Stakeholders Relationship Committee	Nil
Number of Board Meetings attended	Nine (9) out of Nine (9) Board Meetings attended which were held during the FY 2016-17.	Eight (8) out of Nine (9) Board Meetings attended as COO, which were held during the FY 2016-17.

Registered Office

11th Floor, Hiranandani Knowledge Park,
Technology Street, Powai
Mumbai- 400076, Maharashtra
Website: www.artson.net
e-mail: investors@artson.net

Date : 18th July 2017
Place : Mumbai

By Order of the Board,
For Artson Engineering Limited

Vinayak K Deshpande
Chairman
DIN: 00036827



Artson Engineering Limited

(A subsidiary of Tata Projects Limited)

CIN: L27290MH1978PLC020644

Registered Office: 11th Floor, Hiranandani Knowledge Park, Technology Street, Powai, Mumbai – 400076, Maharashtra

Tel No. 022-66255600; Fax: 022-66255614; Email: investors@artson.net; Website: www.artson.net

SHAREHOLDERS DETAILS UPDATION FORM

To

Link Intime (India) Private Limited,

(Unit: Artson Engineering Limited)

C 101, 247 Park, L B S Marg, Vikhroli West,

Mumbai 400083, Maharashtra

Tel No: +91 22 4918 6000; Fax: +91 22 49186060

Email ID: rnt.helpdesk@linkintime.co.in

I /We hereby request you to record/ update the following details against my/ our folio No.:

Name of the Sole/ First Named shareholder	:	
Folio No.	:	
Full Address (with pin code)	:	
CIN / Registration Number:* (applicable to corporate shareholders)	:	
E-mail Id (to be registered)	:	
PAN No. * (of the sole/ first named shareholder)	:	
Phone / Mobile Number	:	

*self-attested copy of the document enclosed

Bank Details:

IFSC	:	
MICR	:	
Bank A/c type	:	
Bank Account No. @	:	
Name of the Bank	:	
Name of the Branch	:	
Bank Branch Address	:	

@ A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete information, I / we would not hold the Company / RTA responsible. I /We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / Beneficiary account.

Place :

Date :

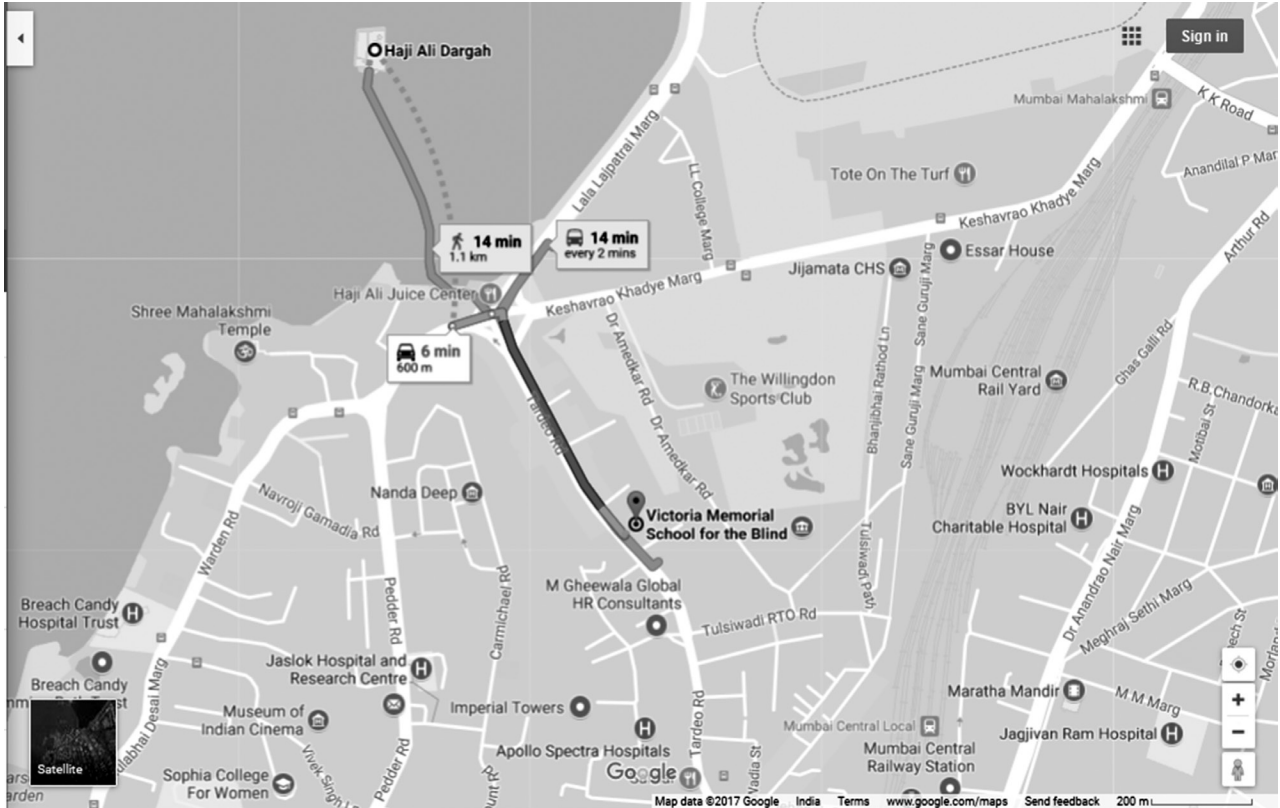
.....
Signature of Sole/ First Shareholder

Route Map for the Venue of Annual General Meeting

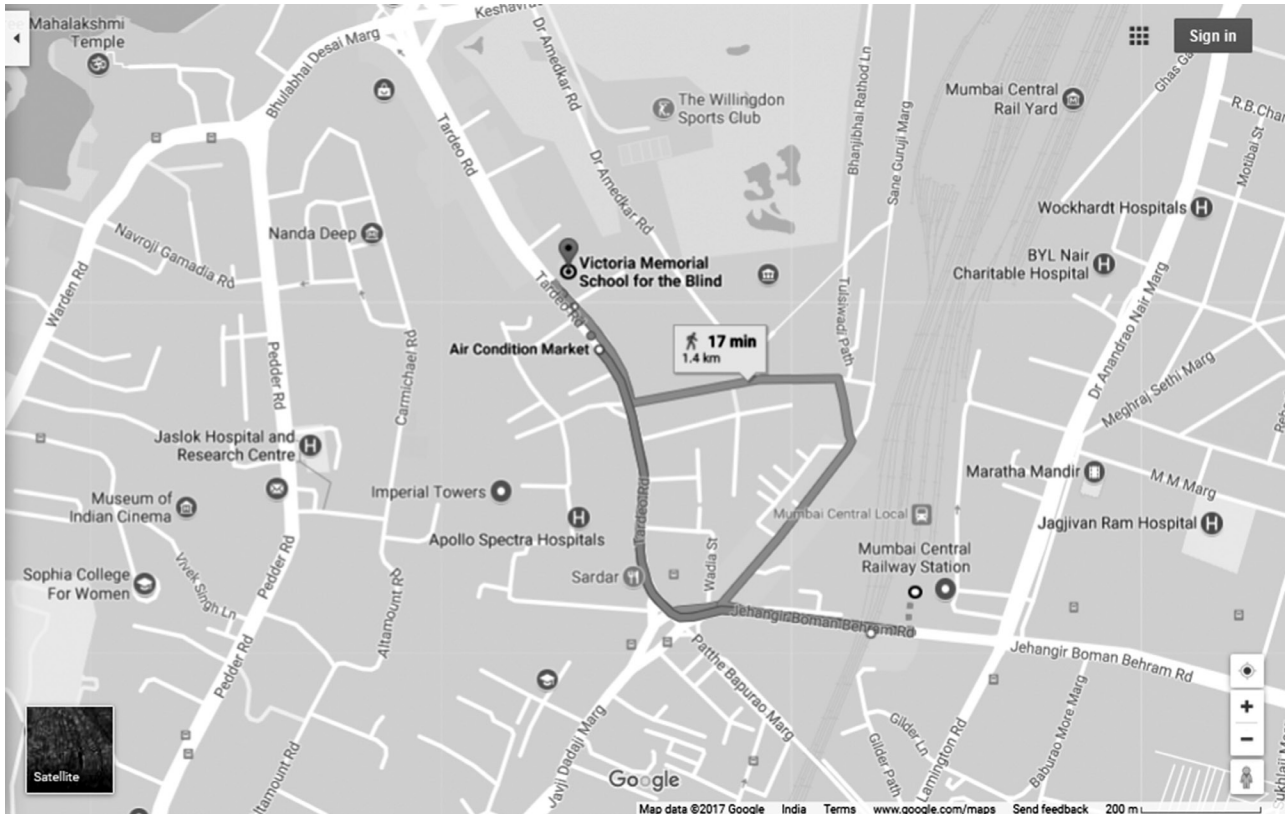
[Map not to scale]

Venue: Seminar Hall, Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai - 400034, Maharashtra.

From HAJI ALI



From MUMBAI CENTRAL





Artson Engineering Limited

(A subsidiary of Tata Projects Limited)

CIN: L27290MH1978PLC020644

Registered Office: 11th Floor, Hiranandani Knowledge Park, Technology Street, Powai, Mumbai – 400076, Maharashtra

Tel No. 022-66255600; Fax: 022-66255614; Email: investors@artson.net; Website: www.artson.net

ATTENDANCE SLIP

(To be presented at the entrance of the AGM venue)

I hereby record my presence at the 38th Annual General Meeting of the Company at 03:00 p.m. on Thursday, 21st September, 2017 at Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400034.

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at the 38th Annual General Meeting of the Company.

Name of the Shareholder/ Proxy (IN BLOCK LETTERS)	Folio No./ DP ID and Client ID No.	Signature of the Shareholder/ Proxy

Notes:

The Members attending the meeting in person or in Proxy are requested to complete the attendance slip in all respect and hand it over at the entrance of the AGM Venue.

- Please refer to the instructions printed under the notes to the Notice convening the 38th Annual general Meeting of the Company.
- The e-voting period commences from the Monday, 18th Day of September 2017 (09:00 a.m. IST) and shall remain open until the Wednesday, 20th Day of September, 2017 (05:00 p.m. IST).
- The e-voting module shall be disabled by the NSDL at 05:00 p.m. IST, on Wednesday, 20th Day of September 2017, and Members shall not be allowed to vote through remote e-voting thereafter.



Artson Engineering Limited

(A subsidiary of Tata Projects Limited)

CIN: L27290MH1978PLC020644

Registered Office: 11th Floor, Hiranandani Knowledge Park, Technology Street, Powai, Mumbai – 400076, Maharashtra

Tel No. 022-66255600; Fax: 022-66255614; Email: investors@artson.net; Website: www.artson.net

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

- Name of the Shareholder(s) :
- Registered Address :
- E-mail Id :
- Folio No. / Client Id : DP Id

I/ We being the member of M/s. Artson Engineering Limited, and holding shares, hereby appoint:

1.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	or failing him / her
2.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	or failing him / her
3.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of members of the Company, to be held on Thursday, the 21st Day of September 2017 at 03:00 p.m. at Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400034, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of Resolution	No. of Shares for which voting cast for	(FOR) I/we assent to the Resolution	(AGAINST) I/we dissent to the Resolution
Ordinary Business:				
1.	Adoption of the audited financial statements of the Company for the financial year ended 31 st March 2017, together with the Reports of the Board of Directors and the Auditor thereon.			
2.	Re-appointment of Mr. Pralhad Pawar (DIN: 06557071), who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	Appointment of Price Waterhouse & Co. LLP, Chartered Accountants, (PWC) as the Statutory Auditors of the Company			
Special Business:				
4.	Ratification of remuneration paid to the Cost Auditors for the financial year 2016-17			
5.	Ratification of remuneration payable to the Cost Auditors for the financial year 2017-18			
6.	Enhancement of Borrowing powers			
7.	Creation of Charge/ Security			
8.	Appointment of Mr. Nikhil Naniwadekar as the Manager of the Company			

Signed this of September 2017

Signature of the Shareholder

Affix ₹ 1/- Revenue Stamp

Signature of the Proxy Holder

Note : This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.