

NOTICE CONVENING 41ST ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting (AGM) of the members of Artson Engineering Limited ('the Company') will be held on Tuesday, 15th September 2020 at 03.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vinayak K. Deshpande (DIN: 00036827), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. **Appointment of Mr. Sunil Sheshagirirao Potdar (DIN: 00177142) as non-executive Director:**

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

"RESOLVED THAT Mr. Sunil Sheshagirirao Potdar (DIN: 00177142), who was appointed as an Additional Director of the Company with effect from 30th April 2020 by the Board of Directors and holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act), and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a non-executive Director."

4. **Appointment of Mr. Sunil Sheshagirirao Potdar (DIN: 00177142) as Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act 2013 (the Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (appointment and Qualification of Directors) rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the appointment of Mr. Sunil Sheshagirirao Potdar (DIN: 00177142), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years commencing from 30th April 2020 to 29th April 2023 (both days inclusive), be and is hereby approved"

5. **Appointment of Mr. Arvind Chokhany (DIN: 06668147) as non-executive Director:**

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

"RESOLVED THAT Mr. Arvind Chokhany (DIN: 06668147), who was appointed as an Additional Director of the Company with effect from 30th April 2020 by the Board of Directors and holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act), and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a non-executive Director."

6. **Appointment of Mr. K. Satyanarayana (DIN: 07160142) as non-executive Director:**

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

"RESOLVED THAT Mr. K. Satyanarayana (DIN: 07160142), who was appointed as an Additional Director of the Company with effect from 30th April 2020 by the Board of Directors and holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act), and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a non-executive Director."

7. Ratification of remuneration payable to the Cost Auditors for the financial year 2020-21

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 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only), plus applicable taxes and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Sagar & Associates, Cost Accountants (Firm Registration No. 000118), who are appointed as the Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2020-21.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to so do all such acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. Related Party Transactions (RPTs) with Tata Projects Limited (TPL)

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

“RESOLVED THAT in supersession of the earlier resolution passed at the 40th Annual General Meeting of the Company held on 24th July 2019 and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Company be and is hereby accorded to the Board of Directors (or any Committees thereof), to enter into contracts / arrangements / transactions with Tata Projects Limited (TPL), the Company’s Holding Company and a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013, in manner and for the maximum amounts per annum, as mentioned below:

S. No.	Category	Amount/s (per annum)
1	Sale, purchase or supply of any goods or materials, directly or through appointment of agents and/ or Availing or rendering of any services, directly or through appointment of agents	Rs. 300 Crore
2	Rent/ Leasing of property of any kind	Rs. 20 Crore
Total		Rs. 320 Crore

RESOLVED FURTHER THAT any of the Directors of the Company, the Chief Financial Officer and the Company Secretary be and is hereby severally authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution.”

NOTES:

- In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” and General Circular No. 20/2020 dated 5th May 2020, in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic” (“SEBI Circular”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of

the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Annual General Meeting (“AGM”) of the Company is scheduled to be held on Tuesday, 15th September 2020, at 03.00 p.m. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).

2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 3 to 8 of the acCompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 3 to 8 above and the relevant details of the Director seeking appointment/ re-appointment as set out in Item Nos. 3 to 6 above as required under Regulation 26(4) and 36(3) of the Listing Regulations and under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
5. Institutional Investors, who are Members of the Company, are encouraged to attend through VC/OVAM facility and vote through remote e-Voting facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC/OVAM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at vnv.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in and investors@artson.net
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (“NSDL”) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Tuesday, 8th September 2020 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
9. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email IDs with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday, 14th August 2020.
10. The Notice convening the AGM and the Annual Report for FY 2019-20 has been uploaded on the website of the Company at www.artson.net and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited (“BSE”) at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 9th September 2020 to Tuesday, 15th September 2020, both days inclusive.
12. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease

of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.artson.net (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
16. The format of the Register of Members prescribed by the MCA under the Act, requires the Company/RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website www.artson.net (under 'Investor Relations' section). Members holding shares in physical form are requested to submit the filled in form to the Company or RTA in physical mode, after restoration of normalcy, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
17. 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 holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. Shareholders are requested to address all communications relating to the shares and related matters to the Company's RTA at the address 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 4918 6060
Email ID: rnt.helpdesk@linkintime.co.in
19. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at investors@artson.net
20. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to investors@artson.net up to the date of the AGM.
21. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company or who will register their e-mail address with RTA, on or before 5:00 p.m. (IST) on Friday, 14th August 2020.
22. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with NSDL for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address were requested to provide their e-mail address to the RTA/ NSDL, on or before 5:00 p.m. (IST) on Friday, 14th August 2020. In addition, the Company has intimated its shareholders about updating the email IDs through its website www.artson.net and through the website of BSE Limited www.bseindia.com
23. After successful submission of the e-mail address, NSDL will e-mail a copy of the Annual Report for FY20 along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to investors@artson.net or evoting@nsdl.co.in

24. For permanent registration of their e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.
25. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
26. Process and manner for Members opting for e-Voting is, as under:
 - I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
 - II. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
 - III. Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
 - IV. **Members of the Company holding shares either in physical form or electronic form as on the cut-off date i.e., Tuesday, 8th September 2020, may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, 11th September 2020 at 09:00 a.m. (IST) and ends on Monday, 14th September 2020 at 05:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
 - V. The instructions for Members attending the AGM through VC/OAVM are as under:
 - A. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company (113427) will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. **Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.** Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
 - B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at investors@artson.net before 05.00 p.m. (IST) on Tuesday, 8th September 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

- D. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to investors@artson.net between Friday, 4th September 2020 (09:00 a.m. IST) and Tuesday, 8th September 2020 (05.00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- E. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free no.:1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in or call on +91 22 24994360/+91 9920264780.

The instructions for Members for e-Voting are as under:

The remote e-voting period begins on Friday, 11th September 2020 at 09:00 A.M. and ends on Monday, 14th September 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 113427 then user ID is 113427001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

1. After successful login at Step 1, you will be able to see the home page of e-Voting. click on e-Voting. Then, click on active voting cycles.
2. After click on active voting cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company (113427) to cast your vote.
4. Now you are ready for e-Voting as the voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vnv.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in and investors@artson.net
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in or call on +91 22 24994360/+91 9920264780.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@artson.net

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@artson.net

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company (113427) will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
27. 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 i.e., Tuesday, 8th September 2020.
 28. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, 8th September 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.
 29. 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 i.e., Tuesday, 8th September 2020 only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.
 30. The Board of Directors has appointed Mr. Vishram Panchpor (ICSI Membership No. 20057; CP No. 13027). Company Secretary in whole-time practice as Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.



31. The Chairman shall, at the AGM allow voting by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
32. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
33. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.artson.net and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on the website viz. www.bseindia.com.

Registered Office

2nd Floor, One Boulevard, Lake Boulevard Road,
Hiranandani Business Park, Powai, Mumbai, Maharashtra - 400076
Email: investors@artson.net; Website: www.artson.net

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

Vinayak K. Deshpande
Chairman
DIN: 00036827

Date: 31st July 2020
Place: Pune

EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the special businesses as mentioned in the Item Nos. 3 to 8 of the accompanying notice dated 31st July 2020.

Item Nos. 3 & 4: Appointment of Mr. Sunil Sheshagirirao Potdar (DIN:00177142) as Non-Executive Director and Independent Director:

Pursuant to the provisions of Section 161 of the Companies Act 2013, read with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at their meeting held on 30th April 2020 appointed Mr. Sunil Sheshagirirao Potdar (DIN:00177142) as a Non-Executive Director, Independent with effect from 30th April 2020, who holds the office till the date of the ensuing AGM.

Mr. Potdar aged 63 years, is a graduate in Chemical Engineering from Laxminarayn Institute of Technology, Nagpur (1979). He started his professional journey as R&D engineer with Larsen and Toubro and worked with Buckau Wolf (now Thyssen Krupp) as Senior Executive in Cement Project Engineering group. Subsequently he was engaged with Tata Honeywell as General Manager of Process Automation business serving Minerals, Metals and Mining industries and Director of Thermo Fisher's Process Instruments business in India. For last 10 years, he was Managing Director and country manager of Schenck Process group's Indian business. Mr. Potdar is a Technocrat with proven track record to start, profitably grow and manage high technology capital goods business and has extensive experience in multinational and multicultural environment with skills in organization development, strategic planning and sales/ marketing of technology products and services to core sector industries.

Mr. Potdar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Further, the Company has received a Notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Potdar as a candidate for the office of a Director.

Further, in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Potdar, being eligible for appointment as an Independent Director has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Potdar does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the NRC and the Board, Mr. Potdar fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management.

Therefore, it is proposed to appoint Mr. Potdar as an Independent Director w.e.f. 30th April 2020 up to 29th April 2023 not liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Potdar as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09:00 a.m. to 05:00 p.m.) on any working day, excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Potdar as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution as set out at Item No. 3 and 4 of the notice of the AGM for approval of the members.

Except Mr. Potdar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 and 4 of the accompanying notice of the AGM. Mr. Potdar is not related to any Director of the Company.

Item No. 5: Appointment of Mr. Arvind Chokhany (DIN: 06668147) as Non-Executive Director:

Pursuant to the provisions of Section 161 of the Companies Act 2013, read with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at their meeting held on 30th April 2020 appointed Mr. Arvind Chokhany (DIN: 06668147) as a Non-Executive Director with effect from 30th April 2020, who holds the office till the date of the ensuing AGM.

Mr. Chokhany aged 48 years, is the Chief Financial Officer of Tata Projects Limited. Prior to joining TPL he was part of the leadership team for five years at Tata Realty Infrastructure Limited as CFO. He was also the CEO of the Road and Highways Concessions Business. He has over 26 years of experience, with large Global institutions like Tatas, Deutsche Bank, Standard Chartered and HDFC Group having expertise in people and stakeholder management, Strategic Business planning, Finance Operations, Capital / balance Sheet, Working Capital management, M&A, Structured Debt / Equity deployment, Cash-Flow management, Leadership experience in investment / divestment, Portfolio and Asset management, Corporate Tax planning, Implementing robust budgetary controls and MIS, Automation Systems with strong domain knowledge of local and international accounting and regulatory guidelines as well as deep domain understanding of Real Estate and Infrastructure Business.

Mr. Chokhany is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Further, the Company has received a Notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Chokhany as a candidate for the office of a Director.

Therefore, it is proposed to appoint Mr. Chokhany as a Non-executive Director w.e.f. 30th April 2020 liable to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Chokhany as a Non-executive Director and based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution as set out at Item No. 5 of the notice of the AGM for approval of the members.

Except Mr. Chokhany, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying notice of the AGM. Mr. Chokhany is not related to any Director of the Company.

Item No. 6: Appointment of Mr. K. Satyanarayana (DIN: 07160142) as Non-Executive Director:

Pursuant to the provisions of Section 161 of the Companies Act 2013, read with the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at their meeting held on 30th April 2020 appointed Mr. K. Satyanarayana (DIN: 07160142) as a Non-Executive Director with effect from 30th April 2020, who holds the office till the date the ensuing AGM.

Mr. Satyanarayana aged 54 years, is a Graduate Civil Engineer from Andhra University having 30+ years of varied experience in the construction industry. He is also a Qualified Project Management Professional and having Six Sigma Green Belt to his credence.

He is a Director on Board for a JV Company (TEIL) of Tata Projects Ltd and Engineers India Limited, Member of Corporate Leadership Council of Tata Projects Limited (TPL) and is one of the Trustees of TPL PF Trust Board. In addition, he is Director on Board for many Joint Ventures operated by Tata Projects.

He is the Chief Operating Officer (COO) of Strategic Business Group-Industrial Systems, which operates in sectors such as, Power Plants, Oil Gas & Hydrocarbon, Steel Plants, Defense & Nuclear, Manufacturing facilities (Loco Manufacturing Units, Food Processing Plants etc), High Rise Buildings including Residential Buildings, Hospitals, IT Parks, Institutional Buildings and Environmental Projects which includes River Rejuvenation, Water Treatment plants, Sewage Treatment plants, Irrigation projects etc.

Apart from his involvement in the Organizational Initiatives such as Operational Excellence, Innovation & Technology, Sustainability etc., he is responsible for handling business over Rs.6000 Crore.

Mr. Satyanarayana is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Further, the Company has received a Notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Satyanarayana as a candidate for the office of a Director.

Therefore, it is proposed to appoint Mr. Satyanarayana as a Non-executive Director w.e.f. 30th April 2020 liable to retire by rotation.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Satyanarayana as a Non-executive Director and based on the recommendation of the Nomination and Remuneration Committee recommends the Ordinary Resolution as set out at Item No. 6 of the notice of the AGM for approval of the members.

Except Mr. Satyanarayana, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying notice of the AGM. Mr. Satyanarayana is not related to any Director of the Company.

Regarding Item Nos. 2 to 6 – The information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director seeking Appointment/ Re-appointment:

Name	Mr. Vinayak K. Deshpande	Mr. Sunil Sheshagirao Potdar	Mr. Arvind Chokhany	Mr. K. Satyanarayana
Designation	Chairman (Non-Executive)	Independent Director	Non-Executive Director	Non-Executive Director
Director Identification Number (DIN)	00036827	00177142	06668147	07160142
Date of Birth	21st July 1957	13th March 1957	18th April 1972	2nd November 1965
Qualifications	B. Tech (Chemical)	Chemical Engineer	Chartered Accountant	Civil Engineer
Specialised Expertise	Design and Sales of Boilers and Captive Power Plants, EPC and Construction/ Infrastructure Business	Strategy Planning Business Development and Project Management	Finance Operations, Capital / Balance Sheet, Working Capital Management	Business Development, Operational Excellence & Project Management
Experience	Approx. 4 decades of overall experience	Approx. 4 decades of overall experience	Approx. 3 decades of overall experience	Over 3 decades of overall experience
Terms and Conditions of Appointment	Nominee of Tata Projects Limited (Holding Company); Non-Executive Director & Chairman of the Board	Independent Director	Nominee of Tata Projects Limited (Holding Company); Non-Executive Director	Nominee of Tata Projects Limited (Holding Company); Non-Executive Director
Remuneration	Nil	Nil	Nil	Nil
Date of First Appointment on the Board	1st February 2012	30th April 2020	30th April 2020	30th April 2020
Directorship in other Indian companies	1. Kennametal India Limited (KIL) 2. Voltas Limited (VL) 3. Tata Projects Limited (TPL) 4. TRF Limited (TRF) 5. Signify Innovations India Limited (SIIL) 6. Pune IT City Metro Rail Limited (PCMRL)	Mincem Engineering Consultants Private Limited	1. Ujjwal Pune Limited 2. TCC Construction Private Limited 3. TP Luminaire Private Limited	TEIL Projects Limited

Name	Mr. Vinayak K. Deshpande	Mr. Sunil Sheshagirirao Potdar	Mr. Arvind Chokhany	Mr. K. Satyanarayana
Positions in Committees of other Indian companies	1. KIL - Chairman of NRC; Member of AC & RC. 2. VL - Chairman of PC & SHE. 3. TPL - Member of CSR. OPEX, PRC, FC & SAC 4. TRF - Member of EC & SRC 5. SIIL - Chairman of SRC; Member of AC & NRC 6. PCMRL – Chairman of NRC	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil	Nil
Relationship, if any, with other Directors, Manager and other KMP	Nil	Not related to any of the Directors and KMPs of the Company.	Not related to any of the Directors and KMPs of the Company.	Not related to any of the Directors and KMPs of the Company.
Position/s in Committees constituted by the Board of the Company	Member of NRC, CSR, and EC	Member of Audit Committee and Project Review Committee	Invitee for the Audit Committee	Member of Project Review Committee
Number of Board Meetings attended	Attended all Board Meetings (5) held during the year	Attended all Board Meetings (2) held post appointment	Attended all Board Meetings (2) held post appointment	Attended all Board Meetings (2) held post appointment

* AC: Audit Committee; NRC: Nomination & Remuneration Committee; SRC: Stakeholders Relationship Committee; CSR: Corporate Social Responsibility Committee; PRC: Project Review Committee; EC: Executive Committee; RC: Risk Committee; PC: Project Committee; SHE: Safety-Health-Environment Committee; OPEX: Operations Excellence Committee; FC: Finance Committee; SAC: Securities Allotment Committee.

Item No. 7: Ratification of remuneration payable to the Cost Auditors for the financial year 2020-21

The Board of Directors of the Company, upon the recommendation of the Audit Committee, approved the appointment of M/s. Sagar & Associates, Cost Accountants, Hyderabad, to conduct the audit of the cost records of the Company for the financial year ended 31st March 2020-21 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, incurred in connection with the audit.

In terms of the provisions of Section 148 of the Act 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. 7 of the notice for ratification of the remuneration payable to the cost Auditor for the financial year ended 31st March 2021.

Accordingly, the Board of Directors recommends the resolution at Item No. 7 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 the aforesaid resolution.

Item No. 8: Related Party Transactions (RPT) with Tata Projects Limited (TPL)

The Company is engaged in the business as EPC contractor in the field of Oil, Gas and Hydrocarbon Processing Industry, specialized in Tankages, Piping, and other Mechanical Packages. The Company, in the ordinary course of business, enters into transactions with Tata Projects Limited (TPL) for sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services.

TPL, the Company's Holding Company, is a related party within the meaning of Section 2 (76) of the Act. The aforementioned transactions with TPL are likely to exceed the threshold limits provided in Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 ['Rules'] under the respective category of related party transactions.

Pursuant to the provisions of the said Rules, the Company can enter into transactions with related parties, exceeding the threshold limits, only with the consent of shareholders by way of an Ordinary Resolution.

In terms of Explanation (3) appended to Rule 15 (3) of the said Rules, the under-noted information is of relevance:

Particulars	Information	
Name of the Related Party	Tata Projects Limited (TPL)	
Name of Director(s) or Key Managerial Personnel who is related if any	Mr. Vinayak K. Deshpande, Mr. Pralhad Pawar, Mr. Arvind Chokhany; and Mr. K. Satyanarayana Directors are related to TPL and are its nominees on the Company's Board of Directors. However, for this transaction, they are not related parties.	
Nature of Relationship	TPL is a Holding Company and the Promoter of the Company.	
Nature, Material terms the Contracts / arrangements / transactions	Sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services.	
Monetary Value (maximum amount each Financial Year)	Sale, purchase or supply of any goods or materials, directly or through appointment of agents and/ or Availing or rendering of any services, directly or through appointment of agents.	Rs. 300 Crore
	Rent/ Leasing of property of any kind.	Rs. 20 Crore
	Total	Rs. 320 Crore
Whether the transactions have been approved by the Board of Directors	Yes, in the Board Meeting held on 11th May 2020.	
Any other information relevant or important for the members to decide on the proposed transactions	NIL	

The annual value of the transactions proposed is estimated based on the Company's current transactions and future business projections.

The Board believes that the transactions of sale, purchase or supply of goods or materials, leasing of property and availing or rendering of services with TPL are in the best interest of the Company.

The Board recommends passing of the Ordinary Resolution at Item No. 8 for approval.

Mr. Vinayak K. Deshpande, Mr. Pralhad Pawar, Mr. Arvind Chokhany; and Mr. K. Satyanarayana being nominees of Holding Company, may be considered as related to Promoters and therefore may deemed to be considered as interested or concerned. However, they do not hold any share in the Company.

No other Director / Key Managerial Personnel of the Company or their respective relatives other than the Directors mentioned herein above are concerned with or interested in the said Resolution.

Registered Office

2nd Floor, One Boulevard, Lake Boulevard Road,
Hiranandani Business Park, Powai, Mumbai, Maharashtra - 400076
Email: investors@artson.net; Website: www.artson.net

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

Vinayak K. Deshpande

Chairman

DIN: 00036827

Date: 31st July 2020

Place: Pune



ARTSON ENGINEERING LIMITED

CIN: L27290MH1978PLC020644

(A Subsidiary of Tata Projects Limited)

Regd. Office: 2nd Floor, One Boulevard, Lake Boulevard Road, Hiranandani Business Park, Powai, Mumbai - 76, MH

Email: investors@artson.net; Website: www.artson.nett

SHAREHOLDERS DETAILS UPDATION FORM

To

Link Intime (India) Private Limited,
(Unit: Artson Engineering Limited)
C101,247Park,L B S Marg,Vikhroli West,
Mumbai-400083,Maharashtra.
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