



ARTSON ENGINEERING LIMITED

18th September 2024

Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400001,
Maharashtra

Dear Sir/ Madam,

Sub: Gist of proceedings of the 45th Annual General Meeting of the Company held on 18th September 2024
Ref: Security Code No. 522134

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the gist of proceedings of the 45th Annual General Meeting of the Company held on Wednesday, 18th September 2024 at 15:30 Hrs. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means("OAVM") is enclosed.

This is for your information and records.

For **Artson Engineering Limited**

Sd/-
Deepak Tibrewal
Company Secretary & Compliance Officer
FCS 8925



ARTSON ENGINEERING LIMITED

18th September 2024

GIST OF PROCEEDINGS OF 45th ANNUAL GENERAL MEETING OF ARTSON ENGINEERING LIMITED (“THE COMPANY”)

The 45th Annual General Meeting (AGM) of the Company was held on 18th September 2024 at 15:30 Hrs. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) and circulars issued by the Securities and Exchange Board of India (‘SEBI’) from time to time and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary welcomed the members to the meeting and explained the procedural / technical points relating to the participation at the meeting through VC.

Mr. Vinayak Pai, Chairman of the Company chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

It was informed that the registers as required under the Companies Act, 2013 were made available for inspection upon request. Since there was no physical attendance of members in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of Corporate Shareholders.

Mr. Shashank Jha, CEO & Whole-Time Director; Mr. Jyotisman Dasgupta, Independent Director and Chairman of Stakeholders Relationship Committee & Project Review Committee; Mr. Ashish Kulkarni, Independent Director and Chairman of Corporate Social Responsibility Committee and Mr. Deepak Natarajan, Non-Executive Director and Chairman of Audit Committee were also present at the meeting. Ms. Priya Kher, Independent Director and Chairperson could not attend the meeting sought leave.

Representatives of Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditors and MKS & Associates, Secretarial Auditors were also present at the meeting through VC.

With the consent of the members, the notice convening the 45th AGM was taken as read. As the Auditors Report had no qualifications, the same was not read.

The Chairman made his opening remarks and detailed perspective on the business operations, financial performance of the Company.

The Company Secretary informed the members that the Company had in compliance with the MCA Circulars, provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provided to the members, the facility to exercise their vote by electronic means through remote e-voting facility.

The Company Secretary further informed that the e-voting facility was also made available during the AGM for the members who were present during the meeting and had not exercised their votes earlier, under remote e-voting facility.

The Chairman informed that the Board had appointed VYV & Co. LLP, Company Secretaries as Scrutinizer to scrutinize the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner.

The Chairman then requested the shareholders to express their views, ask questions and seek clarifications, if any. Various shareholders raised queries on the Financials, Operations, Slump Sale, RPT, Outlook, Order Book of Company etc. The same were duly responded by the Chairman and / or CEO.



ARTSON ENGINEERING LIMITED

The following resolutions set out in the notice convening the AGM were put to vote by remote e-Voting and e-Voting during the meeting:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vinayak Pai (DIN: 03637894), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To appoint Mr. Ashish Kulkarni (DIN: 10551684) as Independent Director.
4. To appoint Ms. Priya Kher (DIN: 10552950) as Independent Director.
5. To appoint Mr. Deepak Natarajan (DIN: 06805859) as Non-Executive Director.
6. To approve change of name of the Company.
7. To alter the Clauses of Memorandum of Association of the Company and their re-numbering.
8. To alter / adopt the new set of Articles of Association of the Company.
9. To approve the Sale of Undertaking of the Company.
10. To approve the material Related Party Transaction with Tata Projects Limited.
11. To ratify the remuneration payable to Cost Auditors for the financial year 2024-25.
12. To enter into Related Party Transactions (RPTs) with Tata Projects Limited (TPL).

The Chairman thanked the members for attending and participating in the AGM by video conference and stated that the e-voting facility would be kept open for 15 minutes' post completion of the proceedings to enable the members to cast their vote. The Chairman authorized the Company Secretary to carry out the voting process and to declare the consolidated voting results.

The Chairman informed the members that the voting results would be submitted to the stock exchange and will be made available on the website of the Company within 48 hours of the conclusion of the meeting.

The Chairman then thanked all the Shareholders, Tata Projects Limited, Company's business associates, Auditors, Bankers, service providers, vendors, and Government authorities for having reposed confidence in the Company, and to employees of the Company for their hard work and sincerity.

Upon completion of the e-voting process, the Company Secretary declared the meeting as closed at 16:44 Hrs. (IST).

This is for your intimation and records.

For **Artson Engineering Limited**

Vinayak Pai
Chairman
DIN: 03637894

Deepak Tibrewal
Company Secretary & Compliance Officer
FCS 8925