

Date: September 27, 2019

To,  
The Manager  
Listing Department  
**NSE Limited,**  
Exchange Plaza, C-1,  
Block-G, Bandra Kurla Complex,  
Bandra(E), Mumbai - 400 051

Respected Sir/Madam,

**Sub: Submission Of Voting Results Of 08<sup>th</sup> Annual General Meeting of The Members of The Company Held on September 26, 2019 At Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad-380060.**  
**Ref: Art Nirman Limited (Symbol: ARTNIRMAN)**

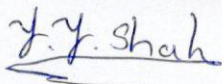
Pursuant to regulation 44(3) of SEBI(LODR) regulations 2015, we are enclosing herewith the voting results of the 08<sup>th</sup> Annual General Meeting of the Company held on Thursday i.e. September 26, 2019 at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad-380060 Gujarat.

The Meeting commenced at 10:30 AM and concluded on 11:45 AM.

You are requested to kindly take the same on record.

Thanking you,

**Yours Faithfully**  
**For, Art Nirman Limited**



**Yesha Yatishbhai Shah**  
**Company Secretary & Compliance Officer**



Place: Ahmedabad

**VOTING RESULTS OF 08<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS OF ART NIRMAN LIMITED HELD ON THURSDAY, SEPTEMBER 26, 2019 AT 10:30 A.M. AT CLUB BABYLON, S P ROAD, NR. SCIENCE CITY CIRCLE, BHADAJ, AHMEDABAD-380060 GUJARAT.**

<b>Date of AGM</b>	Thursday, September 26, 2019 AT 10:30 A.M
<b>Total number of shareholders on record date</b>	94 Members
<b>Total number of shareholders present in meeting either in person or proxy:</b>	17 Members were present in person
<b>Promoter and Promoter Group</b>	4
<b>Public</b>	13
<b>Total number of shareholders cast their vote through E Voting:</b>	6
<b>No. of Shareholder attended through Video Conferencing</b>	Not applicable as None of the members attended the meeting through video conferencing.

<b>Agenda Item 1:</b>		To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2019 and the reports of the Director's and the Auditor's thereon.						
<b>Resolution Required</b>		Ordinary Resolution						
<b>Whether Promoter / Promoter group are interested in the agenda / resolution?</b>		No						
Category	Mode of Voting #	No. of shares held	No. of Votes polled	% of Votes	No. of Votes-in Favor*	No. of Vote s-in agai nst	% Votes-in favor*	% Votes-in against
		(1)	(2)	(3)=[(2)/Total of (1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/Total of (2)]*100
Promoter and Promoter Group	E-Voting	18380000	0	0	0	0	0	0
	Polling Paper		0	0	0	0	0	
	Poll (Not Requested)		0	0	0	0	0	



	Total	18680000	0	0	0	0	0	0
Public-Institution	E-Voting	0	0	0	0	0	0	0
	Polling Paper		0	0	0	0	0	0
	Poll (Not Requested)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	
Public-Non Institution	E-Voting	6576000	36000	0.55%	36000	0	100%	0
	Polling Paper		1200000	17.76%	1200000	0	100%	
	Poll (Not Requested)		0	0	0	0	0	0
	Total	6576000	1236000	18.31%	1236000	0	100%	
Total		24956000	1236000	18.31%	1236000	0	100%	0

Agenda Item 2:		To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), Director of the Company, who retires by rotation and being eligible, seeks re-appointment.						
Resolution Required		Ordinary Resolution						
Whether Promoter / Promoter group are interested in the agenda / resolution?		Yes						
Category	Mode of Voting #	No. of shares held	No. of Votes polled	% of Votes	No. of Votes-in Favor*	No. of Vote s-in agai nst	% Votes-in favor*	% Votes-in against
		(1)	(2)	(3)=[(2)/Total of (1)]*100	(4)	(5)	(6)=[(4)/Total of (2)]*100	(7)=[(5)/Total of (2)]*100
Promoter and Promoter Group	E-Voting	18380000	0	0	0	0	0	0
	Polling Paper		0	0	0	0	0	0
	Poll (Not Requested)		0	0	0	0	0	0



	Total	18680000	0	0	0	0	0	0
Public- Institution	E-Voting	0	0	0	0	0	0	0
	Polling Paper		0	0	0	0	0	0
	Poll (Not Requested)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institution	E-Voting	6576000	36000	0.55%	36000	0	100%	0
	Polling Paper		1200000	17.76%	1200000	0	100%	
	Poll (Not Requested)		0	0	0	0	0	0
	Total		6576000	1236000	18.31%	1236000	0	100%
Total		24956000	1236000	18.31%	1236000	0	100%	0

Agenda Item 3:		To re-appoint M/s. Arpan Shah & Associates, Chartered Accountants as statutory auditor of the company until the conclusion of 13th Annual General Meeting of the Company held on FY 2023-2024 (for a term of 5 years).						
Resolution Required		Ordinary Resolution						
Whether Promoter / Promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting #	No. of shares held	No. of Votes polled	% of Votes	No. of Votes-in Favor*	No. of Votes-in against	% Votes-in favor*	% Votes-in against
		(1)	(2)	(3)=[(2)/Total of (1)]*100	(4)	(5)	(6)=[(4)/Total of (2)]*100	(7)=[(5)/Total of (2)]*100
Promoter and Promoter Group	E-Voting	18380000	0	0	0	0	0	0
	Polling Paper		0	0	0	0	0	0



	Poll (Not Requested)		0	0	0	0	0	0
	Total	18680000	0	0	0	0	0	0
Public-Institution	E-Voting	0	0	0	0	0	0	0
	Polling Paper		0	0	0	0	0	0
	Poll (Not Requested)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	
Public-Non Institution	E-Voting	6576000	36000	0.55%	36000	0	100%	0
	Polling Paper		1200000	17.76%	1200000	0	100%	
	Poll (Not Requested)		0	0	0	0	0	0
	Total	6576000	1236000	18.31%	1236000	0	100%	
Total		24956000	1236000	18.31%	1236000	0	100%	0

Agenda Item 4:		To give Approval of providing loans, investments, guarantee or security u/s 185 of Companies Act, 2013.						
Resolution Required		Special Resolution						
Whether Promoter / Promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting #	No. of shares held	No. of Votes polled	% of Votes	No. of Votes-in Favor*	No. of Votes-in against	% Votes-in favor*	% Votes-in against
		(1)	(2)	(3)=[(2)/Total of (1)]*100	(4)	(5)	(6)=[(4)/Total of (2)]*100	(7)=[(5)/Total of (2)]*100
Promoter and Promoter Group	E-Voting	1838000	0	0	0	0	0	0
	Polling Paper	0	0	0	0	0	0	0
	Poll (Not		0	0	0	0	0	0



	<b>Requested)</b>							
	Total	1868000 0	0	0	0	0	0	0
<b>Public- Institution</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Polling Paper</b>		0	0	0	0	0	0
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0	0	0
<b>Public- Non Institution</b>	<b>E-Voting</b>	6576000	36000	0.55%	36000	0	100%	0
	<b>Polling Paper</b>		120000 0	17.76%	120000 0	0	100%	
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	6576000	123600 0	18.31%	123600 0	0	100%	
<b>Total</b>		<b>2495600 0</b>	<b>123600 0</b>	<b>18.31%</b>	<b>123600 0</b>	<b>0</b>	<b>100%</b>	<b>0</b>

<b>Agenda Item 5:</b>		To give Approval for increase in overall limit of Managerial Remuneration u/s 197 of the Companies Act, 2013.						
<b>Resolution Required</b>		Special Resolution						
<b>Whether Promoter / Promoter group are interested in the agenda / resolution?</b>		No						
Category	Mode of Voting #	No. of shares held	No. of Votes polled	% of Votes	No. of Votes-in Favor*	No. of Votes-in against	% Votes-in favor*	% Votes-in against
		(1)	(2)	(3)=[(2)/Total of (1)]*100	(4)	(5)	(6)=[(4)/Total of (2)]*100	(7)=[(5)/Total of (2)]*100
				0			0	



<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	18380000	0	0	0	0	0	0
	<b>Polling Paper</b>		0	0	0	0	0	0
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	18680000	0	0	0	0	0	0
<b>Public-Institution</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Polling Paper</b>		0	0	0	0	0	0
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0	0	0
<b>Public-Non Institution</b>	<b>E-Voting</b>	6576000	36000	0.55%	36000	0	100%	0
	<b>Polling Paper</b>		1200000	17.76%	1200000	0	100%	
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	6576000	1236000	18.31%	1236000	0	100%	
<b>Total</b>		<b>24956000</b>	<b>1236000</b>	<b>18.31%</b>	<b>1236000</b>	<b>0</b>	<b>100%</b>	<b>0</b>

<b>Agenda Item 6:</b>		To give Approval for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate u/s 186 of the Companies Act,2013.						
<b>Resolution Required</b>		Special Resolution						
<b>Whether Promoter / Promoter group are interested in the agenda / resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting #</b>	<b>No. of shares held</b>	<b>No. of Votes polled</b>	<b>% of Votes</b>	<b>No. of Votes-in Favor*</b>	<b>No. of Vote s-in agai nst</b>	<b>% Votes-in favor*</b>	<b>% Votes-in against</b>
		(1)	(2)	(3)=[(2)/Total of (1)]*100	(4)	(5)	(6)=[(4)/Total of (2)]*100	(7)=[(5)/Total of (2)]*100



<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	18380000	0	0	0	0	0	0
	<b>Polling Paper</b>		0	0	0	0	0	0
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	18680000	0	0	0	0	0	0
<b>Public-Institution</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Polling Paper</b>		0	0	0	0	0	0
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0	0	0
<b>Public-Non Institution</b>	<b>E-Voting</b>	6576000	36000	0.55%	36000	0	100%	0
	<b>Polling Paper</b>		1200000	17.76%	1200000	0	100%	
	<b>Poll (Not Requested)</b>		0	0	0	0	0	0
	<b>Total</b>	6576000	1236000	18.31%	1236000	0	100%	
<b>Total</b>		<b>24956000</b>	<b>1236000</b>	<b>18.31%</b>	<b>1236000</b>	<b>0</b>	<b>100%</b>	<b>0</b>

For, Art Nirman Limited

*Y. Y. Shah*



**Yesha Yatishbhai Shah**  
**Company Secretary & Compliance Officer**

**Place: Ahmedabad**





**YASH MEHTA & ASSOCIATES**  
**Company Secretaries**

9913069848 079-40370062  
yash.ymassociates@gmail.com

Regd. Add. : 34/401, Raghukul Apt.,  
Solaroad, Naranpura,  
Ahmedabad - 380063

**Report of Scrutinizer on Remote E-Voting Process and Vote by Poll at  
8<sup>th</sup> Annual General Meeting**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the  
Companies (Management and Administration) Amendment Rules, 2015*

To,

The Chairman of the Meeting  
**ART NIRMAN LIMITED**  
410, JBR Arcade, Science City Road,  
Sola, Ahmedabad, Gujarat-380060, India.

Sir,

**Subject: Declaration of Consolidated Results of Remote E-voting and Physical Voting through Ballot process in respect of resolutions placed in the notice of 8<sup>th</sup> Annual General Meeting of members of the ART NIRMAN LIMITED held on 26<sup>th</sup> September, 2019.**

I, Mr. Yash Mehta, Practicing Company Secretary, have been appointed as a Scrutinizer of **ART NIRMAN LIMITED** ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 8<sup>th</sup> Annual General Meeting ("AGM") of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 19<sup>th</sup> August, 2019 of AGM of the Equity Shareholders of the Company, held on 26<sup>th</sup> day of September, 2019 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and as per the Regulation 44(3) of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015 as amended from time to time, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services Limited (CDSL) and of physical voting through ballot process.



Following resolutions were carried out by the Company at the AGM;

- i. **Ordinary Resolution** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2019, including Audited Balance Sheet as at 31<sup>st</sup> March 2019, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31<sup>st</sup> March, 2019 along with the reports of Auditors and Directors thereon.
- ii. **Ordinary Resolution:** To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), who, retires by rotation and being eligible offers, himself for re-appointment.
- iii. **Ordinary Resolution:** To appoint M/s. Arpan Shah & Associates, Chartered Accountants (FRN.: 125049W, Peer Review Certificate No. 011646), Ahmedabad, as Statutory Auditor of the Company.
- iv. **Special Resolution:** Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013.
- v. **Special Resolution:** To consider and approve increase in overall limit of Managerial Remuneration.
- vi. **Special Resolution:** Approval of members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/Bodies Corporate u/s 186 of Companies Act, 2013.

**In this regard I hereby submit my report as under;**

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and/ or Central Depository Services (India) Limited (CDSL), as on **23<sup>rd</sup> August, 2019**, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on or before **3<sup>rd</sup> September, 2019** and
  - B. by Courier to Members in physical form on or before **3<sup>rd</sup> September, 2019**
2. The Company has also placed the Notice of 8<sup>th</sup> AGM on the Web site of the Company [http://www.artnirman.com/Compliance/AGM%20Notice\\_2018-19.pdf](http://www.artnirman.com/Compliance/AGM%20Notice_2018-19.pdf) as well as web Site of E-voting Agency i.e. CDSL.
3. The Shareholders holding Shares as on the "Cut off" date, i.e. **19.09.2019** were entitled to vote through remote E - voting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
4. In terms of the aforesaid Notice, remote e-voting was open for three days from **9.00 a.m. on Monday, 23<sup>rd</sup> September, 2019 to 05.00 p.m. on Wednesday, 25<sup>th</sup> September, 2019** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolution, on remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).
5. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.



6. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Thursday, the 26<sup>th</sup> day of September, 2019 around 4:00 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mrs. Janki Soni and Mr. Parth Doshi, who are not in employment of the Company.
7. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 8<sup>th</sup> Annual General Meeting held on, 26<sup>th</sup> September, 2019 is annexed as **“Annexure – A”** herewith.
8. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.
9. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Directors of the Company and who has also countersigned this report.



**FOR, YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

*Yash J. Mehta*

**YASH MEHTA  
PROPRIETOR**

**ACS : 45267  
COP : 16535**

**Date : 26.09.2019  
Place : Ahmedabad**

## Report of Scrutinizer on Remote E-Voting Process

*Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Amendment Rules, 2015*

To,

The Chairman of the Meeting  
**ART NIRMAN LIMITED**  
410, JBR Arcade, Science City Road,  
Sola Ahmedabad, Gujarat-380060, India.

Sir,

**Subject: Declaration of Results of Remote E-voting in respect of resolutions placed in the notice of 8<sup>th</sup> Annual General Meeting of members of the ART NIRMAN LIMITED held on 26<sup>th</sup> September, 2019.**

I, Mr. Yash Mehta, Practicing Company Secretary, have been appointed as a Scrutinizer of **ART NIRMAN LIMITED** ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 19<sup>th</sup> August, 2019 of 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company, held on 26<sup>th</sup> day of September, 2019 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and as per the Regulation 44(3) of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015, relating to remote e-voting on the resolutions contained in the aforesaid Notice to the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to ensure and scrutinize the voting done through remote e-voting in a fair and transparent manner, based on the reports generated from the remote e-voting system of Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility.

- i. **Ordinary Resolution** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2019, including Audited Balance Sheet as at 31<sup>st</sup> March 2019, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31<sup>st</sup> March, 2019 along with the reports of Auditors and Directors thereon.
- ii. **Ordinary Resolution:** To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), who, retires by rotation and being eligible offers, himself for re-appointment.



- iii. **Ordinary Resolution:** To appoint M/s. Arpan Shah & Associates, Chartered Accountants (F.R.N.: 125049W, Peer Review Certificate No. 011646), Ahmedabad, as Statutory Auditor of the Company.
- iv. **Special Resolution:** Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013.
- v. **Special Resolution:** To consider and approve increase in overall limit of Managerial Remuneration.
- vi. **Special Resolution:** Approval of members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/Bodies Corporate u/s 186 of Companies Act, 2013.

**In this regard, I hereby submit my Report as under:**

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and/ or Central Depository Services (India) Limited (CDSL), as on **23<sup>rd</sup> August, 2019**, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on or before **3<sup>rd</sup> September, 2019** and
  - B. by Courier to Members in physical form on or before **3<sup>rd</sup> September, 2019**
2. The Company has also placed the Notice of 8<sup>th</sup> AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. CDSL.
3. The Shareholders holding Shares as on the "Cut off" date, i.e. **19.09.2019** were entitled to vote through remote E - voting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
4. In terms of the aforesaid Notice, remote e-voting was open for three days from **9.00 a.m. on Monday, 23<sup>rd</sup> September, 2019 to 05.00 p.m. on Wednesday, 25<sup>th</sup> September, 2019** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolution, on remote e-voting platform provided by Central Depository Services Limited (CDSL).
5. As required in the Rules, I unblocked the votes cast through remote e-voting on Thursday, the 26<sup>th</sup> day of September, 2019 around 4:00 P.M. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mrs. Janki Soni and Mr. Parth Doshi, who are not in employment of the Company.
6. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the remote e-voting website of Central Depository Services Limited (CDSL) i.e (<https://www.evotingindia.com>). Snap Shot of the website of CDSL is attached herewith as an "**Annexure – B**".
7. Based on the results made available to me by the e-voting agency engaged by the Company, 6 members have cast their votes on the remote e-voting platform and, the detailed analysis of the remote e-Voting Results for each of the four agenda items contained in the said Notice is attached herewith as an "**Annexure – C**".



8. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

FOR, YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES



*Yash H. Mehta*

YASH MEHTA  
PROPRIETOR

ACS : 45267

COP : 16535

Date : 26.09.2019

Place : Ahmedabad

## Report of Scrutinizer on Vote by Poll at Annual General Meeting

*Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*

To,

The Chairman of the Meeting  
**ART NIRMAN LIMITED**  
410, JBR Arcade, Science City Road,  
Sola Ahmedabad, Gujarat-380060, India.

Meeting : 8<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Date and Time: Thursday, 26<sup>th</sup> September, 2019 at 10.30 a.m.  
Venue: Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad  
380060, Gujarat, India.

Sir,

**Subject: Declaration of Results of Physical Voting through Ballot process in respect of resolutions placed in the notice of 8<sup>th</sup> Annual General Meeting of members of the ART NIRMAN LIMITED held on 26<sup>th</sup> September, 2019.**

I, Mr. Yash Mehta, Practising Company Secretary, was appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of **ART NIRMAN LIMITED**, held on Thursday, 26<sup>th</sup> September, 2019 at 10.30 a.m. at Club Babylon, S P Road, Nr. Science City Circle, Bhadaj, Ahmedabad 380060, Gujarat, India.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and applicable provision of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015, relating to Physical Voting through Ballot process on the resolutions contained in the aforesaid Notice to the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to ensure and scrutinize the Physical Voting through Ballot process in a fair and transparent manner.

- i. **Ordinary Resolution** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2019, including Audited Balance Sheet as at 31<sup>st</sup> March 2019, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31<sup>st</sup> March, 2019 along with the reports of Auditors and Directors thereon.*
- ii. **Ordinary Resolution:** To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), who, retires by rotation and being eligible offers, himself for re-appointment.*



- iii. **Ordinary Resolution:** To appoint M/s. Arpan Shah & Associates, Chartered Accountants (F.R.N.: 125049W, Peer Review Certificate No. 011646), Ahmedabad, as Statutory Auditor of the Company.
- iv. **Special Resolution:** Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013.
- v. **Special Resolution:** To consider and approve increase in overall limit of Managerial Remuneration.
- vi. **Special Resolution:** Approval of members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/Bodies Corporate u/s 186 of Companies Act, 2013.

**In this regard, I hereby submit my Report as under:**

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any Invalid ballot papers.
4. The Resolution wise result of the Poll is annexed as an “Annexure – D” to this Report.
5. List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution has been handed over and emailed to the Company Secretary.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.



**FOR, YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES**

*Yash D. Mehta*

**YASH MEHTA  
PROPRIETOR**

**ACS : 45267  
COP : 16535**

**Date : 26.09.2019  
Place : Ahmedabad**



**Annexure - A**  
**ART NIRMAN LIMITED**

**Detailed Consolidated Results of e-voting and Ballot Forms voting**

**Item No. 1** - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2019, including Audited Balance Sheet as at 31st March 2019, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31st March, 2019 along with the reports of Auditors and Directors thereon - **Ordinary Resolution**

Particulars	No. of members voted			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	10	6	16	1200000	36000	1236000	100.00
Assent	10	6	16	1200000	36000	1236000	100.00
Dissent	0	0	0	0	0	0	0.00
<b>Total</b>	<b>10</b>	<b>6</b>	<b>16</b>	<b>1200000</b>	<b>36000</b>	<b>1236000</b>	<b>100.00</b>

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority

**Item No. 2** - To appoint a Director in place of Mr. Piyushkumar Thakkar (DIN: 07555460), who, retires by rotation and being eligible offers, himself for re-appointment- **Ordinary Resolution**

Particulars	No. of members voted			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	10	6	16	1200000	36000	1236000	100.00
Assent	10	6	16	1200000	36000	1236000	100.00
Dissent	0	0	0	0	0	0	0.00
<b>Total</b>	<b>10</b>	<b>6</b>	<b>16</b>	<b>1200000</b>	<b>36000</b>	<b>1236000</b>	<b>100.00</b>

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority

**Item No. 3** - To appoint M/s. Arpan Shah & Associates, Chartered Accountants (FRN.: 125049W, Peer Review Certificate No. 011646), Ahmedabad, as Statutory Auditor of the Company- **Ordinary Resolution**

Particulars	No. of members voted			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	10	6	16	1200000	36000	1236000	100.00
Assent	10	6	16	1200000	36000	1236000	100.00
Dissent	0	0	0	0	0	0	0.00
<b>Total</b>	<b>10</b>	<b>6</b>	<b>16</b>	<b>1200000</b>	<b>36000</b>	<b>1236000</b>	<b>100.00</b>

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority

**Item No. 4** - Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013- **Special Resolution**

Particulars	No. of members voted			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	10	6	16	1200000	36000	1236000	100.00
Assent	10	6	16	1200000	36000	1236000	100.00
Dissent	0	0	0	0	0	0	0.00
<b>Total</b>	<b>10</b>	<b>6</b>	<b>16</b>	<b>1200000</b>	<b>36000</b>	<b>1236000</b>	<b>100.00</b>

Thus, the Special Resolution as contained in Item No. 4 is passed with requisite majority

**Item No. 5** - To consider and approve increase in overall limit of Managerial Remuneration- **Special Resolution**

Particulars	No. of members voted			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	10	6	16	1200000	36000	1236000	100.00
Assent	10	6	16	1200000	36000	1236000	100.00
Dissent	0	0	0	0	0	0	0.00
<b>Total</b>	<b>10</b>	<b>6</b>	<b>16</b>	<b>1200000</b>	<b>36000</b>	<b>1236000</b>	<b>100.00</b>

Thus, the Special Resolution as contained in Item No. 5 is passed with requisite majority

**Item No. 6** - Approval of members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/Bodies Corporate u/s 186 of Companies Act, 2013- **Special Resolution**

Particulars	No. of members voted			No. of Votes contained in			Percentage
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	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	10	6	16	1200000	36000	1236000	100.00
Assent	10	6	16	1200000	36000	1236000	100.00
Dissent	0	0	0	0	0	0	0.00
Total	10	6	16	1200000	36000	1236000	100.00

Thus, the Special Resolution as contained in Item No. 6 is passed with requisite majority



YASH MEHTA & ASSOCIATES  
PRACTICING COMPANY SECRETARIES

*Yash H. Mehta*

YASH MEHTA  
ACS: 45267  
CP: 16535

Date : 26.09.2019  
Place : Ahmedabad

## Annexure – B

The screenshot shows the eVoting portal interface. At the top, there is a navigation menu with links for Home, About Us, Group Sites, Registration, Help, Contact Us, and Terms of Use. Below the menu, there is a sidebar with options like Manage Users, Allocate Functional Users, Voting Restrictions, and EVS. The main content area displays a message: "You will be redirected to a new page after 1800 seconds of inactivity. Welcome admin(SCRUTINIZERADMIN) Logout" and a "Report - Final Voting Download" section. A table with one row is visible, containing the following data:

ID	SECRET	DATE	USER	ROLE	ACTION
83221	15082027	2019.09.26 15:44:01	admin	Exec	Download



FOR, YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES

*Yash M. Mehta*

YASH MEHTA  
PROPRIETOR

ACS : 45267

COP : 16535

Date : 26.09.2019

Place : Ahmedabad

## Annexure – C

## ART NIRMAN LIMITED

## Summary of Results through E-voting

Sr No.	Particulars	Resolution 1		Resolution 2		Resolution 3	
		No. of EV	No. of Shares	No. of EV	No. of Shares	No. of EV	No. of Shares
A.	Total Evoting	6	36000	6	36000	6	36000
(i)	Less. Invalid voting due to RPT	0	0	0	0	0	0
B.	Net Valid E Voting :	6	36000	6	36000	6	36000
C.	Net Valid E voting exercised:	6	36000	6	36000	6	36000
(i)	Evoting Assent for Resolution	6	36000	6	36000	6	36000
	% of Assent	100.00	100.00	100.00	100.00	100.00	100.00
(ii)	Evoting dissent for Resolution	0	0	0	0	0	0
	% of Dissent	0.00	0.00	0.00	0.00	0.00	0.00
	Total	6	36000	6	36000	6	36000
	Percentage	100.00	100.00	100.00	100.00	100.00	100.00

Sr No.	Particulars	Resolution 4		Resolution 5		Resolution 6	
		No. of EV	No. of Shares	No. of EV	No. of Shares	No. of EV	No. of Shares
A.	Total Evoting	6	36000	6	36000	6	36000
(i)	Less. Invalid voting due to RPT	0	0	0	0	0	0



B.	Net Valid E Voting :	6	36000	6	36000	6	36000
C.	Net Valid E voting exercised:	6	36000	6	36000	6	36000
(i)	Evoting Assent for Resolution	6	36000	6	36000	6	36000
	% of Assent	100.00	100.00	100.00	100.00	100.00	100.00
(ii)	Evoting dissent for Resolution	0	0	0	0	0	0
	% of Dissent	0.00	0.00	0.00	0.00	0.00	0.00
	Total	6	36000	6	36000	6	36000
	Percentage	100.00	100.00	100.00	100.00	100.00	100.00

**Notes:** Resolution No. 1, 2 and 3 are Ordinary Resolution whereas

Resolution No. 4, 5 and 6 are Special Resolutions

In case of decimal amount, it is rounded off to the nearest one



FOR, YASH MEHTA & ASSOCIATES  
COMPANY SECRETARIES

*Yash M. Mehta*

YASH MEHTA  
PROPRIETOR

ACS : 45267

COP : 16535

Date : 26.09.2019

Place : Ahmedabad

## Annexure – D

## ART NIRMAN LIMITED

## Summary of Results through Ballot papers

Sr No.	Particulars	Resolution 1		Resolution 2		Resolution 3	
		No. of EV	No. of Shares	No. of EV	No. of Shares	No. of EV	No. of Shares
A.	Total Ballot Papers (BP) received (Physical)	10	1200000	10	1200000	10	1200000
(i)	Less. Invalid Ballot Papers	0	0	0	0	0	0
(ii)	Less: Invalid Ballot Papers due to related parties interested.	0	0	0	0	0	0
B.	<b>Net Valid Ballot Papers :</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>
C.	<b>Net Valid Ballot Papers exercised:</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>
(i)	Ballot Paper with Assent for Resolution	10	1200000	10	1200000	10	1200000
	<b>% of Assent</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>
(ii)	Ballot Papers dissent for Resolution	0	0	0	0	0	0
	<b>% of Dissent</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>
	<b>Percentage</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>

Sr No.	Particulars	Resolution 5		Resolution 6		Resolution 7	
		No. of EV	No. of Shares	No. of EV	No. of Shares	No. of EV	No. of Shares
A.	Total Ballot Papers (BP) received (Physical)	10	1200000	10	1200000	10	1200000
(i)	Less. Invalid Ballot Papers	0	0	0	0	0	0
(ii)	Less: Invalid Ballot Papers due to related parties interested.	0	0	0	0	0	0
B.	<b>Net Valid Ballot Papers :</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>	<b>10</b>	<b>1200000</b>

