

Date:29.06.2019

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 the Extra Ordinary General Meeting of the Members of the Art Nirman Ltd held on 28.06.2019 At 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat- 380060.

Ref: ISIN: INE738V01013 (Symbol: ARTNIRMAN)

Pursuant to regulation 44(3) of SEBI(LODR) Regulations 2015, we enclosing herewith the voting results of the Extra Ordinary General Meeting of the company held on 28.06.2019 At 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat- 380060.

Scrutinizer report is also attached herewith.

You are requested to kindly taken on a record the same.

Yours Faithfully

For, ART NIRMAN LTD

Y. J. Shah

Yesha Shah
Company Secretary





Report of Scrutinizer on Remote E-Voting Process and Vote by Poll

at

1st/2019-20

Extra-Ordinary 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) Rules, 2014]

To,

The Chairman
of the 1st/2019-20 Extra-Ordinary General Meeting
ART NIRMAN LIMITED
410, JBR Arcade, Science City Road,
Sola Ahmedabad,
Gujarat – 380 060 INDIA.

Sir,

Subject: Declaration of Consolidated Results of Remote E-voting and Voting through Ballot process in respect of resolution placed in the notice of 1st/2019-20 Extra-Ordinary General Meeting of members of the ART NIRMAN LIMITED held on 28th June, 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 voting through ballot process at the 1st/2019-20 Extra-Ordinary General Meeting (“EGM”) of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 30th May, 2019 of EGM of the Equity Shareholders of the Company, held on 28th day of June, 2019 at 11.00 a.m. at the Registered Office of the Company.



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 voting through ballot process on the resolution contained in the aforesaid notice to the EGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and 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 voting through ballot process.

Following resolution was carried out by the Company at the EGM;

- i. **Ordinary Resolution:** To appoint M/s. Arpan Shah & Associates, Chartered Accountant (FRN: 125049W), as a statutory auditor of the company to fill the casual vacancy occurred by resignation of M/s. Dhiren Shah & Co., Chartered Accountant (FRN: 114633W).

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 **31st May, 2019**, the Company completed dispatch of the Notice of the EGM:
 - A. by email to Members who had registered their email-ids with the Company on or before **06th June, 2019** and
 - B. by Courier to Members in form on or before **4th June, 2019**.
2. The Company has also placed the Notice of 1st/2019-20 EGM on the Web site of the Company (http://www.artnirman.com/Notice_of_EGM_30052019.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. **21.06.2019** were entitled to vote through remote E - voting and voting at the EGM through ballot process on the resolution as mentioned in the Notice of EGM of the Company.
4. In terms of the aforesaid Notice, remote e-voting was open for three days from **9.00 a.m. on Tuesday, 25th June, 2019 to 05.00 p.m. on Thursday, 27th June, 2019** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolution, on remote e-voting platform provided by Central Depository Services Limited (CDSL).



5. Further, at the venue of Extra-Ordinary General Meeting, the Company has provided the facility of voting at the meeting through 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 Extra-Ordinary General Meeting, I first counted the Vote cast at the meeting through ballot papers and thereafter unblocked the votes cast through remote e-voting on Friday, the 28th day of June, 2019 around 04:11 p.m. after the completion of voting at the Extra-Ordinary General Meeting, in the presence of two witnesses, namely, Mrs. Ritu Purohit and Mr. Parth Doshi, who are not in employment of the Company.
7. The consolidated results of remote e-voting and ballot papers voting in respect of resolution placed in the notice of 1st/2019-20 Extra-Ordinary General Meeting held on, 28th June, 2019 is annexed as "**Annexure - A**" herewith.
8. The Register, all other papers and relevant records relating to electronic voting and voting at the EGM through ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra-Ordinary 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 ballot papers at the EGM in respect of the above mentioned resolution 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 MEHTA
PROPRIETOR
ACS : 45267
COP : 16535**

**Date : 29.06.2019
Place : Ahmedabad**

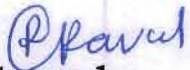
Declaration

We, the undersigned witness that;

1. The ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 4.11 p.m. on 28th June, 2019.

Place: Ahmedabad

Date: 29.06.2019



Witness 1

Mrs. Ritu Purohit
67, Chinubhai Tower,
Ashram Road,
Ahmedabad - 380009



Witness 2

Mr. Parth Doshi
19, Chinubhai Tower,
Ashram Road,
Ahmedabad - 380009

Countered by;

For, ART NIRMAN LIMITED

**MR. ASHOKKUMAR THAKKAR
CHAIRMAN**



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) Rules, 2014]

To,

The Chairman
of the 1st/2019-20 Extra-Ordinary General 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 1st/2019-20 Extra-Ordinary General Meeting of members of the ART NIRMAN LIMITED held on 28th June, 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, 2014 on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 30th May, 2019 of 1st/2019-20 Extra-Ordinary General Meeting of the Equity Shareholders of the Company, held on 28th day of June, 2019 at 11.00 a.m. at the Registered Office of the Company.

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 resolution contained in the aforesaid Notice to the Extra-Ordinary 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 appoint M/s. Arpan Shah & Associates, Chartered Accountant (FRN: 125049W), as a statutory auditor of the company to fill the casual vacancy occurred by resignation of M/s. Dhiren Shah & Co., Chartered Accountant (FRN: 114633W).

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 Central Depository Services (India) Limited (CDSL), as on 31st May, 2019, the Company completed dispatch of the Notice of the EGM:
 - A. by email to Members who had registered their email-ids with the Company on or before **06th June, 2019** and
 - B. by Courier to Members in form on or before **04th June, 2019**.
2. The Company has also placed the Notice of 1st/2019-20 EGM 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. 21.06.2019 were entitled to vote through remote e-voting on the resolutions as mentioned in the Notice of EGM of the Company.
4. In terms of the aforesaid Notice, remote E-voting was open for three days from **9.00 a.m. on Tuesday, 25th June, 2019 to 05.00 p.m. on Thursday, 27th June, 2019** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary Resolutions, 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 Friday, the 28th day of June, 2019 around 04:11 P.M. after the completion of voting at the Extra-Ordinary General Meeting, in the presence of two witnesses, namely, Mrs. Ritu Purohit 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 (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, **11** 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 agenda item 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 Extra-Ordinary General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

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



Yash M. Mehta

**YASH MEHTA
PROPRIETOR
ACS : 45267
COP : 16535**

**Date : 29.06.2019
Place : Ahmedabad**



Report of Scrutinizer on Vote by Poll at Extra-Ordinary 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 1st/2019-20 Extra-Ordinary General Meeting
ART NIRMAN LIMITED
410, JBR Arcade, Science City Road,
Sola Ahmedabad,
Gujarat - 380 060 INDIA.

Meeting : 1st/2019-20 Extra-Ordinary General Meeting of the Equity Shareholders
Date and Time: Friday, 28th June, 2019 at 11.00 a.m.
Venue : 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat - 380 060 INDIA.

Sir,

Subject: Declaration of Results of Voting through Ballot process in respect of resolution placed in the notice of 1st/2019-20 Extra-Ordinary General Meeting of members of the ART NIRMAN LIMITED held on 28th June, 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 1st/2019-20 Extra-Ordinary General Meeting of the Equity Shareholders of **ART NIRMAN LIMITED**, held on Friday, 28th June, 2019 at 11.00 a.m. at 410, JBR Arcade, Science City Road, Sola, Ahmedabad, Gujarat - 380 060 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 Voting through Ballot process on the resolution contained in the aforesaid Notice to the Extra-Ordinary General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to ensure and scrutinize the Voting through Ballot process in a fair and transparent manner.



- i. **Ordinary Resolution:** To appoint M/s. Arpan Shah & Associates, Chartered Accountant (FRN: 125049W), as a statutory auditor of the company to fill the casual vacancy occurred by resignation of M/s. Dhiren Shah & Co., Chartered Accountant (FRN: 114633W).

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 found 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 M Mehta

**YASH MEHTA
PROPRIETOR
ACS : 45267
COP : 16535**

**Date : 29.06.2019
Place : Ahmedabad**



Annexure - A

ART NIRMAN LIMITED

Detailed Consolidated Results of e-voting and Ballot Paper voting

Item No. 1 - To appoint M/s. Arpan Shah & Associates, Chartered Accountant (FRN: 125049W), as a statutory auditor of the company to fill the casual vacancy occurred by resignation of M/s. Dhiren Shah & Co., Chartered Accountant (FRN: 114633W) - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	8	11	19	17293995	1134000	18427995	100.00
Assent	8	11	19	17293995	1134000	18427995	100.00
Dissent	0	0	0	0	0	0	0.00
Total	8	11	19	17293995	1134000	18427995	100.00

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

FOR, YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES



Yash H. Mehta

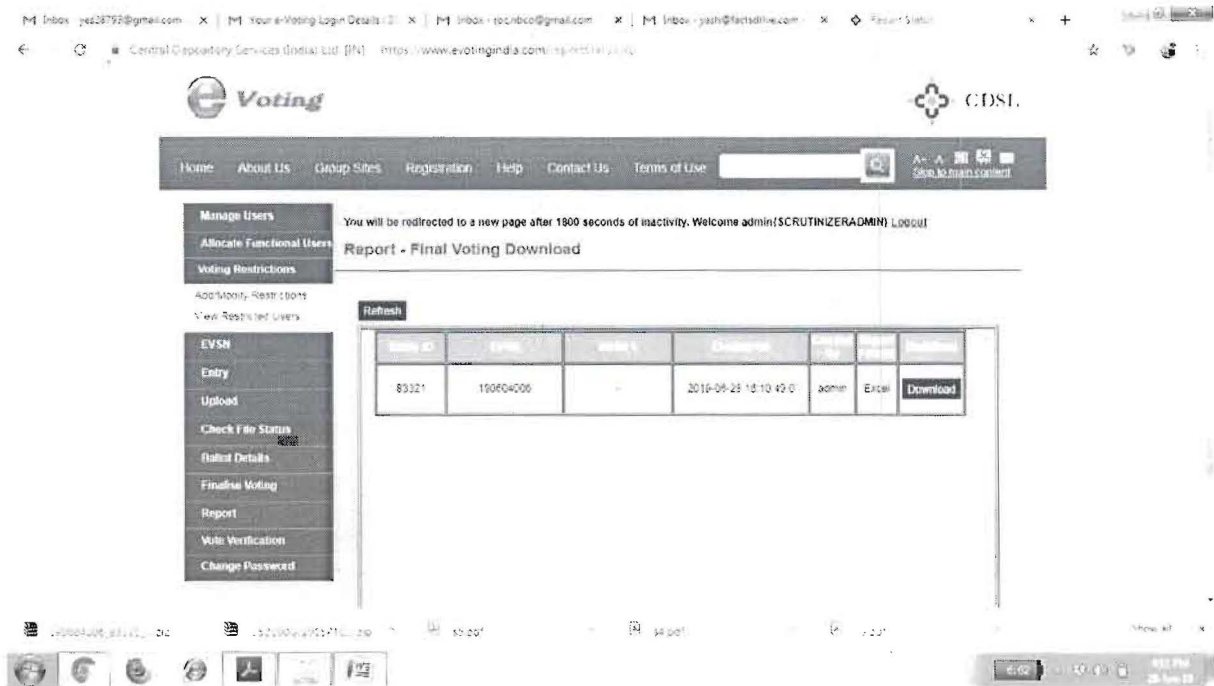
YASH MEHTA
PROPRIETOR
ACS : 45267
COP : 16535

Date : 29.06.2019
Place : Ahmedabad



Annexure – B

ART NIRMAN LIMITED



FOR, YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES



Yash H. Mehta
YASH MEHTA
PROPRIETOR
ACS : 45267
COP : 16535

Date : 29.06.2019
Place : Ahmedabad



Annexure- C

ART NIRMAN LIMITED

Summary of Results through E voting			
Sr. No.	Particulars	Resolution No. 1	
		No. of EV	No. of Shares
A	Total E voting	11	1134000
(i)	Less. Invalid voting due to RPT	0	0
B	Net Valid E Voting :	11	1134000
C	Net Valid E voting exercised:	11	1134000
(i)	E voting Assent for Resolution	11	1134000
	% of Assent	100	100
(ii)	E voting dissent for Resolution	0	0
	% of Dissent	0	0
	Total	11	1134000
	Percentage	100	100

Notes: Resolution No. 1 is Ordinary Resolution. 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 : 29.06.2019
Place : Ahmedabad



Annexure - D

ART NIRMAN LIMITED

Summary of Results through Ballot Papers			
Resolution No. 1			
Sr. No.	Particulars	No. of Ballot	No. of Shares
A	Total Voting	8	17293995
(i)	Less. Invalid voting due to RPT	0	0
B	Net Valid Voting :	8	17293995
C	Net Valid voting exercised:	8	17293995
(i)	Assent for Resolution	8	17293995
	% of Assent	100	100
(ii)	Dissent for Resolution	0	0
	% of Dissent	0	0
	Total	8	17293995
	Percentage	100	100

Notes: Resolution No. 1 is Ordinary Resolution. In case of decimal amount, it is rounded off to the nearest one.

FOR, YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES



Yash J. Mehta

YASH MEHTA
PROPRIETOR

ACS : 45267

COP : 16535

Date : 29.06.2019
Place : Ahmedabad