



## ARTSON ENGINEERING LIMITED

26<sup>th</sup> December 2022

Corporate Relationship Dept.,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400001,  
Maharashtra

Dear Sir/ Madam,

**Sub:** Notice of Postal Ballot.

**Ref:** Scrip Code: 522134.

Enclosed the notice of Postal Ballot along with Explanatory Statement and instructions for remote e-voting, pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for seeking the approval of Members of the Company.

The same is sent through electronic mode to the shareholders of the Company. The notice of postal ballot is also available on the Company's website at [www.artson.net](http://www.artson.net) and on the website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The remote e-Voting facility would be available during the following period:

|                                        |                                                                       |
|----------------------------------------|-----------------------------------------------------------------------|
| Cut-off Date                           | <b>On Friday, 23<sup>rd</sup> December 2022</b>                       |
| Commencement of e-Voting               | <b>On Tuesday, 27<sup>th</sup> December 2022 at 9:00 Hrs. (IST)</b>   |
| End of e-Voting                        | <b>On Wednesday, 25<sup>th</sup> January 2023 at 17:00 Hrs. (IST)</b> |
| Service provider for e-voting platform | <b>National Securities Depository Limited (NSDL)</b>                  |

This is for your information and record.

Thanking You

Yours Truly,  
For **Artson Engineering Limited**

Sd/-  
**Deepak Tibrewal**  
Company Secretary  
FCS 8925

Encl: As Above



## ARTSON ENGINEERING LIMITED

CIN: L27290MH1978PLC020644

(A Subsidiary of Tata Projects Limited)

**Reg. Off.:** 2<sup>nd</sup> Floor, One Boulevard, Lake Boulevard Road, Hiranandani Business Park, Powai, Mumbai - 76

**Phone:** +91 40 6601 8194; **Email:** investors@artson.net; **Website:** www.artson.net

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

|                          |                                                                       |
|--------------------------|-----------------------------------------------------------------------|
| Commencement of e-Voting | <b>On Tuesday, 27<sup>th</sup> December 2022 at 9:00 Hrs. (IST)</b>   |
| End of e-Voting          | <b>On Wednesday, 25<sup>th</sup> January 2023 at 17:00 Hrs. (IST)</b> |

**Dear Member(s),**

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos.14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021 and 3/2022 dated 5<sup>th</sup> May 2022, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot notice (notice) for your consideration and forms part of this notice.

In compliance with the aforesaid MCA Circulars, the Company is sending this notice in electronic form only to those members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would only take place through the remote e-Voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this notice. The notice is also available on the website of the Company [www.artson.net](http://www.artson.net).

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the notes forming part of the notice for casting of votes by remote e-Voting not later than 17:00 Hrs. (IST) on Wednesday, 25<sup>th</sup> January 2023. The remote e-Voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.



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After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report, will be announced by the Chairman or such person as authorised, on or before Friday, 27<sup>th</sup> January 2023. The same will be displayed on the website of the Company [www.artson.net](http://www.artson.net), the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to BSE Limited ('BSE'), where the Company's Equity Shares are listed and be made available on the BSE [www.bseindia.com](http://www.bseindia.com). The resolutions, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e., Wednesday, 25<sup>th</sup> January 2023.

### **SPECIAL BUSINESS:**

#### **1. Enhancement of borrowing powers - Section 180(1)(c)**

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

"RESOLVED THAT in supersession of the resolution passed at the 38<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September 2017, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ('Act'), other applicable provisions, if any, read with corresponding rules made thereunder as amended from time to time and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow from time to time as they may think fit, any sum or sums of money not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) including the money/ies already borrowed by the Company in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on any, or all, the Company's assets and or properties including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's Bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT any of the Directors and / or Key Managerial Personnel (KMPs) of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps, including but not limited to execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

#### **2. Creation of charge / security on the movable and / or immovable assets of the Company - Section 180(1)(a)**

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

"RESOLVED THAT in supersession of the resolution passed at the 38<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September 2017, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ('Act'), other applicable provisions, if any, read with corresponding rules made thereunder as amended from time to time and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such mortgages, charges and hypothecations as may be necessary in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, in such manner as the Board/ Committee of the Board may deem fit, in favour of Financial Institutions, Investment Institutions, Banks, Non-banking Finance Companies, Corporates, Other Bodies Corporate and / or their subsidiaries, other persons (hereinafter referred to as the 'Lender/s'), to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the



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Company for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) to the Lender/s under their respective Agreements/ Loan Agreements / entered / to be entered into by the Company in respect of the borrowings.

RESOLVED FURTHER THAT any of the Directors and / or Key Managerial Personnel (KMPs) of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps, including but not limited to execution of all such documents, instruments and writings as may be necessary to give effect to this resolution.”

### NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto and form part of this notice.
2. In compliance with the MCA Circulars, the Company is sending this notice only in electronic form to those members whose e-mail addresses are available with the Company / Depositories / the Depository Participants / the Company's Registrar and Share Transfer Agent (Link Intime India Private Limited) as on Friday, 23<sup>rd</sup> December 2022 ('Cut-Off Date'). The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 23<sup>rd</sup> December 2022.
3. Only those members whose names are appearing in the Register of members as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a member on the cut-off date should treat this notice for information purposes only.
4. It is, however, clarified that all members of the Company as on the cut-off date (including those members who may not have received this notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this notice.
5. The Company is pleased to provide remote e-Voting facility to its members to enable them to cast their votes electronically. A member shall only avail this facility as per the instructions provided in the herein.
6. The remote e-Voting shall commence on Tuesday, 27<sup>th</sup> December 2022 at 9:00 Hrs. (IST) and shall end on Wednesday, 25<sup>th</sup> January 2023 at 17:00 Hrs. (IST). During this period, members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
7. Once the vote on the resolutions is cast by the member, the members shall not be allowed to change it subsequently.
8. A copy of this postal ballot notice is also available on the website of the Company viz. [www.artson.net](http://www.artson.net), the relevant section of the website of BSE viz. [www.bseindia.com](http://www.bseindia.com) on which the Equity Shares of the Company are listed and on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The Board of Directors has appointed Mr. Vishram Panchpor (ICSI Membership No. A20057; CP No. 13027), Company Secretary in whole-time practice, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot on or before Friday, 27<sup>th</sup> January 2023. The Scrutinizer's decision on the validity of votes cast will be final.



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11. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.artson.net](http://www.artson.net) and on the website of NSDL [www.evoting.nsdl.com](http://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](http://www.bseindia.com). The resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of e-Voting i.e., Wednesday, 25<sup>th</sup> January 2023.
12. Resolutions passed by the Shareholders through postal ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
13. A shareholder cannot exercise his/her vote by proxy on postal ballot.
14. Members desirous of inspecting the documents referred to in the notice or statement may send their requests to [investors@artson.net](mailto:investors@artson.net) from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-Voting of this Postal Ballot.

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

### Step 1: Access to NSDL e-Voting system

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### A. Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e., your Sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> |



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| Type of shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | <p>4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speed” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my Easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.





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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

| Login type                                                         | Helpdesk details                                                                                                                                                                                                            |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.         |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |

### **B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **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/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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<br>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<br>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<br>For example, if folio number is 001*** and EVEN is 123146 then user ID is 123146001*** |

5. Password details for shareholders other than Individual shareholders 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.



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- 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](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
  - 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.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Company (123146) for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. 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 "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.





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### 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 [vnp.scrutinizer@gmail.com](mailto:vnp.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 and 1800-224-430 or send a request to Ms. Sarita Mote, Assistant Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### 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](mailto:investors@artson.net)
2. 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](mailto:investors@artson.net). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e., Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/ Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### Registered Office

2<sup>nd</sup> Floor, One Boulevard, Lake Boulevard Road,  
Hiranandani Business Park, Powai,  
Mumbai - 400076, Maharashtra  
CIN: L27290MH1978PLC020644; Website: [www.artson.net](http://www.artson.net)  
Tel: +91 40 6601 8194; Email: [investors@artson.net](mailto:investors@artson.net)

Date: 26<sup>th</sup> December 2022  
Place: Hyderabad

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

**Deepak Tibrewal**  
Company Secretary  
FCS 8925



# ARTSON ENGINEERING LIMITED

## EXPLANATORY STATEMENT

[Pursuant to Section 102 and 1110 of the Companies Act, 2013 (the Act)]

The following statement sets out all the material facts relating to the resolution to be passed as mentioned in the accompanying notice:

### **Item No.1 & 2: Enhancement of borrowing powers and Creation of charge / security on the movable and / or immovable assets of the Company**

The provisions of Section 180(1)(c) of the Companies Act, 2013, requires that the Board of Directors shall not borrow money in excess of the limits prescribed therein, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a Special Resolution.

The present borrowing limits of the Company as approved by the shareholder is up to Rs. 125 Crore, which was approved at the AGM of the members of the Company held on 21<sup>st</sup> September 2017.

The Company is embarking on a growth path, bidding for various projects and exploring potential associate opportunities at Nashik and Nagpur. The Company's current borrowing limits are exhausted and not enough to cater to the increased requirement of both funded and non-funded borrowings. Envisaging this future requirement of funds, the Board of Directors approved the proposal to increase the borrowing powers up Rs. 250 (Rupees Two Hundred and Fifty Crores Only) subject to the approval of the members of the Company.

Further, the proposed borrowings not exceeding Rs. 250 (Rupees Two Hundred and Fifty Crores Only) may also, if necessary, be secured by way of creation of charge/ mortgage/ hypothecation on the assets of the Company, whether movable or immovable, in favour of Financial Institutions, Investment Institutions and their subsidiaries, Banks, Non-Banking Finance Companies, Corporates, Other Bodies Corporate, other persons. Pursuant to the provisions of Section 180 (1) (a) of the Act, the Board of Directors of a Company cannot, except with the consent of the members by a Special Resolution, create charge/ mortgage/ hypothecation on the assets of the Company in order to secure the borrowings in favour of any bank/financial institutions/ Non-banking financial companies/ any other persons.

Accordingly, the Board of Directors recommends the enabling resolutions at Item No. 1 & 2 of the Postal Ballot notice for approval of the members by way of Special Resolution. Upon approval of the above, the proposal for additional borrowings, if any will be placed before the Board as per section 179 of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

### **Registered Office**

2<sup>nd</sup> Floor, One Boulevard, Lake Boulevard Road,  
Hiranandani Business Park, Powai,  
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