ARCOTECH LTD.

Regd. Office/Works : 181, Sector-3, Industrial Growth Centre
Bawal-123501, Distt. Rewari, Haryana, Ph.: 01284-264160 / 61, Fax: 01284-264022
CIN : L34300HR1981PLC012151

29thMarch, 2019

Bombay Stock Exchange Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001 **Fax No.**022 2272 3121 **Scrip ID: ARCOTECH, Scrip Code: 532914**	**National Stock Exchange of India Limited** Exchange Plaza, BandraKurla Complex. Bandra(E), Mumbai-400051 **Fax No.** - 022-26598237/38 **Symbol: ARCOTECH, Series: EQ**

Dear Sir/Madam,

Sub:Outcome of Extraordinary General Meeting(EGM) held on Friday, 29thMarch, 2019

This is to inform you that the shareholders of the Company at the Extraordinary General Meeting held on today, i.e., 29.03.2019, commenced at 11:00 A.M. and concluded at 11:55 A.M. has considered and approved the following:

1. Re-classification and consequent Increase in the Authorized Capital from Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each to Rs. 56,00,00,000/-(Rupees Fifty Six Crores) divided into 10,50,00,000 (Ten Crores Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each and 35,00,000 (Thirty Five Lakhs) Non- Convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each.
2. Alteration of Capital Clause contained in the Memorandum of Association due to Re-classification and consequent Increase in the Authorized Share Capital to Rs. 56,00,00,000/- (Rupees Fifty Six Crores) as detailed above.
3. Issue and allotment of 3500000 Non- Convertible Non- Cumulative Redeemable Preference Shares ("NCNCRPS") carrying 1% Dividend on a private placement basis to the Promoters/ Promoter Group of the Company, for an amount not exceeding Rs. 35 crores (Rupees Thirty Five Crores Only) to M/s. Sidhant Distributors Pvt. Ltd., the Promoter/existing shareholder, in lieu of conversion of outstanding loan from them in accordance with all applicable laws, rules, regulations, consents, approvals (as required) as applicable thereto.

This is for your kind reference and record.

For **ARCOTECH LIMITED**

KRISHAN KUMAR MISHRA
COMPANY SECRETARY& COMPLIANCE OFFICER

ARCOTECH LTD - EGM Attended and Voting Summary

Format for Voting Result

Date of the EGM	March 29,2019
Total Number of Shareholders on record date	33124
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	17
Public	26
Total	43
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 SPECIAL BUSINESS	Re-classification and consequent Increase in the Authorized Capital Special
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	**E-Voting**	67755350	67188341	99.16320	67188341	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		67188341	99.16320	67188341	0	100.00000	
Public - Institutional holders	**E-Voting**	189725	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	**E-Vote**	37054925	11677	0.03150	9588	2089	82.11010	17.88990
	Poll		6918	0.01870	6918	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		18595	0.05020	16506	2089	88.76580	11.23420
Total		**105000000**	**67206936**	**64.00661**	**67204847**	**2089**	**99.99689**	**0.00311**

2 SPECIAL BUSINESS	Alteration of Capital Clause contained in the Memorandum of Association due to Re-classification and consequent Increase in the Authorized Share Capital
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	**E-Voting**	67755350	67188341	99.16320	67188341	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		67188341	99.16320	67188341	0	100.00000	
Public - Institutional holders	**E-Voting**	189725	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	**E-Vote**	37054925	11677	0.03150	9588	2089	82.11010	17.88990
	Poll		6918	0.01870	6918	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		18595	0.05020	16506	2089	88.76580	11.23420
Total		**105000000**	**67206936**	**64.00661**	**67204847**	**2089**	**99.99689**	**0.00311**

3 SPECIAL BUSINESS	Issue And Allot Preference Shares on Preferential Basis
Whether promoter/promoter group are interested in the agenda/resolution ?	0

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	**E-Voting**	67755350	67188341	99.16320	67188341	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		67188341	99.16320	67188341	0	100.00000	
Public - Institutional holders	**E-Voting**	189725	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	**E-Vote**	37054925	11677	0.03150	9138	2539	78.25640	21.74360
	Poll		6918	0.01870	6918	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		18595	0.05020	16056	2539	86.34580	13.65420
Total		**105000000**	**67206936**	**64.00661**	**67204397**	**2539**	**99.99622**	**0.00378**

ARCOTECH LTD. BAWAL HARYANA

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FORM NO. MGT-13

COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND ON POLL

[Pursuant to the Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014

To
The Chairman
Arcotech Limited
181, Sector-3, Industrial Growth Centre, Bawal
Distt. Rewari, Haryana - 123501

Sub: Report on E-Voting carried out during 26th March, 2019 (9:00 am) to 28th March, 2019 (5:00 pm), and Poll conducted at the Extraordinary General Meeting of Arcotech Limited held on March 29, 2019 at 11:00 A.M.

Dear Sir,

We, M/s. Saurabh Agrawal & Co., New Delhi, in the capacity of the Scrutinizer, furnish the consolidated report as under:

1. The Company engaged the services of Central depository Services (India) Limited (CDSL) to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its shareholders for the period commencing from 26th March, 2019 (9:00 a.m.) to 28th March, 2019 (5:00 p.m.). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 22nd March, 2019 (i.e. cut-off date) were allowed to participate and vote electronically during the aforesaid period of e-voting. On 29th Day of March, 2019 at 14:49 p.m., the votes cast through e-voting facility were duly unblocked by us in the capacity of the Scrutinizer in the presence of Ms. Deepti Aggarwal and Ms. Pooja Jain who were present as witnesses.

2. At the Extraordinary General Meeting of the Company held on Friday, the 29th day of March, 2019, at 11:00 A.M. at 181, Sector-3, Industrial Growth Centre, Bawal, Distt Rewari, Haryana-123501, a poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.

3. Further, 01 (One) empty ballot (polling) box was locked and sealed by us in the presence of the members and the proxies. Subsequent to the completion of polling process, the ballot (polling) box was unlocked by us in the presence of Mrs. Deepti Aggarwal and Ms. Pooja Jain and the poll papers were diligently scrutinized by us. 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.

4. The result of the Poll and E voting are as under:

Item No. 1 – Special Resolution: Passed

Reclassification and consequent increase in Authorized Share Capital from Rs. 350,000,000/- divided into 175,000,000 equity shares of Rs. 2/- each to Rs. 560,000,000/- divided into 105,000,000 equity shares of Rs. 2 each and 3,500,000 non convertible, non cumulative redeemable preference shares of face value of Rs. 100/- each.

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

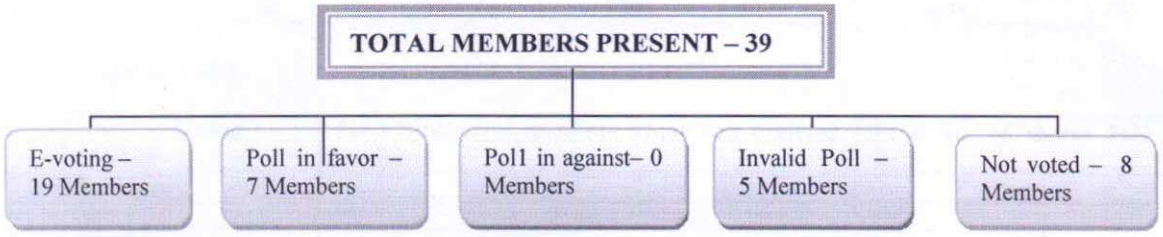
Valid Votes

Voting Method	Votes in favor of the Resolution			Votes against the Resolution		
	Members Voted	No. of shares	%	Members Voted	No. of shares	%
E-Voting	32	67197929	100%	4	2089	0%
Poll	7	6918	100%	-	-	-
Total	39	67204847	100%	4	2089	0%

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	5	3102
Total	5	3102

- ***Total 39 members were present in the meeting out of which 19 members casted their votes through electronic means, hence not considered in polling, and 8 members were present in the meeting but neither casted their vote through electronic means nor through poll, further 5 members cast their vote through poll paper but declared invalid on account of signature mismatch.***



Item No. 2 – Special Resolution: Passed

Alteration of the Capital Clause contained in the Memorandum of Association due to reclassification and consequent Increase in the Authorized Share Capital.

Valid Votes

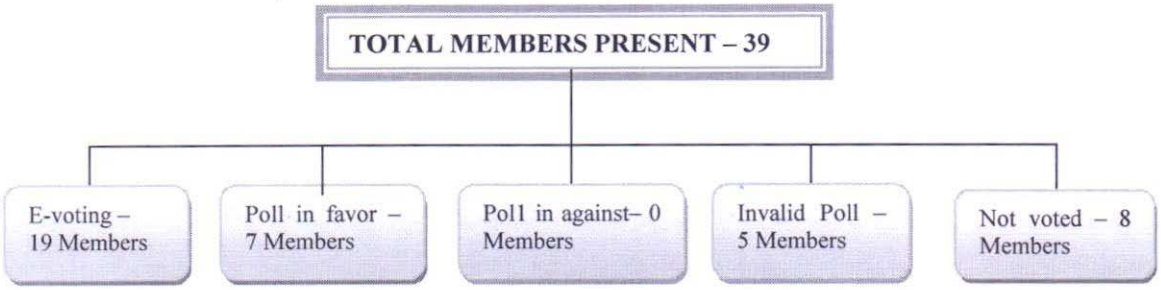
Voting - Method	Votes in favor of the Resolution			Votes against the Resolution		
	Members Voted	No. of shares	%	Members Voted	No. of shares	%
E-Voting	32	67197929	100%	4	2089	0%
Poll	7	6918	100%	-	-	-
Total	39	67204847	100%	4	2089	0%

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	5	3102
Total	5	3102

- ***Total 39 members were present in the meeting out of which 19 members casted their votes through electronic means, hence not considered in polling, and 8 members were present in the meeting but neither casted their vote through electronic means nor through poll, further 5 members cast their vote through poll paper but declared invalid on account of signature mismatch.***





Item No. 3 – Special Resolution: Passed

Issue and Allot 3,500,000 Non Convertible, Non Cumulative Preference Shares and Redeemable within 10 years from the carry 1% dividend on such shares Preference Shares of face value of Rs. 100/- each.

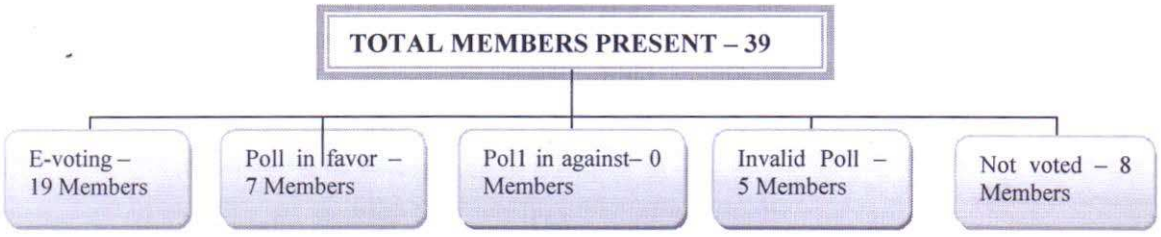
Valid Votes

Voting Method	Votes in favor of the Resolution			Votes against the Resolution		
	Members Voted	No. of shares	%	Members Voted	No. of shares	%
E-Voting	31	67197479	100%	5	2539	0
Poll	7	6918	100%	-	-	-
Total	38	67204397	100%	5	2539	0%

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	5	3102
Total	5	3102

- ***Total 39 members were present in the meeting out of which 19 members casted their votes through electronic means, hence not considered in polling, and 8 members were present in the meeting but neither casted their vote through electronic means nor through poll, further 5 members cast their vote through poll paper but declared invalid on account of signature mismatch.***



5. The relevant records relating to e-voting and voting conducted by poll process at the Extraordinary General Meeting is handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours faithfully

Place: New Delhi
Date: 29/03/2018.

Saurabh Agrawal
Saurabh Agrawal & Co.
Scrutinizer
Practicing Company Secretary
C.P No. 4868