ARCOTECH LTD.

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CIN : L34300HR1981PLC012151

September 30, 2015

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

Sub: Proceeding of Postal Ballot under clause 35B of the Listing Agreement

Dear Sir

We are pleased to inform you that shareholders of the company have approved the following resolution as special resolutions through Postal Ballot:

1. Approval to Issue of Securities through QIP not exceeding Rs. 300.00 crores.
2. Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.
3. Authority to borrow Rs. 2000/- crores (Rupees Two Thousand Crores only) over and above the aggregate of the paid up capital and free reserves of the Company,

The notice was being sent to all the Members, whose names appeared on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (CDSL) on August 14, 2015.

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company has offered e-voting facility to all Members of the Company to send their assent or dissent in respect of the resolutions through postal ballot/e-voting contained in Notice dated August 14, 2015. The e-voting were open from 29th August, 2015 (9.00am) to 27th September, 2015 (5.00 pm)

Further, Mr. Saurabh Agrawal c/o M/s. Saurabh Agrawal & Co., Company Secretaries, 403, Nirmal Tower, 26, Barakhamba Road, Connaught place New Delhi-110001, was appointed as the Scrutinizer to scrutinize the Postal Ballot through e-voting and physical ballot forms, in a fair and transparent manner and to submit the combined report on the same.

Resolutions passed by the members through Postal Ballot shall be deemed to be passed effectively at a general meeting of the members. Last date of receiving Postal Ballot Form with scrutinizer was not later then close of working hours on September 27, 2015.

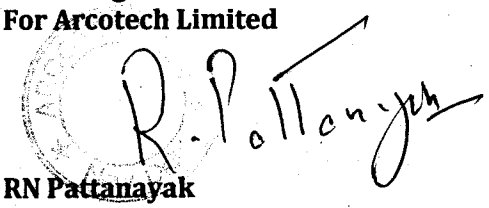
Thereafter, the scrutinizer counted the votes given on physical postal ballot form and the votes cast against e-voting in the presence of Ms. Bhawna Kharakwal and Ms. Deepti Aggarwal. Thereafter,

scrutinizer submitted the combined report separately indicating the vote cast through E-voting and physical Postal ballot form, and handed over the report to Chairman of the company.

On the basis of Scrutinizer's report for E-voting and physical postal ballot form, all the resolutions as set out in the Item 1 to 3 of the notice have been duly passed. **Scrutinizer's report is also enclosed herewith.**

The Chairman stated that the Scrutinizer's report would be intimated to NSE and BSE and shall be uploaded on the Company's website www.arcotech.in as well as on the website of CDSL www.cdslindia.com .

Thanking You
For Arcotech Limited



RN Pattanayak
Whole Time Director
Encl: a/a

Saurabh Agrawal & Co
Company Secretaries
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COMBINED SCRUTINIZER'S REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Arcotech Limited
181, Sector-3,
Bawal Growth Centre,
Haryana - 123501

Subject: - Scrutinizer Report on Passing of Resolution contained in the Notice dated 8th August, 2015 through Postal Ballot/E-voting.

Dear Sir,

We, M/s. Saurabh Agrawal & Co., New Delhi, have been appointed as a Scrutinizer by the Board of Directors of Arcotech Limited for scrutinizing postal ballot voting including by electronic means in respect of the passing of the resolutions contained in the Notice dated August 08th, 2015 through Postal Ballot.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the Listing Agreement with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. Our responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the notice dated 08th August, 2015 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 05:00 P.M. on September 27, 2015.

We submit our report as under:

1. The dispatch of the Postal Ballot Forms to the members of the Company, whose name appeared on the Register of Members/List of Beneficial Owners as on 14th August, 2015 was completed on 27th August, 2015.

2. As per the requirements of Companies Act, 2013 the particulars of all the Postal Ballot Form received (through physical and electronic mode) from the members have been registered in a register maintained separately for the purpose.
3. After the time fixed for closing of the e-voting i.e. 5:00 P.M. on September 27th, 2015 a final electronic report of the e-voting was generated by me by accessing the data available to me from the website https://evotingindia.com of Central Depository Services (India) Limited (CDSL), the Authorized Agency to provide e-voting facility.
4. The Company has also published the information relating to e-voting in two newspapers namely Jansatta and the financial express dated 28th August, 2015.
5. All the Postal Ballot Forms including E-voting received up to the close of working hours i.e. 5:00 P.M. on September 27th, 2015, the last day and time fixed by the Company for the receipt of the ballot forms, were scrutinized by me with respect to their validity and has been recorded.
6. No Postal Ballot Form including E-voting received after the close of working hour, i.e. 5:00 P.M. on September 27th, 2015, the last day and time fixed by the Company has been considered by me.
7. None of the incomplete, unsigned or incorrect Postal Ballot Form has been considered.
8. There were 24 poll papers covering 480 equity shares which were otherwise found defective have been treated as invalid and kept separately.
9. On scrutiny, I report that out of 6176 shareholders, 22 shareholders have exercised their vote through e-voting and 37 shareholders have exercised their votes through Postal Ballot Forms, as received. The summary of the votes cast and Postal Ballot Forms received is as given below:

a) **Special Resolution:** Passed
b) **Resolution No.1**: Approval to issue of securities through QIP not exceeding Rs. 300 (Three Hundred) Crores.

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	22	15744777	100	-	-	-
Poll	13	1300	100	-	-	-
Total	35	15746077	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	24	480
Total	24	480

SAURABH AGRAWAL COMPANY SECRETARIES NEW DELHI

a) **Special Resolution** : Passed

b) **Resolution No. 2**: Providing security u/s 180 (1) (a) of the Companies Act, 2013 in connection with the borrowing of the Company not exceeding Rs. 2000 (Two Thousand) Crores.

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	22	15744777	100	-	-	-
Poll	12	1280	100	-	-	-
Total	34	15746057	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	24	480
Total	24	480

a) **Special Resolution**: Passed

b) **Resolution No. 3:** Authority to borrow Rs. 2000/- (Two Thousand) Crore over and above the aggregate of the paid up capital and free reserves of the company.

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	22	15744777	100	-	-	-
Poll	12	1280	100	-	-	-
Total	34	15746057	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	24	480
Total	24	480

Saurabh Agrawal & Co.
Company Secretaries

11. In terms of the requirements of the Companies Act, 2013 the Postal Ballot Forms and other related papers/registers and records will be handed over to the Company for safe custody of the same.

Thanking You,

Yours faithfully

Place: New Delhi
Date: 30.09.2015

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