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 Annual General Meeting under clause 31(d) of the Listing Agreement

Dear Sir

We are pleased to inform you that 34th Annual General Meeting of the Arcotech Limited has been duly convened on Monday, 28th day of September, 2015 at its registered office situated at 181, Sector-3, Industrial Growth Centre, Bawal, District-Rewari, Haryana-123501. All the Directors of the Company were present except Mr. Maninder Kohli and Ms. Sonia Dube. The statutory registers were available for inspection by members during the meeting.

Shri Arvind Kumar Saraf, Chairman of the Company took the chair and welcomed the members and directors to the 34th Annual General Meeting of the Company.

Total 30 members were personally present in the meeting.

The Chairman declared the meeting as validly convened on the basis of advice from Mr. Saurabh Agrawal, the scrutinizer that the requirement of the quorum as per the Companies Act, 2013 was fulfilled.

Thereafter, the Chairman delivered a brief welcome note inclusive of Company's achievements & future plans and also informed that turnover of the company has gone up from Rs. 702.45 Crores to Rs. 736.45 Crores.

On behalf of the Board of Directors, Shri Arvind Kumar Saraf, Chairman placed on record his gratitude to all members for their confidence and faith in the Company. He also thanked to the Customers, Vendors, Bankers and Employees for their dedicated service and continued co-operation & support.

The Chairman apprised that the company has provided e-voting facility from 25th September, 2015 (9.00am) to 27th September, 2015 (5.00 pm) to all the members holding shares either in physical form or in dematerialized form as on cut-off date (record date) of **21st September, 2015** in terms of provisions of Section-108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 to encourage more members to vote.

He informed that 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 e-voting process and polling process in a fair and transparent manner and to submit the combined report on the same. He was also present in the meeting.

The Chairman took up the formal proceedings of the meeting and Notice convening the 34th Annual General Meeting together with Financial Statement, Director's Report and Auditor's report were taken as read with the unanimous consent of the members present. Thereafter, he ordered the poll on all the resolutions of ordinary and special business as set out in items 1 to 8 of the notice of 34th Annual General Meeting.

The Chairman requested all the members and proxies present to participate in the poll and cast their votes.

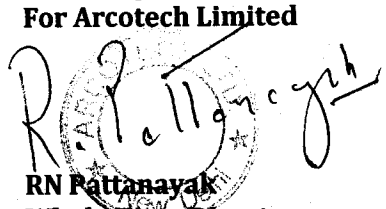
Thereafter, poll process was initiated and after completion of poll process; ballot box was locked and sealed and handed over to scrutinizer in the presence of the members and the proxies. The Scrutinizer also informed that those members who have voted through E-voting facility will not be allowed to vote through Poll. The scrutinizer counted the votes given on poll and thereafter he announced that the Scrutinizers Report would be submitted within 3 days of AGM. In the presence of Ms. Bhawna Kharakwal and Ms. Deepti Aggarwal the votes cast against e-voting were unblocked and counted. Accordingly he submitted the combined report separately indicating the vote cast through E-voting and Poll and handed over the report to Chairman on 30thSeptember, 2015.

On the basis of Scrutinizer's report for E-voting and Poll conducted in the meeting, all the resolutions as set out in the Item 1 to 8 of the notice have been duly passed with requisite majority. **Combined 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 the members for their participation and support, the Chairman announced the formal closure of the 34th Annual General Meeting of the Company.

Thanking You
For Arcotech Limited



RN Pattanayak
Whole Time Director
Encl: a/a

Saurabh Agrawal & Co.
Company Secretaries
403, Nirmal Tower, 26, Barakhamba Road,
Connaught Place, New Delhi-110001
Tel.: +91-11-23752129, 23314246
Cell: 9811365004
E-mail: saurabhfcs@gmail.com

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 25th September, 2015 (9:00 am) to 27th September, 2015 (5:00 pm) and Poll conducted at the 34th Annual General Meeting of Arcotech Limited held on September 28, 2015 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 on 25th September, 2015 (9:00 am) to 27th September, 2015 (5:00 pm). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 21st September, 2015 (i.e. cut-off date) were allowed to participate and vote electronically during the aforesaid period of e-voting. On 29th Day of September, 2015, the votes cast through e-voting facility were duly unblocked by us in the capacity of the Scrutinizer in the presence of Mrs. Deepti Aggarwal and Ms. Bhawna Kharakwal who were present as witnesses.

2. At the 34th Annual General Meeting of the Company held on Monday, the 28th day of September, 2015, 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 were 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 were unlocked by us in the presence of Mrs. Deepti Aggarwal and Mr. Rajat Mittal 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. All the resolutions were passed with requisite majority. We are enclosing the details containing inter alia, list of equity shareholders, who cast their votes through e-voting and by poll on each of the resolutions:

   a) **Ordinary Resolution**: Passed

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b) **Resolution No. 1:** Adoption of Audited Statement of Profit and Loss, Cash flow statement of the Company for the year ended 31st March, 2015 and the Balance Sheet as at 31st March, 2015 and the Report of the Directors and Auditors thereon.

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	15744778	100	-	-	-
Poll	17	1826966	100	-	-	-
Total	39	17571744	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

a) **Ordinary Resolution:** Passed

b) **Resolution No. 2:** Declaration of dividend of Re. 1/- per share on equity shares at the face value of Rs. 10 each for the financial year ended 31st March, 2015.

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	15744778	100	-	-	-
Poll	17	1826966	100	-	-	-
Total	39	17571744	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

a) **Ordinary Resolution:** Passed

b) **Resolution No. 3:** Re appointment of Shri R N Pattanayak, who retires by rotation,

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	15744778	100	-	-	-
Poll	16*	1826866	100	-	-	-
Total	38	17571644	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

*In terms of section 188 of the Companies Act, no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, accordingly votes of two members have been excluded in the above calculation as they had erroneously voted through E-voting process.

a) **Ordinary Resolution:** Passed
b) **Resolution No. 4:** Re appointment of M/s Shwetank Joshi & Co., Chartered Accountants, New Delhi as statutory auditor 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	15744778	100	-	-	-
Poll	17	1826966	100	-	-	-
Total	39	17571744	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

a) **Ordinary Resolution:** Passed
b) **Resolution No. 5:** Appointment of Shri S.L. Mohan as an Independent Director, who was appointed as an additional director.

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	15744778	100	-	-	-
Poll	17	1826966	100	-	-	-
Total	39	17571744	100	-	-	-

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

a) **Ordinary Resolution:** Passed
b) **Resolution No. 6:** Appointment of Shri Rishabh Saraf as Non-Executive Director, liable to retire by rotation, who was appointed as an additional director.

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	20*	13552543	100	-	-	-
Poll	17	1826966	100	-	-	-
Total	37	15379509	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

*In terms of section 188 of the Companies Act, no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, accordingly votes of two members have been excluded in the above calculation as they had erroneously voted through E-voting process.

a) **Special Resolution:** Passed
b) **Resolution No. 7:** Payment of remuneration to Shri Radha Nath Pattanayak as Whole Time Director 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	15744778	100	-	-	-
Poll	16*	1826866	100	-	-	-
Total	38	17571644	100	-	-	-

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

*In terms of section 188 of the Companies Act, no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, accordingly votes of two members have been excluded in the above calculation as they had erroneously voted through E-voting process.

a) **Ordinary Resolution:** Passed
b) **Resolution No. 8:** Payment of remuneration to the cost auditor appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

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	15744778	100	-	-	-
Poll	17	1826966	100	-	-	-
Total	39	17571744	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	1	1446
Total	1	1446

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

Thanking You,

Yours faithfully

Place: New Delhi
Date: 30.09.2015

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