ARCOTECH LTD.

F-701A, Lado Sarai, New Delhi-110030 Ph.: +91-11-29523251 Fax : +91-11-29523020
E-mail : contact@arcotech.in, Website : www.arcotech.in
CIN : L34300HR1981PLC012151

30th September, 2016

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: Details of Voting Results of the 35th of Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 details of the Voting Results of the 35th of Annual General Meeting (AGM) of the Company held on Wednesday, 28th September, 2016 at 181, sector-3, Industrial Growth Centre, Bawal, Dist. Rewari, Haryana-123501, are enclosed in the prescribed format. All five (5) resolutions as set out in the notice convening AGM were approved by the members of the Company with requisite majority.

Further we are also enclosing the consolidated Scrutinizer's Report issued by Mr. Saurabh Agrawal, practicing Company Secretary appointed as Scrutinizer for the purpose of scrutinizing e- voting conducted from September 25, 2016 to 27 September, 2016 and voting through ballot paper at the venue of the AGM, respectively.

The above are also uploaded on Company's website.

Please take note on the above and acknowledge the receipt.

Thanking You,

Yours Truly
For **Arcotech Limited**

ARCOTECH LIMITED NEW DELHI

Krishan Kumar Mishra
Company secretary

Encl: a/a

ARCOTECH LTD - 35TH AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 28,2016
Total Number of Shareholders on record date	6817
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	13
Public	25
Total	38
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 Ordinary Business	ADOPTION OF ACCOUNTS
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	15744765	15744765	100.00000	15744765	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		15744765	100.00000	15744765	0	100.00000	
Public - Institutional holders	E-Voting	2091310	14460	0.69140	14460	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14460	0.69140	14460	0	100.00000	
Public - Non Institution	E-Vote	3163925	358611	11.33440	358611	0	100.00000	
	Poll		236278	7.46790	236278	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		594889	18.80220	594889	0	100.00000	
Total		21000000	16354114	77.87673	16354114	0	100.00000	0.00000

2 Ordinary Business	DECLARATION OF DIVIDEND ON EQUITY SHARES
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	15744765	15744765	100.00000	15744765	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		15744765	100.00000	15744765	0	100.00000	
Public - Institutional holders	E-Voting	2091310	14460	0.69140	14460	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14460	0.69140	14460	0	100.00000	
Public - Non Institution	E-Vote	3163925	358611	11.33440	358611	0	100.00000	
	Poll		236278	7.46790	236278	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		594889	18.80220	594889	0	100.00000	
Total		21000000	16354114	77.87673	16354114	0	100.00000	0.00000

3 Ordinary Business	APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI MANINDER KOHLI WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT
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	15744765	15744765	100.00000	15744765	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		15744765	100.00000	15744765	0	100.00000	
Public - Institutional holders	E-Voting	2091310	14460	0.69140	14460	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

	Total		14460	0.69140	14460	0	100.00000	
Public - Non Institution	E-Vote	3163925	358611	11.33440	358611	0	100.00000	
	Poll		236278	7.46790	236278	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		594889	18.80220	594889	0	100.00000	
Total		**21000000**	**16354114**	**77.87673**	**16354114**	**0**	**100.00000**	**0.00000**

4 Ordinary Business	APPOINTMENT OF M/S AMIT JOSHI AND ASSOCIATES CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS IN PLACE OF RETIRING AUDITORS M/S SHWETANK JOSHI AND CO.
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	15744765	15744765	100.00000	15744765	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		15744765	100.00000	15744765	0	100.00000	
Public - Institutional holders	E-Voting	2091310	14460	0.69140	14460	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14460	0.69140	14460	0	100.00000	
Public - Non Institution	E-Vote	3163925	358611	11.33440	358611	0	100.00000	
	Poll		236278	7.46790	236278	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		594889	18.80220	594889	0	100.00000	
Total		**21000000**	**16354114**	**77.87673**	**16354114**	**0**	**100.00000**	**0.00000**

5 Ordinary Business	FIXATION OF REMUNERATION OF COST AUDITOR.
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	15744765	15744765	100.00000	15744765	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		15744765	100.00000	15744765	0	100.00000	
Public - Institutional holders	E-Voting	2091310	14460	0.69140	14460	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14460	0.69140	14460	0	100.00000	
Public - Non Institution	E-Vote	3163925	358611	11.33440	358611	0	100.00000	
	Poll		236278	7.46790	236278	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		594889	18.80220	594889	0	100.00000	
Total		**21000000**	**16354114**	**77.87673**	**16354114**	**0**	**100.00000**	**0.00000**

For ARCOTECH LTD.

Company Secretary

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

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 25th September, 2016 (9:00 am) to 27th September, 2016 (5:00 pm) and Poll conducted at the 35th Annual General Meeting of Arcotech Limited held on September 28, 2016 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, 2016 (9:00 am) to 27th September, 2016 (5:00 pm). The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 21st September, 2016 (i.e. cut-off date) were allowed to participate and vote electronically during the aforesaid period of e-voting. On 28th Day of September, 2016, the votes cast through e-voting facility were duly unblocked by us in the capacity of the Scrutinizer in the presence of Ms. Bhawna Kharakwal and Mr. Kashish Kwatra who were present as witnesses.

2. At the 35th Annual General Meeting of the Company held on Wednesday, the 28th day of September, 2016, 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. Kashish Kwatra 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.

ARCOTECH LIMITED NEW DELHI

M/S SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

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

b) **Resolution No. 1:** Adoption of Financial Statement of the Company for the year ended 31st March, 2016 including audited balance sheet and statement of profit and loss for the year ended on 31st March, 2016 and the Report of the Board of 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	34	16117836	100	-	-	-
Poll	07*	236278	100	-	-	-
Total	41	16354114	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	2	1305
Total	2	1305

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

a) **Ordinary Resolution:** Passed

b) **Resolution No. 2:** Declaration of dividend of Rs. 1.5/- per share on equity shares at the face value of Rs. 10/- each for the financial year ended 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	34	16117836	100	-	-	-
Poll	07*	236278	100	-	-	-
Total	41	16354114	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	2	1305
Total	2	1305

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

AFCOTECH LIMITED NEW DELHI

SUBH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

a) **Ordinary Resolution:** Passed

b) **Resolution No. 3:** Re appointment of Shri Maninder Kohli (DIN: 01173387), who retires by rotation, as 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	34	16117836	100%	-	-	-
Poll	07*	236278	100	-	-	-
Total	41	16354114	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	2	1305
Total	2	1305

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

a) **Ordinary Resolution:** Passed

b) **Resolution No. 4:** Appointment of M/s Amit Joshi & Associates (FRN: 004898N), Chartered Accountants, as the statutory auditors of the company in place of retiring auditors M/s Shwetank Joshi & Co. (FRN: 315093E), Chartered Accountants

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	34	16117836	100	-	-	-
Poll	07*	236278	100	-	-	-
Total	41	16354114	100	-	-	-

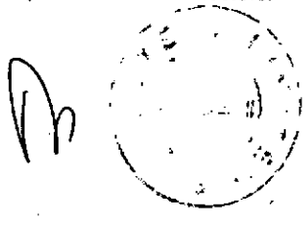
Invalid Votes

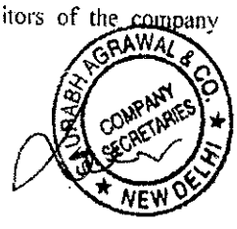
Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	2	1305
Total	2	1305

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

a) **Ordinary Resolution:** Passed

b) **Resolution No. 5:** To fix the remuneration to be paid to the cost auditors of the company appointed by the Board of Directors.





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	34	16117836	100	-	-	-
Poll	07*	236278	100	-	-	-
Total	41	16354114	100	-	-	-

Invalid Votes

Voting Method	Total Number of members whose vote declared invalid	Total no. of shares held by them
E-Voting	-	-
Poll	2	1305
Total	2	1305

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

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: 29.09.2016

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

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

For ARCOTECH LTD.

Chairman

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

Report of Scrutinizer

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rule, 2014}

To

The Chairman of 35th Annual General Meeting of the members of

Arcotech Limited to be held on 28th September, 2016 at 11:00 A.M.

at 181, Sector-3, Industrial Growth Centre, Bawal, Distt. Rewari Haryana - 123501.

Subject: - Scrutinizer Report on Passing of Resolution contained in the Notice dated 12th August, 2016 through E-voting.

Dear Sir,

We, M/s. Saurabh Agrawal & Co., New Delhi, have been appointed by the Board of Directors of Arcotech Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules) on the resolutions contained in the notice of 35th Annual General Meeting (AGM) of the members of the Company held on the 28th September, 2016 at 11:00 A.M. at 181, Sector-3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 35th Annual General Meeting of the members of the Company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from e-voting system provided by Central Depository Services (India) Limited CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, we submit our report as under:-

1. The e-voting period remained open from 25th September, 2016 (9:00 A.M.) to 27th September, 2016 (5:00 P.M.).

2. The members of the Company as on "cut-off" date i.e. 21st September, 2016 were entitled to vote on the resolutions (item no. 1 to 5 as set out in the notice of the 35th Annual General Meeting of the Company).

ARCOTECH LIMITED NEW DELHI

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

3. The votes cast were unblocked within 3 (Three) working days from the conclusion of the e-voting period in the presence of two witnesses, Mr. Bhawna Kharakwal and Mr. Kashish Kwatra who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Bhawna Kharakwal

Kashish Kwatra

4. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.co.in and based on such reports generated, the result of the e-voting is as under:

Resolution No.1: Adoption of Financial Statement of the Company for the year ended 31st March, 2016 including audited balance sheet and statement of profit and loss for the year ended on 31st March, 2016 and the Report of the Board of Directors and Auditors thereon

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	16117836	100%

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid.	Total number of vote cast by them.
NIL	NIL

Resolution No. 2: Declaration of dividend of Rs. 1.5/- per share on equity shares at the face value of Rs. 10/- each for the financial year ended 31st March, 2016:

Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	16117836	100%

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

ARCOTECH LIMITED NEW DELHI

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of vote cast by them
NIL	NIL

Resolution No. 3: Re appointment of Shri Maninder Kohli (DIN: 01173387), who retires by rotation, as Director

Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	16117836	100%

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of vote cast by them
NIL	NIL

Resolution No. 4: Appointment of M/s Amit Joshi & Associates (FRN: 004898N), Chartered Accountants, as the statutory auditors of the company in place of retiring auditors M/s Shwetank Joshi & Co. (FRN: 315093E), Chartered Accountants

Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	16117836	100%

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of vote cast by them
NIL	NIL

a) **Resolution No.5**: To fix the remuneration to be paid to the cost auditors of the company appointed by the Board of Directors.

SAURABH AGRAWAL COMPANY SECRETARIES NEW DELHI

Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	16117836	100%

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of vote cast by them
NIL	NIL

5. All relevant records of electronic voting will remain in our safe custody until the chairman considers, approves and signs the minutes of the 35th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours faithfully

Place: New Delhi
Date: 29.09.2016

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

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

For ARCOTECH LTD.

Chairman

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

SCRUTINIZER'S REPORT

{Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014}

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

Subject: - Report on Poll conducted at the 35th Annual General Meeting of the Equity Shareholders of Arcotech Limited held on 28th September, 2016 at 11:00 A.M.

Dear Sir,

We, M/s. Saurabh Agrawal & Co., New Delhi, have been appointed as a Scrutinizer for the purpose of Poll taken on the below mentioned resolutions, at 35th Annual General Meeting of Equity Shareholders of Arcotech Limited, held on Wednesday, 28th September, 2016 at 11:00 A.M at 181, Sector-3, Industrial Growth Centre, Bawal, Distt. Rewari, Haryana - 123501.

We submit our 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 our presence with due identification marks placed by us.

2. The locked ballot box was subsequently opened in our presence and Poll papers were diligently scrutinized, serially numbered and initialed by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.

3. There was 2 poll paper covering 1305 Shares, which were otherwise found defective, have been treated as invalid and kept separately.

4. The result of the Poll is as under:

   a) **Resolution No.1**: Adoption of Financial Statement of the Company for the year ended 31st March, 2016 including audited balance sheet and statement of profit and loss for the year ended on 31st March, 2016 and the Report of the Board of Directors and Auditors thereon.

   Voted in favour of the resolution:

ARCOTECH LIMITED NEW DELHI

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07*	236278	100%

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid.	Total number of vote cast by them.
2	1305

b) **Resolution No. 2**: Declaration of dividend of Rs. 1.5/- per share on equity shares at the face value of Rs. 10/- each for the financial year ended 31st March, 2016.

Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07*	236278	100%

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid.	Total number of vote cast by them.
2	1305

c) **Resolution No. 3:** Re appointment of Shri Maninder Kohli (DIN: 01173387), who retires by rotation, as Director

SCOTECH LIMITED NEW DELHI

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07*	236278	100%

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid.	Total number of vote cast by them.
2	1305

d) **Resolution No. 4**: Appointment of M/s Amit Joshi & Associates (FRN: 004898N), Chartered Accountants, as the statutory auditors of the company in place of retiring auditors M/s Shwetank Joshi & Co. (FRN: 315093E), Chartered Accountants.

Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07*	236278	100%

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid.	Total number of vote cast by them.
2	1305

PRABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

e) **Resolution No.5**: To fix the remuneration to be paid to the cost auditors of the company appointed by the Board of Directors.

Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07*	236278	100%

*Total 38 members were present out of which 28 members casted their vote through electronic means and Mr. Praveen Kumar Goyal, who was present in the meeting but neither casted his vote through e-voting nor poll.

Voted **against** the resolutions:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Invalid Votes:

Total number of members whose votes were declared invalid.	Total number of vote cast by them.
2	1305

5. All relevant records of poll papers will remain in our safe custody until the chairman considers, approves and signs the minutes of the 35th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours faithfully

Place: New Delhi
Date: 29.09.2016

SAURABH AGRAWAL & CO. COMPANY SECRETARIES NEW DELHI

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

For ARCOTECH LTD.

Chairman