



R S RAJPUROHIT & CO.

COMPANY SECRETARIES & CORPORATE ADVISERS

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REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairperson/ Authorised Person
Board of Directors
Artemis Electricals Limited
CIN: U51505MH2009PLC196683
Artemis Complex, Gala no. 105 & 108,
National Express Highway, Vasai (East),
Thane - 401208

Dear Sir,

Subject: Scrutinizer's Report for passing of resolution through Postal Ballot

I, Rajvirendra Singh Rajpurohit, Practicing Company Secretary, having office at Office No 102, Osia Friendship Co-Op Soc. Ltd., Opposite Ram Mandir, J. P. Road, Andheri West, Mumbai - 400058, appointed as Scrutinizer by the Board of Directors of **Artemis Electricals Limited**, (the Company) for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner in respect of the resolutions stated in the Notice of the Postal Ballot dated June 25, 2019 proposed to be passed by the Equity Shareholders of the Company, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolutions proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions.
2. In accordance with the Notice of the Postal Ballot dated June 25, 2019, dispatched to the shareholders by prescribed modes on June 27, 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on June 28, 2019, the voting commenced on June 28, 2019 and ended on July 27, 2019 (at 05.00 P.M.) for physical ballots only as the Company have not opted for e-voting facility for this postal ballot.
3. The Equity Shareholders holding shares as on June 21, 2019, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.



4. The ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the Company / R&TA and the authorizations / power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting and no ballots were rejected on duplicate voting i.e. on physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Cameo Corporate Services Limited, the Registrar & Share Transfer Agents of the Company.
5. My report on the results of the voting is based on the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the Notice of the Postal Ballot.
6. The result of the voting is as under:

a) Resolution-1: Special Resolution

Issuance of Equity Shares on a Preferential – Consideration in Cash to Promoter Group Category

i. Voted in favour of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
Voted by physical ballot	11	27,83,231	100%
Total	11	27,83,231	100%

ii. Voted in against of the resolution:

Number of members	Number of votes cast in against of resolution	% of total number of valid votes cast
Voted by physical ballot	Nil	Nil
Total	Nil	Nil

iii. Invalid votes

Total number of members whose votes declared invalid	Total number of votes cast by them
Nil	Nil

b) Resolution-2: Special Resolution

Migration from BSE SME Platform to BSE Main Board

i. Voted in favour of the resolution:



Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
Voted by physical ballot	15	1,89,97,610	100%
Total	15	1,89,97,610	100%

ii. Voted in against of the resolution:

Number of members		Number of votes cast in against of resolution	% of total number of valid votes cast
Voted by physical ballot		Nil	Nil
Total		Nil	Nil

iii. Invalid votes

Total number of members whose votes declared invalid	Total number of votes cast by them
Nil	Nil

c) Resolution-3: Special Resolution

Acquisition / Investment of 100% Equity Shareholding of Artemis Opto Electronic Technologies Private Limited for a consideration up to Rs. 5,50,00,000/-

i. Voted in favour of the resolution:

Number of members		Number of votes cast in favour of resolution	% of total number of valid votes cast
Voted by physical ballot	15	1,89,97,610	100%
Total	15	1,89,97,610	100%

ii. Voted in against of the resolution:

Number of members		Number of votes cast in against of resolution	% of total number of valid votes cast
Voted by physical ballot		Nil	Nil
Total		Nil	Nil

iii. Invalid votes

Total number of members whose votes declared invalid	Total number of votes cast by them

Rajpurohit



Nil



Nil

7. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairperson considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for safe keeping.

Thanking you,

Yours faithfully,

For R S Rajpurohit & Co.
(Company Secretaries)



CS Rajvirendra Singh Rajpurohit
(Proprietor)
Membership No. 40228
COP: 15891

Date: 29/07/2019

Place: Mumbai

Countersigned by

Chairperson/ Authorised Person
Artemis Electricals Limited

Date: _____

Place: Mumbai

ARTEMIS ELECTRICALS LIMITED

Date of declaration of Result of Postal Ballot and E-voting : 29/07/2019

Total number of shareholders on record date (21/06/2019): 122

No. of shareholders present in the meeting either in person or through proxy: **N.A.**

Promoters and Promoter Group: NA

Public: NA

No. of Shareholders attended the meeting through Video Conferencing : **N.A**

Promoters and Promoter Group: NA

Public: NA

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

Resolution required: (Ordinary/ Special)			Special Resolution for issuance of equity shares on a preferential — consideration in cash to promoter group category					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding 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)]*1 00	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promot er and Promot er Group	E-Voting	1,62,14,419	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Instituti ons	E-Voting	29,02,000	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		10,28,000	35.42	10,28,000	0	100	0
	Total		10,28,000	35.42	10,28,000	0	100	0
Public- Non Instituti ons	E-Voting	55,87,271	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		17,55,231	31.41	17,55,231	0	100	
	Total		17,55,231	31.41	17,55,231	0	100	0
Total		2,47,03,690	27,83,231	11.27	27,83,231	0	100	0



Resolution required: (Ordinary / Special)			Special Resolution for Migration From BSE SME Platform to BSE Main Board					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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 and Promoter Group	E-Voting	1,62,14,419	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		1,62,14,379	99.99	1,62,14,379	0	100	0
	Total		1,62,14,379	99.99	1,62,14,379	0	100	0
Public-Institutions	E-Voting	29,02,000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		10,28,000	35.42	10,28,000	0	100	0
	Total		10,28,000	35.42	10,28,000	0	100	0
Public-Non Institutions	E-Voting	55,87,271	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		17,55,231	31.41	17,55,231	0	100	
	Total		17,55,231	31.41	17,55,231	0	100	0
Total		2,47,03,690	1,89,97,610	76.90	1,89,97,610	0	100	0



Resolution required: (Ordinary/ Special)			Special Resolution for Acquisition / Investment Of 100% Equity Shareholding of Artemis Opto Electronic Technologies Private Limited for a consideration upto Rs. 5,50,00,000					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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 and Promoter Group	E-Voting	1,62,14,419	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		1,62,14,379	99.99	1,62,14,379	0	100	0
	Total		1,62,14,379	99.99	1,62,14,379	0	100	0
Public-Institutions	E-Voting	29,02,000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		10,28,000	35.42	10,28,000	0	100	0
	Total		29,02,000	10,28,000	35.42	10,28,000	0	100
Public-Non Institutions	E-Voting	55,87,271	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		17,55,231	31.41	17,55,231	0	100	
	Total		55,87,271	17,55,231	31.41	17,55,231	0	100
Total		2,47,03,690	1,89,97,610	76.90	1,89,97,610	0	100	0

