



YASH MEHTA & ASSOCIATES
Company Secretaries

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SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,
The Chairman of the Meeting
ART NIRMAN LIMITED
(CIN: L45200GJ2011PLC064107)
410, JBR Arcade, Science City Road, Sola,
Ahmedabad, Gujarat – 380060

Dear Sir,

In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, I, Yash Mehta, Company Secretary in Practice (FCS No. 12143, COP No. 16535), have been appointed as Scrutinizer by the Company in the Board Meeting held on Thursday, 28th December, 2023 to conduct the Postal Ballot Process through electronic voting “remote e-voting” means in fair and transparent manner in respect of the resolutions mentioned herein below:

SPECIAL BUSINESS:

- i. **Ordinary Resolution:** To approve material related party transaction(s) between Art Nirman Limited and OHM Enterprise pursuant to amendment in SEBI LODR Regulations.*
- ii. **Ordinary Resolution:** To approve material related party transaction(s) between Art Nirman Limited and Vishnudhara Developer LLP pursuant to amendment in SEBI LODR Regulations.*
- iii. **Ordinary Resolution:** To approve material related party transaction(s) between Art Nirman Limited and Vishnudhara Paradise LLP pursuant to amendment in SEBI LODR Regulations.*
- iv. **Ordinary Resolution:** To approve material related party transaction(s) between Art Nirman Limited and Art Club Private Limited pursuant to amendment in SEBI LODR Regulations.*
- v. **Ordinary Resolution:** To approve unsecured loan form the Director of the Company pursuant to amendment in SEBI LODR Regulations.*

Pursuant to provision of Section 110 of the Companies Act, 2013 with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended including statutory modification or re-enactment thereof for the time being enforce, regulation 44 of the SEBI(Listing obligations and disclosure requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard -2 on General Meetings (“SS-2”), MCA General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15,2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31,2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 , 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs(“MCA”) (hereinafter collectively referred to as (“MCA Circular”)and pursuant to other applicable laws and regulations.



Physical copy of the postal ballot notice along with postal ballot forms was not sent to the members in accordance with the MCA Circulars. Accordingly Communication of the assent or dissent of the members had taken place through the remote e-voting system only.

My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting in a fair and transparent manner and to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ("CDSL").

The Board of Directors of the Company proposed to obtain the consent of the members by way of Postal Ballot Notice dated December 30, 2023:

In this regard I hereby submit my report as under;

1. The Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **December 29, 2023** (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA").
2. The Company has given the newspaper advertisement for date and time of commencement and end date of remote e-voting in;
 - A. Financial Express (English Newspaper-All India Edition) on 04th January, 2024 &
 - B. Financial Express (Gujarati Language) on 04th January, 2024
3. The Company offered remote e-voting facility to the Equity Shareholders who were Shareholders as on the cut-off date i.e. **December 29, 2023**.
4. The Company has also placed the Notice of Postal Ballot on the website of the Company https://www.artnirman.com/Compilance/ANL_Postal_Ballot_Notice_2023.pdf as well as web Site of E-voting Agency i.e. Central Depository Services (India) Limited ("CDSL").
5. During the e-voting period, members of the company holding shares either in physical form or dematerialized form may cast their votes electronically. The remote e-voting for postal ballot commenced on Friday, January 05th, 2024 at 9.00 AM IST and ended on Saturday, February 03, 2024 at 5.00 P.M. The members were required to cast their votes electronically conveying their assent or dissent in respect of the said Resolution, on remote E-voting platform provided by Central Depository Services (India) Limited ("CDSL").
6. After the conclusion of voting on 03.02.2024, I unblocked the votes cast through remote e-voting on Monday, the 05th day of February, 2024 around 11:46 A.M., in the presence of two witnesses, namely, Mr. Faizan Shaikh and Ms. Srushti Patel, who are not in employment of the Company.



7. I have monitored the process of electronic voting through the Scrutinizer's secure link provided by Central Depository Services (India) Limited ("CDSL") on the designated website.
8. Total 10 members participated in the voting through remote e-voting system and I have not found any Invalid e-votes for the said resolution. Thereafter considering remote e-voting the result of the voting is annexed. The details containing inter alia, list of equity shareholders, who voted "for", "against" the resolution that was put to vote and whose votes were invalid or who abstained from voting, were generated the e-voting website of Central Depository Services (India) Limited ("CDSL") and is based on such report generated.
9. Summary of results is given in Annexure - A and screenshot of unlocking of E-votes is annexed as Annexure- B enclosed along with this report.

I hereby confirm that I am maintaining register and record which is required by the rule 22(10) of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the votes cast through remote e-voting by the Equity Shareholders of the Company.

FOR, YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES

YASH MEHTA
PROPRIETOR
FCS: 12143
COP: 16535
PEER REVIEW NO: 1269/2021
UDIN: F012143E003376383

Date : 05.02.2024
Place : Ahmedabad

Annexure – A

ART NIRMAN LIMITED

Detailed Results of E-voting

Item No. 1 - Ordinary Resolution - To approve material related party transaction(s) between Art Nirman Limited and OHM Enterprise pursuant to amendment in SEBI LODR Regulations.

1. Valid Votes in favour of Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	12223	98.98%
Total	8	12223	98.98%

2. Valid Votes in against the Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	2	0.02%
Total	2	2	0.02%

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority.

Item No. 2 - Ordinary Resolution - To approve material related party transaction(s) between Art Nirman Limited and Vishnudhara Developer LLP pursuant to amendment in SEBI LODR Regulations.

1. Valid Votes in favour of Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	12223	98.98%
Total	8	12223	98.98%

2. Valid Votes in against the Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	2	0.02%
Total	2	2	0.02%

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority.

Item No. 3 - Ordinary Resolution - To approve material related party transaction(s) between Art Nirman Limited and Vishnudhara Paradise LLP pursuant to amendment in SEBI LODR Regulations.

1. Valid Votes in favour of Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	12223	98.98%
Total	8	12223	98.98%

2. Valid Votes in against the Resolution

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	2	0.02%
Total	2	2	0.02%

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority.

Item No. 4 - Ordinary Resolution - To approve material related party transaction(s) between Art Nirman Limited and Art Club Private Limited pursuant to amendment in SEBI LODR Regulations.

1. Valid Votes in favour of Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	12223	98.98%
Total	8	12223	98.98%

2. Valid votes in against the Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	2	0.02%
Total	2	2	0.02%

Thus, the Ordinary Resolution as contained in Item No. 4 is passed with requisite majority.



Item No. 5 - Ordinary Resolution - To approve unsecured loan form the Director of the Company pursuant to amendment in SEBI LODR Regulations.

1. Valid Votes in favour of Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	8	12223	98.98%
Total	8	12223	98.98%

2. Valid Votes in against the Resolution:

	Number of members voted through electronic voting system	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	2	0.02%
Total	2	2	0.02%

Thus, the Ordinary Resolution as contained in Item No. 5 is passed with requisite majority.

**FOR, YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES**

**YASH MEHTA
PROPRIETOR
FCS: 12143
COP: 16535
PEER REVIEW NO: 1269/2021
UDIN: F012143E003376383**

**Date : 05.02.2024
Place : Ahmedabad**



Annexure – B

Report - Final Voting Download

Entity ID	EVSN	EVSN 1	Created On	Created By	Report Format	Download
83321	231229001	-	2024-02-05 11:46:17.0	admin	Excel	Initiated
83321	231205014	-	2024-01-12 17:23:40.0	admin	Excel	Download

**FOR, YASH MEHTA & ASSOCIATES
COMPANY SECRETARIES**

**YASH MEHTA
PROPRIETOR
FCS: 12143
COP: 16535
PEER REVIEW NO: 1269/2021
UDIN: F012143E003376383**

**Date : 05.02.2024
Place : Ahmedabad**