



Eim/Sec/SE

Date: 6th March, 2019

To,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001
Company Code 523708

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol EIMCOELECO - Series EQ

Dear Sir(s),

Subject: Notice of the 1/2018-19 Extraordinary General Meeting to be held on March 30, 2019.

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, we hereby inform you that the 1/2018-19 Extraordinary General Meeting of the Members of the Company will be held on Saturday, March 30, 2019 at 11:30 a.m. at the Registered Office at Audio-Visual Hall, Eimco Elecon Building, Anand - Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat.

Enclosed is the copy of the 1/2018-19 EGM Notice along with the addendum for your records.

This is for your information and records please.

Thanking you,

Yours faithfully,

For Eimco Elecon (India) Limited

R. Dalwadi
Rikenkumar Dalwadi
Company Secretary & Compliance Officer



Enclosure: As above

Regd. Office & Works :

EIMCO ELECON (INDIA) LTD., Anand Sojitra Road, Vallabh Vidyanagar - 388 120. Gujarat, India.
Tel. : (02692) 230502, 230602, 230902, Telefax : (02692) 236506
Website : www.eimcoelecon.in | CIN : L29199GJ1974PLC002574





Eimco Elecon (India) Limited

CIN: L29199GJ1974PLC002574

Registered Office: Anand - Sojitra Road, Vallabh Vidyanagar – 388 120, Gujarat

Phone: +91 2692 230502 Fax: +91 2692 236506

Email Id: investor@eimcoelecon.in Website: www.eimcoelecon.in

NOTICE OF THE 1/2018-19 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the 1/2018-19 Extraordinary General Meeting of the Members of **EIMCO ELECON (INDIA) LIMITED** (“the Company”) will be held on Saturday, March 30, 2019 at 11:30 a.m. at the Registered Office of the Company at Audio-Visual Hall, Eimco Elecon Building, Anand - Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat State to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Shri Nalin Shah (DIN: 00882723) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee, Shri Nalin Shah (DIN: 00882723), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible for re-appointment and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years from April 1, 2019 to March 31, 2024 on the Board of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Shri Nalin Shah on attaining the age of 75 (seventy five) years on February 13, 2022, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years upto March 31, 2024 on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the Amendment Regulations, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolutions”.

Item No. 2: Re-appointment of Shri Nirmal Bhogilal (DIN: 00173168) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard and on the basis of recommendation of the Nomination and Remuneration Committee, Shri Nirmal Bhogilal (DIN: 00173168), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible for re-appointment, and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years from April 1, 2019 to March 31, 2024 on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolutions”.

Place : Vallabh Vidyanagar

Date : January 29, 2019

Registered Office:

Anand-Sojitra Road,
Vallabh Vidyanagar – 388 120, Gujarat

**For and on behalf of the Board of Directors of
Eimco Elecon (India) Limited**

**Rikenkumar Dalwadi
Company Secretary**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act) in respect of Special Business to be transacted at the 1/2018-19 Extraordinary General Meeting (the 'EGM' or 'Meeting'), is annexed and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly filled stamped, completed and signed, not later than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate, not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than 10 (ten) percent of the total share capital of the Company may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is enclosed with this notice.
3. Incomplete proxy forms shall be considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the EGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case if the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated then all the proxies so send by the member shall considered to be as invalid.
4. Corporate members intending to send their authorized representative to attend the EGM are requested to send to the Company a Certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect along with their copy of Notice at the venue of EGM in order to enable us to register your attendance at the venue of the EGM.
6. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
7. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.
8. As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Link Intime India Pvt. Ltd. (the 'RTA').
9. All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company during the business hours, except on holidays, upto and including the date of EGM and copies there of shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company.
10. A Route Map along with Prominent Landmark for easy location to reach the venue of the EGM is annexed with the Notice of EGM and is also available on the website of the Company.
11. (a) The electronic copy of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is being sent to all the members whose email IDs are registered with the Company/ DPs. For Members, who have not registered their email address, physical copies of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) are being sent through permitted mode.
(b) We urge members to support our commitment to environmental protection by choosing to receive Notices, Annual Reports and other documents / communications through electronic mode by updating your email addresses with the Company or DPs.
12. The Notice of EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is available at the Company's website www.eimcoelecon.in. The Notice of the EGM is also available on www.evoting.cdsl.co.in.
13. The Company has dedicated E-mail address investor@eimcoelecon.in for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.
14. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the items of business given in the Notice of the EGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the EGM ('remote e-voting') will be provided by Central Depository services Limited ('CDSL'). The facility of the remote e-voting through electronic means is as an alternate to all members to enable them to cast their votes electronically instead of casting their vote physically at the Meeting. The facility for voting through Ballot Paper shall also be made available at the EGM and Members who have cast their votes by remote e-voting prior to the EGM may attend EGM but shall not be entitled to cast their votes again.

15. This Notice is dispatched/ emailed to Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, March 1, 2019. However, Members whose names appear in the Register of Members/list of Beneficial Owners as on Saturday, March 23, 2019 are entitled to vote on the Resolutions set forth in this Notice. The e-voting period commences at 09:00 a.m. IST on Wednesday, March 27, 2019 and ends at 5:00 p.m. IST on Friday, March 29, 2019. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date of Saturday, March 23, 2019 ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting for upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
16. Shri D. G. Bhimani, Practicing Company Secretary (Membership No. FCS 8064 and CP No. 6628) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.eimcoelecon.in and on the website of CDSL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited and National Stock Exchange of India Limited.
18. The resolution shall be deemed to be passed on the date of EGM, subject to the receipt of sufficient votes.
19. The instructions for E-voting are as under:

The E-voting period begins at 9.00 a.m. (IST) on Wednesday, March 27, 2019 and ends at 5.00 p.m. (IST) on Friday, March 29, 2019. During this period, Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Saturday, March 23, 2019 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter

- ii. The Members should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders/Members.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Address Stickers, affixed on the Notice. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- viii. After entering these details appropriately, click on 'SUBMIT' tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that Company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

- xi. Click on the EVSN for the relevant EIMCO ELECON (INDIA) LIMITED on which you choose to vote.
- xii. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- xiv. After selecting the Resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- xv. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xviii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Members and Custodians –
 Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details the user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding remote E-voting, you may refer the Frequently Asked Questions ('FAQs') and E-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. You can also send your queries/grievances relating to E-voting at:-

Name : Mr Rakesh Dalvi
Designation : Manager
Address : A Wing, 25th Floor, Marathon Futurex,
 Mafatlal Mill Compounds, N M Joshi Marg,
 Lower Parel (E), Mumbai – 400013
E-mail Id : helpdesk.evoting@cdslindia.com
Toll free number: 18002 25533

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Members of the Company at the 40th Annual General Meeting held on 5th August, 2014 had appointed Shri Nalin Shah (DIN: 00882723) as Independent Director of the Company for the first term to hold office upto March 31, 2019 pursuant to the provisions of the Companies Act, 2013 (the Act) and Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Nalin Shah, Independent Non-Executive Director, is the Chairman of Audit Committee; Chairman of Nomination and Remuneration Committee and Member of Stakeholders' Relationship Committee of the Board of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five (5) consecutive years.

The Nomination and Remuneration Committee (NRC) has, in its meeting held on January 29, 2019, recommended to the Board, the re-appointment of Shri Nalin Shah as Independent Director for a further term of five (5) consecutive years from April 1, 2019 to March 31, 2024.

The Board at its meeting held on January 29, 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, skills, experience, knowledge and contributions made by Shri Nalin Shah during his tenure, have approved the re-appointment (not liable to retire by rotation) of Shri Nalin Shah as Independent Director subject to approval of shareholder of the Company from April 1, 2019 to March 31, 2024. The Board of Directors states that the re-appointment of Shri Nalin Shah would be in the interest of the Company and its Shareholders.

Shri Nalin Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has consented to act as Independent Director of the Company. The Company has also received declaration from Shri Nalin Shah that He meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

Further, during the second term of five years, Shri Nalin Shah will attain the age of 75 years and pursuant to Regulation 17(1A) of the and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval from the members with respect to the continuation of such appointment of Shri Nalin Shah as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the Amendment Regulations, 2018.

In the opinion of the Board, Shri Nalin Shah meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and they are independent of the management.

Details of Shri Nalin Shah is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Copy of draft appointment letters setting out the terms and conditions of his re-appointment are available for inspection by the members at the Registered Office of the Company.

Save and except, Shri Nalin Shah and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

The Board considers that his continued association as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No. 1 for approval of the members.

Item No. 2

The Members of the Company at the 40th Annual General Meeting held on 5th August, 2014 had appointed Shri Nirmal Bhogilal (DIN: 00173168) as Independent Director of the Company for the first term to hold office upto March 31, 2019 pursuant to the provisions of the Companies Act, 2013 (the Act) and Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Nirmal Bhogilal, Independent Non-Executive Director, is the Member of Audit Committee and Member of Nomination and Remuneration Committee of the Board of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto five (5) consecutive years.

The Nomination and Remuneration Committee (NRC) has, in its meeting held on January 29, 2019, recommended to the Board, the re-appointment of Shri Nirmal Bhogilal as Independent Director for a further term of five (5) consecutive years from April 1, 2019 to March 31, 2024.

The Board at its meeting held on January 29, 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, skills, experience, knowledge contributions made by Shri Nirmal Bhogilal during his tenure, have approved the re-appointment (not liable to retire by rotation) of Shri Nirmal Bhogilal as Independent Director subject to approval of shareholder of the Company from April 1, 2019 to March 31, 2024. The Board of Directors states that the re-appointment of Shri Nirmal Bhogilal would be in the interest of the Company and its Shareholders.

Shri Nirmal Bhogilal is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has consented to act as Independent Director of the Company. The Company has also received declaration from Shri Nirmal Bhogilal that He meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Shri Nirmal Bhogilal meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and they are independent of the management.

Details of Shri Nirmal Bhogilal is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Copy of draft appointment letters setting out the terms and conditions of his re-appointment are available for inspection by the members at the Registered Office of the Company.

Save and except, Shri Nirmal Bhogilal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2.

The Board considers that his continued association as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No. 2 for approval of the members.

**For and on behalf of the Board of Directors of
Eimco Elecon (India) Limited**

Rikenkumar Dalwadi
Company Secretary

Place : Vallabh Vidyanagar

Date : January 29, 2019

Registered Office:

Anand-Sojitra Road,
Vallabh Vidyanagar – 388 120,
Gujarat.

ANNEXURE

Details of Directors proposed to be re-appointed pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2):

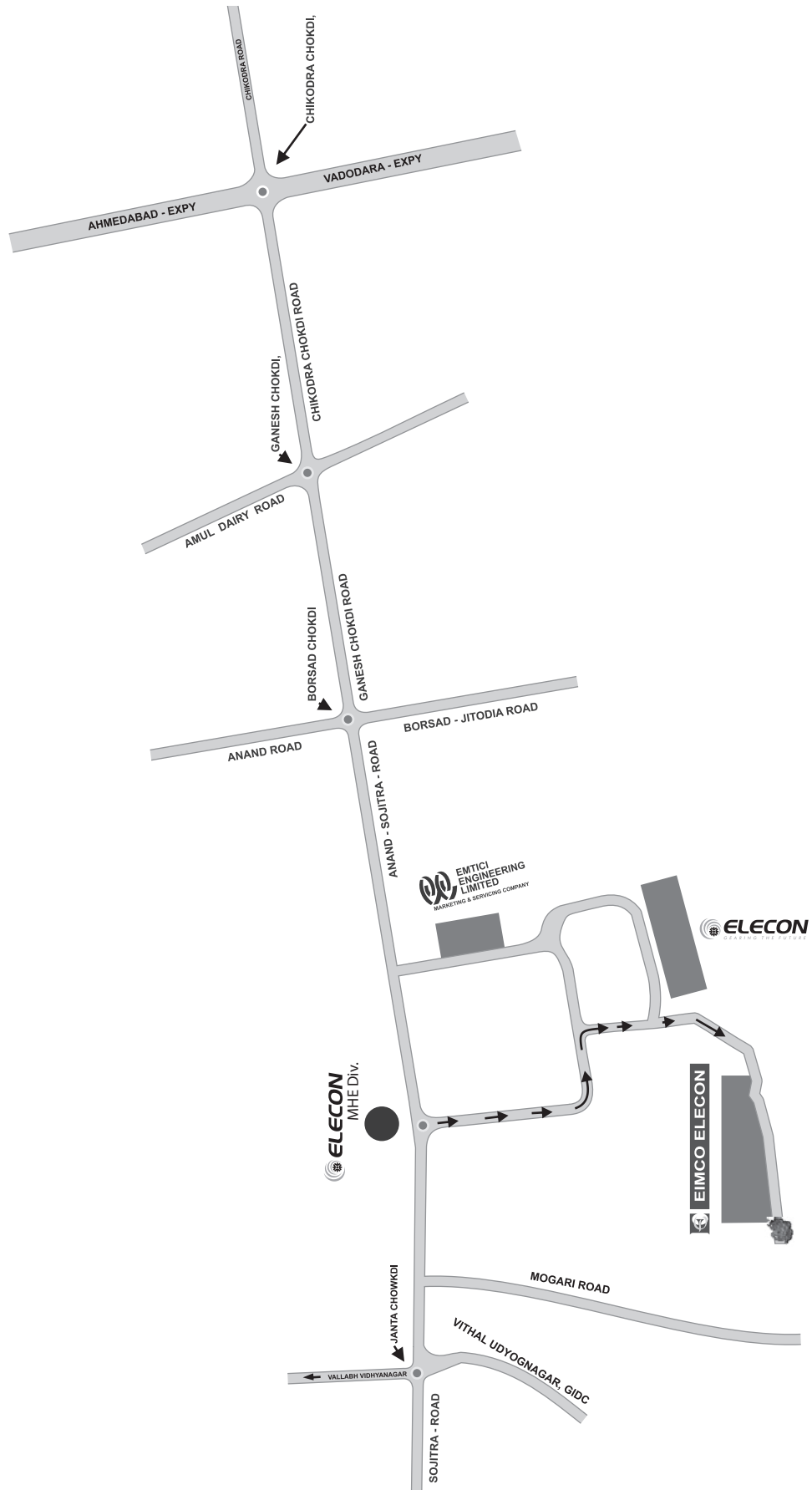
Item No. 1

| | |
|---|--|
| Name of the Director | Shri Nalin Shah |
| Director Identification Number | 00882723 |
| Date of Birth | February 13, 1947 |
| Nationality | Indian |
| Qualifications | Chartered Accountancy from Institute of Chartered Accountants in England & Wales and Degree in Business Administration from the University of San Francisco. |
| Date of first appointment | May 8, 2012 |
| Experience (including expertise in specific functional area) / Brief Resume | He has a rich experience of more than 40 years in the field of finance, accountancy and auditing and has been an audit partner in major auditing firm through his career. He was a member of the Governing Board of Deloitte India for several years and was also the National Professional Practice Director of Deloitte India for 2 years and Chairman of the firm's Audit Technical Committee for over five years. He has handled audits of many leading organisations in almost all key sectors of the economy. He was a Member of the Accounting Standards Board of the Institute of Chartered Accountants of India, and a Member of the Corporate Laws Committee of the Bombay Chamber of Commerce & Industry. |
| Terms and Conditions of Appointment / Re-appointment | As per the Resolution at Item No. 1 of the 1/2018-19 Extraordinary General Meeting Notice dated January 29, 2019 read with Explanatory Statement thereto. |
| Details of remuneration sought to be paid | As per the Nomination and Remuneration Policy of the Company. |
| Details of remuneration last drawn (during the Financial Year 2018-19 as on January 29, 2019) | For the Financial Year 2018-19, Sitting Fees of ₹ 2,27,500/- for attending Board and Committee meetings; and For the Financial Year 2017-18, Commission of ₹ 2,50,000 was paid. |
| Number of equity shares held in the Company | NIL |
| No. of Board Meetings attended (during the Financial Year 2018-19 as on January 29, 2019) | 4 out of 4 |
| List of Directorships held in other companies | Artson Engineering Limited Tata Capital Limited Kotak Mahindra Asset Management Company Limited |
| Chairman/Member of the Committees of the Boards of other companies in which he is Director | <u>Artson Engineering Limited</u> Chairman of Audit Committee Member of Nomination and Remuneration Committee <u>Tata Capital Limited</u> Chairman of Audit Committee Chairman of Nomination and Remuneration Committee Member of Risk Management Committee <u>Kotak Mahindra Asset Management Company Limited</u> Member of Audit Committee |
| Relationship with other Directors / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel. |

Item No. 2

| | |
|---|--|
| Name of the Director | Shri Nirmal Bhogilal |
| Director Identification Number | 00173168 |
| Date of Birth | May 14, 1949 |
| Nationality | Indian |
| Qualifications | B. Sc. (Engg.) |
| Chemical Engineering (London University) A.C.G.I. | May 8, 2012 |
| Date of first appointment | September 23, 2011 |
| Experience (including expertise in specific functional area) / Brief Resume | He is an industrialist and has a rich experience of more than 44 years in managing Machine Building and Engineering Industry. He is the Chairman of Batliboi Limited. He was Past President of the Indian Machine Tool Manufacturers Association (IMTMA). He is currently a member of the CII Western Region. He is a Committee Member and Past President of Indo German Chamber of Commerce. |
| Terms and Conditions of Appointment / Re-appointment | As per the Resolution at Item No. 2 of the 1/2018-19 Extraordinary General Meeting Notice dated January 29, 2019 read with explanatory statement thereto. |
| Details of remuneration sought to be paid | As per the Nomination and Remuneration Policy of the Company. |
| Details of remuneration last drawn (during the Financial Year 2018-19 as on January 29, 2019) | For the Financial Year 2018-19, Sitting Fees of ₹ 1,72,500/- for attending Board and Committee meetings; and For the Financial Year 2017-18, Commission of ₹ 2,50,000 was paid. |
| Number of equity shares held in the Company | <u>NIL</u> |
| No. of Board Meetings attended (during the Financial Year 2018-19 as on January 29, 2019) | 3 out of 4 |
| List of Directorships held in other companies | Batliboi Limited Solara Active Pharma Sciences Limited Bhogilal Trusteeship Private Limited International Wine and Food Society Chowgule Industries Private Limited Batliboi Renewable Energy Solutions Private Limited Pramaya Shares and Securities Private Limited Nirbhag Investments Private Limited Delish Gourmet Private Limited Bhagmal Investments Pvt Ltd Hitco Investments Pvt Ltd Indian Machine Tool Manufacturers Association The Indo German Chamber Of Commerce |
| Chairman/Member of the Committees of the Boards of other companies in which he is Director | <u>Batliboi Limited</u> Member of Stakeholders Relationship Committee <u>Solara Active Pharma Sciences Limited</u> Chairman of Stakeholders Relationship Committee Chairman of Nomination and Remuneration Committee Member of Audit Committee |
| Relationship with other Directors / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel. |

Route map to the venue of the 1/2018-19 Extra Ordinary General Meeting





Eimco Elecon (India) Limited

CIN: L29199GJ1974PLC002574

Registered Office: Anand - Sojitra Road, Vallabh Vidyanagar – 388 120, Gujarat
Phone: +91 2692 230502 Fax: +91 2692 236506 | Email Id: investor@eimcoelecon.in Website: www.eimcoelecon.in

ATTENDANCE SLIP

NOTICE OF THE 1/2018-19 EXTRAORDINARY GENERAL MEETING

Day & Date: Saturday, March 30, 2019 Time: 11:30 a.m.
Venue: Audio-Visual Hall, Eimco Elecon Building, Anand - Sojitra Road, Vallabh Vidyanagar - 388 120.

Folio No. / Client ID & DP ID

I hereby record my presence at the 1/2018-19 Extraordinary General Meeting of the members of the Company held on Saturday, March 30, 2019 at 11:30 a.m. at Audio-Visual Hall, Eimco Elecon Building, Anand - Sojitra Road, Vallabh Vidyanagar - 388 120.

Signature of Shareholder / Proxy

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | |
|---------------------|---|---|
| CIN | : | L29199GJ1974PLC002574 |
| Name of the Company | : | Eimco Elecon (India) Limited |
| Registered Office | : | Anand - Sojitra Road, Vallabh Vidyanagar-388120, Dist. Anand, Gujarat |

| | | |
|-----------------------|---|--|
| Name of Member(s) | : | |
| Registered Address | : | |
| Email ID | : | |
| Folio No. / Client ID | : | |
| DP ID | : | |

I/We, being the Member(s) of _____ Shares of Eimco Elecon (India) Limited, hereby appoint.

| | | | |
|----|-------------------------------|---|--|
| 1. | Name | : | |
| | Address | : | |
| | Email ID | : | |
| | Signature:.....or failing him | | |
| 2. | Name | : | |
| | Address | : | |
| | Email ID | : | |
| | Signature:.....or failing him | | |
| 3. | Name | : | |
| | Address | : | |
| | Email ID | : | |
| | Signature:..... | | |

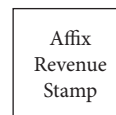
as my/our proxy to attend and vote (by ballot paper) for me/us and my/our behalf at the 1/2018-19 Extraordinary General Meeting of the Company, to be held on Saturday, March 30, 2019 at 11:30 a.m. at Audio-Visual Hall, Eimco Elecon Building, Anand -Sojitra Road, Vallabh Vidyanagar - 388 120, Dist. Anand, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

| | |
|----|---|
| 1. | Re-appointment of Shri Nalin Shah (DIN: 00882723) as an Independent Director of the Company. |
| 2. | Re-appointment of Shri Nirmal Bhogilal (DIN: 00173168) as an Independent Director of the Company. |

Signed this day of2019

Signature of Shareholder (s) :

Signature of Proxy holder (s) :



Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the 1/2018-19 of Extraordinary General Meeting.