



Eim/Sec/SE

Date: 1<sup>st</sup> February, 2024

To, BSE Ltd. Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street, Mumbai - 400 001 <b>Company Code 523708</b>	To, National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> floor Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 <b>Symbol EIMCOELECO - Series EQ</b>
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**Subject: Submission of Postal Ballot Notice & Remote e-voting**

Dear Sir(s),

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated January 24, 2024, seeking approval of the Members of Eimco Elecon (India) Limited ("the Company") on the following special business as set out in the said Postal Ballot Notice, through remote e-voting:

Sr. No.	Description of Resolution	Type of No. Resolution
1	Appointment of Shri Jai Shishir Diwanji (DIN: 00910410) as an Independent Director.	Special Resolution
2	Material Modification in approved Related Party Transaction(s) with Emtici Marketing LLP.	Ordinary Resolution

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on **Tuesday, 30<sup>th</sup> January, 2024** ("Cut-off date"). The Company has made arrangements for the Members who have not yet registered their email address to get the same registered by following the procedure prescribed in the said Postal Ballot Notice.

The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to its members.

Regd. Office & Works :  
EIMCO ELECON (INDIA) LTD., Anand Sojitra Road, Vallabh Vidyanagar - 388 120. Gujarat, India.  
Tel. : (02692) 230602  
Website : [www.eimcoelecon.in](http://www.eimcoelecon.in) | CIN : L29199GJ1974PLC002574





The remote e-voting period will commence from **Monday, 5<sup>th</sup> February, 2024** at **9:00 a.m. (IST)** and shall end on **Tuesday, 5<sup>th</sup> March, 2024** at **5:00 p.m. (IST)**. Thereafter, the remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

The Postal Ballot Notice is also available on the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in).

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

**For Eimco Elecon (India) Limited,**



**Rikenkumar Dalwadi**  
**Company Secretary & Compliance Officer**

**Enclosure:** As above

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**EIMCO ELECON (INDIA) LTD.,** Anand Sojitra Road, Vallabh Vidyanagar - 388 120. Gujarat, India.  
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## Eimco Elecon (India) Limited

CIN: L29199GJ1974PLC002574

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

Phone: +91 2692 230602

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

### **NOTICE OF POSTAL BALLOT**

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary & Special Resolution by way of postal ballot only by voting through electronic means (**'Remote e-Voting'**).

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company shall send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company's Registrar and Transfer Agent (**'RTA'**) or Depository/ Depository Participants (**'DPs'**) and voting by the Members shall be allowed only through the E-voting system. The Notice shall also be available on the Company's website at www.eimcoelecon.in and on the websites of the Stock Exchanges i.e. BSE Limited (**'BSE'**) at www.bseindia.com and National Stock Exchange of India Limited (**'NSE'**) at www.nseindia.com respectively, and on the website of the Company's RTA - Link Intime India Private Limited (**'LI IPL'**) at <https://instavote.linkintime.co.in>

The Company has engaged the services of LI IPL, the RTA of the Company as the agency to provide remote E-voting facility.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company have appointed Shri J. J. Gandhi, Company Secretary in Practice (FCS 3519 and CP No: 2515) (**'Scrutinizer'**), as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

The remote e-voting will commence on **Monday, 5<sup>th</sup> February, 2024, at 9:00 a.m. (IST)** and ends on **Tuesday, 5<sup>th</sup> March, 2024, at 5:00 p.m. (IST)**.

The result of remote E-voting along with Scrutinizer's report will be published on the website of the Company at www.eimcoelecon.in and shall also be displayed at the Registered Office of the Company and on the website of the LI IPL at <https://instavote.linkintime.co.in> within 2 (two) working days from the end of remote E-voting and the same will also be simultaneously communicated to BSE and NSE ("hereinafter collectively referred to as the **"Stock Exchanges"**).

Members having any queries, issues or requiring any clarifications on remote e-voting may contact Link Intime India Private Limited on number **022-4918 6000** or reach by email:- [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

The Members are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to this Postal Ballot Notice and thereafter record their assent or dissent by means of remote E-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, **5<sup>th</sup> March, 2024** i.e. the last date specified for the remote e-voting.

**SPECIAL BUSINESS:**

**Item No. 1:**

**To consider and approve appointment of Shri Jai Shishir Diwanji (DIN: 00910410) as an Independent Director of the Company: In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Jai Shishir Diwanji (DIN: 00910410), who was appointed as an Additional Director in the capacity of Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 1<sup>st</sup> April, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 2:**

**To consider and approve Material modification in approved Related Party Transaction(s) with: Emtici Marketing LLP: In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, read with related rules, if any, and in partial modification to the resolution passed by the Members of the Company at the 49th Annual General Meeting held on 28<sup>th</sup> June, 2023, approving the material related party transaction of the Company with Emtici Marketing LLP, a related party of the Company, aggregating to INR 20 crore, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (including any Committee of Directors thereof) of the Company to amend/modify the terms of the said related party transaction(s)/arrangement(s) with Emtici Marketing LLP and increase the transaction value by INR 3 crore, thereby now aggregating upto INR 23 crore, for the Commission payment, purchase of goods or materials, rendering services and availing of services, entered or to be entered during financial year 2023-24, the details of which are mentioned in the statement to this Notice, subject to such contract(s)/ arrangement(s) transaction(s) being carried out at arm’s length and in ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Place :** Vallabh Vidyanagar

**Date :** 24<sup>th</sup> January, 2024

**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 Section 102(1) and Section 110 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed thereto and forms part of this Notice.
2. In accordance with the MCA Circulars, this Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ("CDSL") and Company's RTA, i.e. LIPL as on **Tuesday, 30<sup>th</sup> January, 2024** ('Cut Off Date') and who have or will register their email address with the DPs or with LIPL in accordance with the process outlined in this Postal Ballot Notice.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, SS 2 and MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, The Company has engaged LIPL for facilitating e-voting to enable the members to cast their votes through Remote e-voting.
5. In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of Remote e-voting only.
6. Notice is also placed on the website of the Company i.e. [www.eimcoelecon.in](http://www.eimcoelecon.in) and the website of LIPL i.e. <https://instavote.linkintime.co.in> and shall be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). Members who have not received the Notice may download the same from the aforesaid websites.
7. The remote e-voting period commences on **Monday, 5<sup>th</sup> February, 2024 at 9:00 a.m. IST** and ends on **Tuesday, 5<sup>th</sup> March, 2024 at 5:00 p.m. IST**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on Cut-Off Date may cast their vote by electronic means in the manner and the process mentioned in Note No. 15 of this Notice. Once the vote on a resolution(s) is cast by the member, the members shall not be allowed to change it subsequently.
8. Documents referred to in the Notice/ Explanatory Statement shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice upto the date of closure of remote e-voting i.e. Tuesday, 5<sup>th</sup> March, 2024 at 5:00 p.m. IST. Members who wish to inspect such documents are requested to send an email to [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The Board of Directors ("**Board**") of the Company at its meeting held on **Wednesday, 24<sup>th</sup> January, 2024** has appointed Shri J. J. Gandhi, Company Secretary in Practice (FCS 3519 and CP No: 2515), to act as Scrutinizer for conducting the Postal ballot through remote e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose.
10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.
11. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's Website at [www.eimcoelecon.in](http://www.eimcoelecon.in) and shall also be displayed at the Registered Office of the Company and also on the LIPL's website at <https://instavote.linkintime.co.in> and shall be communicated to the stock exchanges where the Company's shares are listed.
12. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Tuesday, 5<sup>th</sup> March, 2024**.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIPL (in case of Members holding shares in physical form)**

Those persons who are Members of the Company as on Cut-off date i.e. **Tuesday, 30<sup>th</sup> January, 2024** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- a. In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b. In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c. Alternatively, members may send a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

**15. The instructions and other information relating to remote e-voting are as under:**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LIPL, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVENT) and period of remote e-voting are set out below:

EVENT NO.	Commencement of e-voting	End of remote e-voting
240031	Monday, 5 <sup>th</sup> February, 2024 at 9:00 a.m. (IST)	Tuesday, 5 <sup>th</sup> March, 2024 at 5:00 p.m. (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LIPL upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\*Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
  4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):****STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.



- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**InstaVote Support Desk**  
**Link Intime India Private Limited**

**Place :** Vallabh Vidyanagar

**Date :** 24<sup>th</sup> January, 2024

**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

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

### Item No. 1

Pursuant to Section 161 of the Companies Act, 2013 and the Nomination & Remuneration Committee at its meeting held on 24<sup>th</sup> January, 2024 has recommended and the Board at its meeting held on 24<sup>th</sup> January, 2024 has approved the appointment of Shri Jai Shishir Diwanji as an Additional Director in the capacity of Independent Director, for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> April, 2024, subject to approval of members of the Company.

Shri Jai Shishir Diwanji has the requisite skills, capabilities and expertise in areas like legal, public relations, liasoning, strategic planning and risk & compliance oversight, through qualification or experience, and in NRC's and Board's opinion, Shri Jai Diwanji's skill sets, experience and expertise will further strengthen the Board functioning and help the Company in achieving future growth.

Based on his skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Shri Jai Shishir Diwanji as an Independent Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

Shri Jai Shishir Diwanji has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2023 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and he is independent of the Management. He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also given his consent to act as a Director.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

Shri Jai Shishir Diwanji shall be paid sitting fee for attending the meetings of the Board and the Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission, within the limits stipulated under Section 197 of the Act, as may be decided by the Board of Directors, from time to time.

Copy of the draft letter of appointment of Shri Jai Shishir Diwanji setting out the terms and conditions of appointment is available for inspection electronically during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting. The brief resume of Shri Jai Shishir Diwanji and other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions, if any, are provided in **Annexure - A** to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, his appointment as a Non-Executive Independent Director is now being placed before the Members for their approval.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Shri Jai Shishir Diwanji, being an appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 1.

A brief profile of Shri Jai S. Diwanji is attached to this notice.

### Item No. 2

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1<sup>st</sup> April, 2022, states that all Material Related Party Transaction ('RPT'), and subsequent material modifications as defined by the Audit Committee in this regard, with an aggregate value exceeding INR 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Members of Eimco Elecon (India) Limited, at its 49<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> June, 2023, approved the material RPTs of the Company with Emtici Marketing LLP which is a related party of the Company, for an amount aggregating up to INR 20 Crore towards commission payment, purchase of goods or materials, rendering services and availing of services, entered or to be entered during financial year 2023-24. The said transaction(s) were in the ordinary course of business and on arm's length pricing.

The Management has provided the Audit Committee with the relevant details, as required under law, of the subsequent modifications in the material terms and increase in sanction value of already approved RPTs including basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for modification i.e. increase in sanction value of already approved RPTs with Emtici Marketing LLP with increase of INR 3 crore, thereby increasing the total aggregate value of RPTs with Emtici Marketing LLP upto INR 23 crore from earlier limits of INR 20 crore on account of higher expected sales compared to original estimation. The Audit Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 2 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions with Emtici Marketing LLP, being a related party of the Company, are provided at Annexure - B to the Notice.

Pursuant to SEBI (LODR) Regulations, 2015, all the related parties i.e. all entities falling under definition of related parties as

per Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015, whether the entity is a related party in the context of the proposed transaction(s) or not, would not be eligible to vote (in favour) on the Item No. 2.

Shri Prayasvin B. Patel, Executive Director and Shri Pradip M. Patel, Director are interested in the resolution. None of the other directors and any other Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out in 2.

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

**Place :** Vallabh Vidyanagar

**Date :** 24<sup>th</sup> January, 2024

**Registered Office:**

Anand-Sojitra Road,

Vallabh Vidyanagar – 388 120, Gujarat

**Rikenkumar Dalwadi**

Company Secretary

### Annexure - A

Details of the Director seeking appointment/re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are as under:

#### Item No. 1

Name of the Director	Shri Jai Shishir Diwanji
Director Identification Number	00910410
Date of Birth	4 <sup>th</sup> February, 1973
Date of Appointment	1 <sup>st</sup> April, 2024
Nationality	Indian
Qualifications	Bachelor's Degree in Law from University of Cambridge
Experience(including expertise in specific functional area) / Brief Resume	<p>He is a Senior Partner at Desai &amp; Diwanji, which is one of the leading legal firms in India. He has been with the firm since 2001.</p> <p>He focuses on advising Indian and International clients on a wide range of Indian legal and regulatory issues, general corporate / commercial law, transactions, including insurance, private equity, venture capital, joint venture and strategic transactions. He has advised numerous and complex inbound and outbound transactions and has a detailed knowledge of the Indian legal and regulatory framework.</p> <p>His sector experience includes start-ups, insurance, retail, e-commerce, education, aviation, banking &amp; finance, telecommunication infrastructure, manufacturing, logistics and real estate.</p>
Terms and Conditions of Appointment/Re-appointment	As per the resolution set out in this notice
Details of remuneration sought to be paid	-
Details of remuneration last drawn (during the Financial Year 2023-24	-
Number of equity shares held in the Company	-
No. of Board Meetings attended	-
List of Directorships held in other Companies	<p>Nesco Limited  Elecon Engineering Company Limited  Kaira Can Company Ltd  Alembic Pharmaceuticals Limited  Onward Technologies Limited  Pardi Investments Private Limited  Indifoss Analytical Private Limited  St. Jude India Childcare Centres</p>
Chairmanship/Membership of Committees of other Board	<p><b>Elecon Engineering Company Limited</b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Chairman of Nomination &amp; Remuneration Committee</li> <li>• Chairman of Stakeholder Relationship Committee</li> <li>• Chairman of Risk Management Committee</li> </ul> <p><b>Nesco Limited</b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Chairman of Nomination &amp; Remuneration Committee</li> <li>• Member of Stakeholders Relationship Committee</li> <li>• Member of Corporate Social Responsibility Committee</li> <li>• Member of Risk Management Committee</li> </ul> <p><b>Kaira Can Company Limited</b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> </ul> <p><b>Alembic Pharmaceuticals Limited</b></p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> </ul> <p><b>Onward Technologies Limited</b></p> <ul style="list-style-type: none"> <li>• Chairman of Stakeholder Relationship Committee</li> <li>• Member of Risk Management Committee</li> </ul>
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.

## Annexure - B

### Item No. 1

Sr. No.	Particulars	Details
1	Name of Related Party	Emtici Marketing LLP
2	Nature of Relationship	Group Company
3	Nature and Material Terms of Contract	<ul style="list-style-type: none"> <li>- Commission payment as per Dealership Agreement</li> <li>- Purchase of Goods or Materials</li> <li>- Rendering Services</li> <li>- Availing Services</li> <li>- The Material modification terms and conditions are based on the agreement/contract which includes the commercial terms which are market linked.</li> </ul>
4	Whether in Ordinary Course of Business	Yes
5	Whether at Arm's Length basis	Yes
6	Expected value of approval being sought	23 crore
7	Justification as to how these RPTs is in the interest of the Company	These transactions are in the ordinary course of business and commercially beneficial to the Company. These are essential for the Company to achieve its sales targets.
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	13.4% of the turnover of the preceding financial year.
9	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
10	Details about valuation, arm's length and ordinary course of business	The Company evaluates quotations from various parties from time to time to justify the transactions entered at arm's length.
11	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	Emtici Marketing LLP helps the Company with its wide network and expertise in the mining industry to generate the business as well as provide after sales service and support to the customers. The Company pays commission as percentage of sales to avail these services.
12	Any other information relevant or important for the shareholders to take an informed decision	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

**By Order of the Board of Directors,**

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

**Rikenkumar Dalwadi**  
Company Secretary

**Place :** Vallabh Vidyanagar  
**Date :** 24<sup>th</sup> January, 2024