



31st January, 2024

To,

The Manager (Listing), The BSE Ltd. Mumbai	The Manager (Listing), National Stock Exchange of India Ltd. Mumbai
Company's Scrip Code: 505700	Company's Scrip Code: ELECON

Sub : Notice of Postal Ballot & E-Voting Schedule

Ref : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the above referred Regulation, please find attached herewith a copy of the Postal Ballot Notice, dated 25th January, 2024, alongwith the Explanatory Statement ("Postal Ballot Notice"), dispatched today, for seeking the approval of the members of Elecon Engineering Company Limited ("the Company") on the following item of Special Business:

Sr. No.	Description of Resolution	Type of Resolution
1.	Approval of the appointment of Shri Nirmal Bhogilal (DIN: 00173168) as a Non-Executive Independent Director and approval for continuing his Directorship upon attaining 75 years of age.	Special Resolution

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars"), the Postal Ballot Notice is being sent through e-mail to all those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with Depositories, Company and/or Link Intime India Private Limited ("RTA") as on Monday, 29th January, 2024 ("Cut-off date"). The schedule of events for the Postal Ballot is as given under:

Cut-off date (for dispatch and e-voting)	Monday, 29 th January, 2024
Completion date of sending of Postal Ballot Notice through e-mail	Wednesday, 31 st January, 2024
E-voting start date / time	Saturday, 3 rd February, 2024 (9:00 a.m. IST)
E-voting end date / time	Sunday, 3 rd March, 2024 (5:00 p.m. IST)
Date of declaration of results	Within 2 (Two) working days from the conclusion of the e-voting period.



Cranes



Rubber Industry



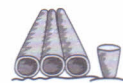
Marine Industry



Plastic Industry



Power Industry



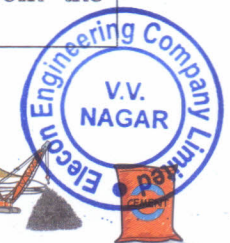
Steel Industry



Sugar Industry



Mining



Cement Industry

Gearing industries. Gearing economies.

The Company has engaged the services of Link Intime India Private Limited ("Link Intime" or "RTA") for facilitating e-voting to enable the members to cast their votes electronically. The Postal Ballot Notice alongwith e-voting instructions has been made available on the website of the Company at www.elecon.com and on the website of remote e-voting service providing agency viz., Link Intime at <https://instavote.linkintime.co.in/>.

You are requested to take the same on your records.

Thanking you.

Yours faithfully,
For Elecon Engineering Company Limited,

Bharti Isarani
Company Secretary & Compliance Officer

Encl.: As above





ELECON ENGINEERING COMPANY LIMITED

CIN: L29100GJ1960PLC001082

Registered Office: Anand-Sojitra Road, Vallabh Vidyanagar – 388120, Gujarat.

Ph. No.: (02692) 238701, 238702

Email ID: investor.relations@elecon.com | **Website:** www.elecon.com

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of Elecon Engineering Company Limited (the "Company") by means of Postal Ballot, by way of remote e-voting process ("e-voting").

The proposed resolution and the Explanatory Statement pursuant to Sections 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the applicable MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Shri S. Samdani (FCS: 3677) Partner of M/s. Samdani Shah and Kabra, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Sunday, 3rd March, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the Stock Exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit their report on e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.elecon.com, on the website of Link Intime India Private Limited and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. Sunday, 3rd March, 2024.

SPECIAL BUSINESS:

1. **To approve the appointment of Shri Nirmal Bhogilal (DIN: 00173168) as a Non-Executive Independent Director and approval for continuing his Directorship upon attaining 75 years of age.**

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 other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the Articles of Association of the Company, on the basis of recommendations of the Nomination and Remuneration Committee, Shri Nirmal Bhogilal (DIN: 00173168), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from 1st April, 2024, in terms of Section 161 of the Companies Act, 2013, 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 Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for five (5) consecutive years with effect from 1st April, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations including any amendment, modification, variation or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded for continuing Directorship of Shri Nirmal Bhogilal (DIN: 00173168) as a Non-Executive Independent Director of the Company, upon his attaining age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Registered Office:

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

Date : 25th January, 2024

Place : Vallabh Vidyanagar

**By Order of Board of Directors,
For Elecon Engineering Company Limited,**

**Bharti Isarani
Company Secretary**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the Special Business in respect of Item No. 1 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Monday, 29th January, 2024 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository(ies) through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. The Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purpose only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice alongwith the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. The details required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment forms part as **Annexure-A** of the Notice.
6. Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, can now register for the same by submitting a duly signed request in Form ISR-1 mentioning their folio number, complete address, e-mail address to be registered alongwith scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhar Card) supporting the registered address of the Member, by e-mail to the Company / RTA. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Monday, 29th January, 2024 being the Cut-Off date for the purpose. The members of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to cssamdani@gmail.com with a copy marked to insta.vote@linkintime.co.in.
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) period commences from Saturday, 3rd February, 2024 (9.00 a.m. IST) and ends on Sunday, 3rd March, 2024 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolution(s), if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Sunday, 3rd March, 2024. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

13. This Notice shall also be available on the website of the Company at www.elecon.com, websites of the Stock Exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of Link Intime India Limited at <https://instavote.linkintime.co.in>.
14. Documents referred to in the explanatory statement, if any, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.relations@elecon.com.

General information and instructions relating to e-voting:

- (i) The voting period begins on **Saturday, 3rd February, 2024 (9.00 a.m. IST) and ends on Sunday, 3rd March, 2024 (5.00 p.m. IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date viz., Monday, 29th January, 2024** may cast their votes electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHAREHOLDERS:

As per the SEBI circular dated 9th December, 2020, 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.
- 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.
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.
- 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 evoting.
- 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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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>.

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode 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.*

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>.

- o Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- o 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".

Registered Office:

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

**By Order of Board of Director,
For Elecon Engineering Company Limited,**

Date : 25th January, 2024
Place : Vallabh Vidyanagar

**Bharti Isarani
Company Secretary**

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

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), the following statement sets out the material facts relating to Item No. 1 of this Notice.

Item No. 1

Shri Nirmal Bhogilal (DIN: 00173168) is an industrialist and has a rich experience of more than 49 years in managing Machine Building and Engineering Industry. He is the Chairman of Batliboi Group. The Group's operations are in Machine Tools, Textile Machinery, Textile Air Engineering, Air-conditioning & refrigeration, Environmental Engineering, Wind Energy, Solar Energy and International Trade & Logistics. 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.

On the basis of the recommendations of the Nomination & Remuneration Committee, in terms of Section 161 of the Act, the Board of Directors of the Company at its Meeting held on 25th January, 2024, has approved the appointment of Shri Nirmal Bhogilal (DIN: 00173168), as a Non-Executive Independent Director as per the terms and conditions of his letter of appointment for a period of five (5) years with effect from 1st April, 2024 subject to approval of members. The Draft letter of appointment will be available for inspection by the Members electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect the same can send an email to investor.relations@elecon.com.

Shri Nirmal Bhogilal has given consent to act as a Director in terms of Section 152 of the Act and a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. He has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as a Non-Executive Independent Director as well as the Nomination and Remuneration Policy of the Company and he is independent of the Management. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member signifying his candidature for the office of Director.

In compliance with the provisions of Section 149 of the Act read with Schedule IV thereto and Regulation 25 of the SEBI Listing Regulations, his appointment as a Non-Executive Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of Independent Directors is available at the website of the Company.

In terms of the Regulation 17(1A) of the SEBI Listing Regulations, with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Shri Nirmal Bhogilal will attain the age of 75 years during the term of his appointment. In order to have an Independent Director from Engineering Industry on Board of Directors of the Company and to gain benefit from his varied experience, strong operational knowledge, deep understanding of multicultural business challenges and guidance on business strategy, your Board recommends his appointment for approval of the Members for continuation of his Directorship on attaining age of 75 years until the expiry of his current term which is upto 31st March, 2029.

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

Except Shri Nirmal Bhogilal, being an appointee and his relatives; none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

A brief profile of Shri Nirmal Bhogilal alongwith other details is attached to the notice and forming part of Explanatory Statement.

The Board of Directors recommends the special resolution as set out at Item No. 1 of this Notice for Members' approval.

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

**By Order of Board of Director,
For Elecon Engineering Company Limited,**

Date : 25th January, 2024
Place : Vallabh Vidyanagar

**Bharti Isarani
Company Secretary**

Annexure-A

Details of the Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2)

Name of Director	Shri Nirmal Bhogilal
Date of Birth	14-05-1949
Date of Appointment	01-04-2024
DIN	00173168
Qualifications	B. Sc. (Engg.), Chemical Engineering
Brief Resume & Expertise in specific Functional areas	<p>He is an industrialist and has a rich experience of more than 49 years in managing Machine Building and Engineering Industry. He is the Chairman of Batliboi Group. The Group's operations are in Machine Tools, Textile Machinery, Textile Air Engineering, Air-conditioning & refrigeration, Environmental Engineering, Wind Energy, Solar Energy and International Trade & Logistics.</p> <p>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.</p> <p>His core areas of expertise are management and leadership.</p>
Skills and Capabilities required for the Role and the manner in which he meets such requirements	He has a vast Experience of managing Machine Building and Engineering Industry. He has strong operational, deep understanding of multicultural business challenges. He has the requisite skills and capabilities for handling the desired roles & responsibilities as a Non-Executive Independent Director of the Company.
Terms and conditions of Appointment	As per the resolution set out in the notice.
Details of remuneration sought to be paid	Sitting Fees, reimbursement of expenses for participation in the Board meetings and Commission, if any, will be paid as approved by the Board of Directors of the Company or Members of the Company, as the case may be.
Details of remuneration last drawn	Not applicable
No. of Board meetings attended	Not applicable
List of Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	<ul style="list-style-type: none"> - Batliboi Limited - Eimco Elecon (India) Limited - Bhagmal Investments Private Limited - Chowgule Industries Private Limited - Delish Gourmet Private Limited - Hitco Investments Private Limited - Nirbhag Investments Private Limited - Pramaya Shares and Securities Private Limited - Batliboi Renewable Energy Solutions Private Limited - Bhogilal Trusteeship Private Limited - Solara Active Pharma Sciences Limited – Resigned as on 19/07/2023
Chairman/Membership of Committees in other Companies (along with listed entities from which the person has resigned in the past three years)	<p>Batliboi Limited</p> <ul style="list-style-type: none"> - Stakeholders' Relationship Committee – Member <p>Eimco Elecon (India) Limited</p> <ul style="list-style-type: none"> - Audit Committee – Member - Nomination & Remuneration Committee – Member
No. of Shares held in the Company (including shares held as a beneficial owner)	Nil
Relationship with any Director, Manager and Key Managerial Personnel of the Company	Shri Nirmal Bhogilal is not related to any of the Directors, Manager or Key Managerial Personnel of the Company.