

D. G. Bhimani & Associates

Company Secretaries

Ph.: 02692 - 250343 M. 98242 79393 207, "NATHWANI CHAMBERS" Nr. Patel Market, Sardar Gunj, Anand - 388 001 Email: dgbhimani@yahoo.co.in

Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
41st Annual General Meeting of the Equity Shareholders
Of Eimco Elecon (India) Limited held on Thursday, 13th Day of August, 2015 at
4.30 PM at its Registered Office at Vallabh Vidyanagar - 388 120.

Dear Sir,

I Dinesh G. Bhimani, Proprietor of D. G. Bhimani & Associates, Company Secretaries having its office at 207, Nathwani Chambers, Sardargunj, Anand – 388001 have been appointed as Scrutinizer for remote e-voting and the poll taken on the below mentioned resolution(s), at the 41st Annual General Meeting of the Equity Shareholders of Eimco Elecon (India) Limited held on 13th Day of August, 2015 at 4.30 PM at the Registered Office of the Company at Vallabh Vidyanagar - 388 120, submit my report as under:

- 1. The e-voting period commenced on 10th August, 2015 from 9.00 AM and concluded on 12th August, 2015 at 5.00 PM. The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
- 2. The shareholders holding shares as on the cut-off date i.e. 7th August, 2015 were entitled to vote on the proposed resolutions (item No. 1 to 8 as set out in the Notice of 41st Annual General Meeting of the Company.)
- 3. The votes were unblocked at Vallabh Vidyanagar on 13th August, 2015 at 5.20 p.m. in the presence of two witness Mr. Harbinder T. Shreni, Chartered Accountant (26-27, Sardar Patel Society, Vallabh Vidyanagar 388120) and Mr. Nirav K. Mehta Chartered Accountant (6, Ankur Society, Nr. NDDB Wall, Anand 388001) who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence

Name: CA Harbinder T. Shreni

Name: CA Niray K. Mehta

4. Members have either voted electronically or through ballot. There is no instance of duplication of voting.

5. The results of e-voting along with the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the E-voting website of CDSL. The combined results of the voting is as under:

RESOLUTION NO. 1 - ORDINARY RESOLUTION

Adoption of Audited Financial Statements of the Company for the Financial Year ended 31-3-2015 together with the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

(i) Voted ill lavou	of the resolution.		
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
Tota	No. of members vo	oted	33
Total number of votes casted by them		3108453	
Percentage of total voting		100	

(ii) Voted against the resolution:

(II) Voteu against	the resolution.		
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
. 0	0	0	0
Tota	al No. of members vo	oted	0
Total number of votes cast by them		0	
Percentage of total voting			0

(iii) Invalid votes:

Total number of members	Total number of votes
whose votes were declared invalid	cast by them
0	0

RESOLUTION NO. 2 - ORDINARY RESOLUTION

Declaration of Dividend for the Financial Year ended 31-03-2015...

(i) Voted in favour of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
Tota	l No. of members vo	oted	33
Total number of votes casted by them		3108453	
Percentage of total voting		100	

(ii) Voted against the resolution:

(II) Vocca againe	CITC I COOTACIOITI		
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Tota	No. of members vo	oted	Onis
Total number of votes cast by them			0
Percentage of total voting			CO NIANI

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	Ö

RESOLUTION NO. 3 - ORDINARY RESOLUTION

Appointment of a Director in place of Mr. P. M. Patel, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
Tota	No. of members vo	ted	33
Total number of votes casted by them		3108453	
Percentage of total voting		100	

(ii) Voted against the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Tota	No. of members vo	oted	0
Total number of votes cast by them		- 0	
Percentage of total voting		0	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	Ó

RESOLUTION NO. 4 - ORDINARY RESOLUTION

Appointment of M/s. Talati and Talati, Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
Tota	No. of members vo	oted	33
Total nu	umber of votes caste	ed by them	3108453
Percentage of total voting			an fool

M ANAND CP-6628

c. s.

(ii) Voted against the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Tota	l No. of members vo	ted	0
Total number of votes cast by them		0	
Percentage of total voting		0	

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	
0	0	

RESOLUTION NO. 5 - ORDINARY RESOLUTION

Appointment of Mrs. Manjuladevi Shroff as an Independent Director of the Company

(i) Voted in favour of the resolution:

(i) Voced III lavou	of the resolution.		
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
Tota	l No. of members vo	ted	33
Total nu	umber of votes caste	ed by them	3108453
Per	centage of total voti	ng	100

(ii) Voted against the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Tota	l No. of members vo	ted	0
Total no	umber of votes cast	by them	0
Per	centage of total voti	ng	> 0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
O O	cast by them
U	U

RESOLUTION NO. 6 - ORDINARY RESOLUTION

Change in remuneration payable to Wholetime Director of the Company

ANAND ANAND CP-6628 5

(i) Voted in favour of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
	No. of members vo		33
	imber of votes caste		3108453
Pero	centage of total voti	ng	100

(ii) Voted against the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
	No. of members vo		0
	imber of votes cast		0
Per	centage of total voti	ng	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

RESOLUTION NO. 7 - ORDINARY RESOLUTION

To ratify remuneration to M/s. Y. S. Thakar and Co. as Cost Accountants of the Company for F.Y. 2015-16

(i) Voted in favour of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
	l No. of members vo		33
	umber of votes caste		3108453
Per	centage of total votil	ng	100

(ii) Voted against the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
	No. of members vo		0
	imber of votes cast		0
Per	centage of total voti	ng	0

(III) Invalid Votes:	
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0 /m/A

RESOLUTION NO. 8 - SPECIAL RESOLUTION

Approval of Related Party Transactions

(i) Voted in favour of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
7	283353	12	4300
Tota	l No. of members vo	oted	19
Total n	umber of votes cast	ed by them	287653
Per	centage of total vot	ing	99.80

(ii) Voted against the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	1	580
Tota	l No. of members vo	oted	1
	umber of votes cast		580
Per	centage of total vot	ing	0.20

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

- 6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution through electronic means and ballot papers is enclosed.
- 7. The relevant records relating to electronic voting and ballot papers shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the 41st Annual General Meeting and the same shall thereafter be handed over to the Chairman/Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully,

For D. G. Bhimani & Associates (Dinesh G. Bhimani)

Proprietor (C.P. No. 6628) ANAND CP-6628 OC. S. C. S. C. S.

Place : Anand

Date : 13.08.2015

To adopt Audited Financial Statements of the year ended March 31, 2015 alongwith Statement of Profit & Loss, Directors' Report and Auditors' Report thereon & Consolidated Audited Financial Statement.

			% of Votes				
No. of shares held - 1	hares	No. of votes shares polled - 2 (3)=[(2)	rolled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1		2	3	4	2	9	7
			Mode of Voting: (E-voting)	(E-voting)			
4	4271795	1815504	42%	1815504	C	2000	
						%00T	%0
383	276428	276428	100%	276428	0	100%	000
1	1220162	6925	1%	6925	0	1000	80
5	5768385	2098857	36%	206	0	100%	%0
		N	Mode of Voting: (Physical Ballot)	veical Ballot		0/00/	0.70
			1.0	Common many (
47	4271795	1003416	23%	1003416	0	100%	%0
2	276428	0	%0	0	0	700	d
12	1220162	6180	1%	6180		10001	%0
57	5768385	1009596	18%	1009596		100.00	0%0
5.	5768385	3108453	54%	3108453		10007	0,0
The state of the state of		A79.	The state of the s	VANVENO	0	100%	0%0

Note: The aforesaid resolution was passed with requisite majority

For EIMCO ELECON (INDIA) LTD.,

M.G. RAO WHOLETIME DIRECTOR

Date: 14-08-2015 Place: Vallabh Vidyanagar

de

To declare dividend for the year 2014-15.

			% of Votes Polled		3	% of Votes in	
	No of charge	No of motor	on outstanding	No. of	No. of	favour on votes	
Promoter/Public	held - 1	polled - 2	(3)=[(2)/(1)]*100	Votes in favour - 4	Votes against - 5	Votes polled against - 5 (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	2	9	7
			Mode of Voting: (E-voting)	(E-voting)			
Promoter and	4071705	1915504					
Dublic	12/1/20	#DCCTOT	9/74	1010004	0	100%	%0
Institutional	276428	276428	100%	276478		70001	
Public-Others	1920163	5005					
Total (A)	2010221	2000000			0		0%
I Otal (A)	2/02382	708827	36%	2098857	0	2001	%0
			Mode of Voting: (Physical Ballot)	ysical Ballo	t)		
Promoter and Promoter Group	4271795	1003416	%866	1003416	C	7000F	700
Public Institutional							
holders	276428	0	%0	0	0	%0	%0
Public-Others	1220162	6180	1%	6180	0	100%	%0
Total (B)	5768385	1009596	18%	1009596	0	100%	%0
Result (A + B)	5768385	3108453	54%	3108453	0		700

For EIMCO ELECON (INDIA) LTD.,

M.G. RAO WHOLETIME DIRECTOR

Re-appointment of Shri P. M. Patel, who retires by rotation.

Promoter/Public	No. of shares held - 1	No. of votes polled - 2	% or votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour - 4	No. of Votes	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
	1	2	3	4	S	9	7
			Mode of Voting: (E-voting)	g: (E-voting)			
Promoter and Promoter Group	4271795	1815504		1815504	0	7004	760
Public							
Institutional	276428	276438	70001	004376	ā		
n th Ou	0710/7	27.0470		177		2001	%0
Public-Others	1220162	6925	1%	6925	0	100%	%0
Total (A)	5768385	2098857	36%	2098857	0	100%	
			Mode of Voting: (Physical Ballot)	Physical Ballot)			
Promoter and							
Promoter Group	4271795	1003416	23%	1003416	0	100%	%0
Public							
Institutional							
holders	276428	0	%0	0	0	%0	%0
Public-Others	1220162	6180	1%	6180	0	100%	
Total (B)	5768385	1009596	18%	1009596	0	100%	%0
Result (A + B)	5768385	3108453	24%	3108453	U	1000/	

Note: The aforesaid resolution was passed with requisite majority

For EIMCO ELECON (INDIA) LTD.,

M.G. RAD WHOLETIME DIRECTOR

Appointment of M/s Talati & Talati, Chartered Accountants, as Auditors and fixing their remuneration.

			% of Votes Polled on			% of Votes in favour on votes	% of Votes against on votes
Promoter/Public	No. of shares held - 1	No. of votes polled - 2	outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour - 4	No. of Votes against - 5	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
	1	2	8	4	S	9	7
			Mode of Voting: (E-voting)	(E-voting)			
Promoter and Promoter Group	4271795	1815504		1815504		9001	200
Public Institutional							
holders	276428	276428	100%	276428		0 100%	%0
Public-Others	1220162	6925	1%	6925	0	100%	
Total (A)	5768385	2098857	36%	2098857	0		
			Mode of Voting: (Physical Ballot)	rysical Ballot)			
Promoter and							
Promoter Group	4271795	1003416	23%	1003416	0	100%	%0
Public Institutional							
holders	276428	0	%0	0	0	%0	%0
Public-Others	1220162	6180	1%	0819	0	100%	
Total (B)	5768385	1009596	18%	1009596	0	100%	
Result (A + B)	5768385	3108453	54%	3108453	0	1000%	

For EIMCO ELECON (INDIA) LTD.,

M.G. RAD WHOLETIME DIRECTOR

Appointment of Mrs. Manjuladevi Shroff as an Independent Director for a period of 5 consecutive years from 13-08-2015.

Promoter/Public	No. of shares held - 1	No. of votes polled - 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour - 4	No. of Votes against - 5	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
	1	2	3	4	ro.	9	7
			Mode of Vot	Mode of Voting: (E-voting)			
Promoter and Promoter Group	4271795	1815504		1815504		9001	
Public						100%	9,0
Institutional holders	276428	276428	100%	976428		9001	
Public-Others	1220162	6925					
Total (A)	5768385	2008847		200			
	anana in	7000207		7099607	0	100%	%0
			Mode of Voting: (Physical Ballot)	(Physical Ballo	(t)		
Promoter and							
Promoter Group	4271795	1003416	23%	1003416	0	100%	760
Public							
Institutional							
holders	276428	0	%0	0	0	%0	700
Public-Others	1220162	0819	1%	6180	0	10	700
Fotal (B)	5768385	1009596	18%	1009596	0		9/0
Result (A + B)	5768385	3108453	240%	2108452			0/0

For EIMCO ELECON (INDIA) LTD.,

M.G. RAO WHOLETIME DIRECTOR

Change in Remuneration payable to Shri M.G. Rao, Executive Director

Promoter/Public	No. of shares held - 1	No. of votes polled - 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour - 4	No. of Votes against - 5	% of Votes on votes in favour against on votes on votes polled polled (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)1*100
	1	2	3	4	S	9	7
			Mode of Voting: (E-voting)	ng: (E-voting)			
Promoter and Promoter Group	4271795	1815504		1815504		100%	%0
Public Institutional							
holders	276428	276428	100%	276428		100%	%0
Public-Others	1220162	6925	1%	6925		0 100%	
Total (A)	5768385	2098857	36%	2098857		100%	
			Mode of Voting: (Physical Ballot)	(Physical Ballo	(t)		
Promoter and Promoter Group	4271795	1003416	23%	1003416		100%	%0
Public Institutional							
holders	276428	0	%0	0		%0	%0
Public-Others	1220162	6180	1%	6180		0 100%	
Total (B)	5768385	1009596	18%	1009596		0 100%	
Result (A + B)	5768385	3108453	54%	3108453		100%	%0

For EIMCO ELECON (INDIA) LTD.,

M.G. RAO WHOLETIME DIRECTOR

Ratification of remuneration payable to Cost Auditors for the year 2015-16.

			% of Votes Polled			% of Votes in	% of Votes
Promoter/Public	No. of shares held - 1	No. of votes polled - 2	on outstanding shares (3)=[(2)/(1)]*100	No. of Votes Votes in favour - 4 agains	No. of Votes against - 5	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)1*100
	1	2	3	4	ro	9	DOT 1/-1/1/1
			Mode of Voting (F-voting)	(F-voting)			,
Promoter and			0	(9,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
Promoter Group	4271795	1815504	42%	1815504		70000	
Public					0	%00J	%0
Institutional							
holders	276428	276428	100%	276428	C	10000	14
Public-Others	1220162	5669			0	%001	%0
Total (A)	576930E	2000000		C760	0	100%	%0
(wal suma	0000010	7029207	36%	2098857	0	100%	760
			Mode of Voting: (Physical Rallot)	veical Rallott			800
Promoter and			(m-1) -Q	area carrot			
Promoter Group	4271795	1003416	23%	1003416	C	9	
Public			0/ 0/2	01#6001	0	100%	%0
Institutional							
holders	276428	0	%0	C	C	1000	
Public-Others	1220162	6180	%-	0819		%0	%0
Fotal (B)	5768385	1009596	18%	1000502	0	2001	%0
Result (A + B)	5768385	3108452	E 40.70	0202001	0	%001	%0
Note: TT.	0000000	CCEONTO	0.4%	3108453	0	100%	7 ₀ U

For EIMCO ELECON (INDIA) LTD.,

M.G. RAO WHOLETIME DIRECTOR

Consent to Related Party Transactions with Elecon Engineering Co. Ltd.

			% of Votes Polled			% of Votes in	% of Votes
Promoter/Public	No. of shares	No. of votes	on outstanding shares (3)=[(2)/(1)]*100	No. of Votes Votes in favour - 4 agains	No. of Votes	favour on votes polled (6)=[(4)/(2)]*100	against on votes polled
	1	2	3	4	5	9	7
			Mode of Voting; (E-voting)	(E-voting)			
Promoter and	1071705				C	900	
Tromoter Group	44/1/20						0.00
rublic						2	
holders	276428	276428	100%	276428	0	100%	%0
Public-Others	1220162	6925	1%	6925	0	100%	%0
Total (A)	5768385	283353	2%	283353	0	100%	
			Mode of Voting: (Physical Ballot)	ysical Ballot)			
Promoter and							
Promoter Group	4271795	0	%0	0	0	%0	%0
Public							
Institutional							
holders	276428	0	%0	0	0	%0	%0
Public-Others	1220162	4880	0.40%	4300	580	88%	12%
Total (B)	5768385	4880	%80.0	4300	580	88%	12%
Result (A + B)	5768385	288233	5%	287653	580	100%	20%

For EIMCO ELECON (INDIA) LTD.,

M.G. RAO WHOLETIME DIRECTOR

Place: Vallabh Vidyanagar Date: 14-08-2015