



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

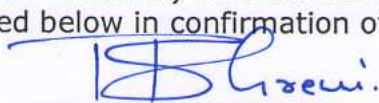
41st Annual General Meeting of the Equity Shareholders

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.

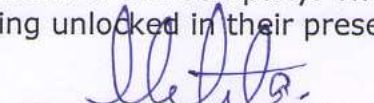
Dear Sir,

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. NDDDB 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 Nirav 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:

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
Total No. of members voted			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
Total No. of members voted			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. 2 – ORDINARY RESOLUTION

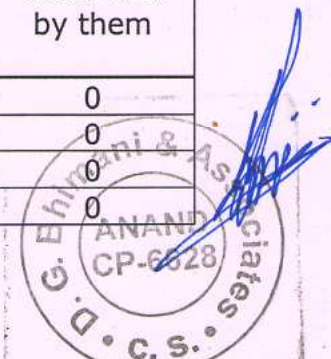
Declaration of Dividend for the Financial Year ended 31-03-2015..

(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
Total No. of members voted			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
Total No. of members voted			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. 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
Total No. of members voted			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
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

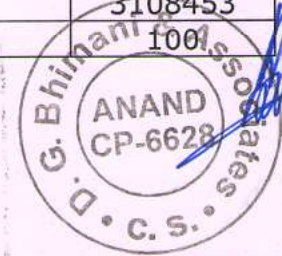
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

RESOLUTION NO. 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
Total No. of members voted			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
Total No. of members voted			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:

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
Total No. of members voted			33
Total number of votes casted by them			3108453
Percentage of total voting			100

(ii) Voted **against** the resolution:

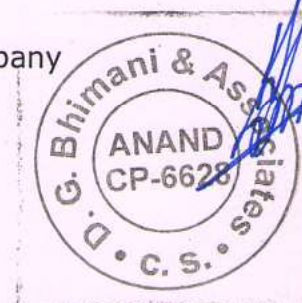
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	0	0
Total No. of members voted			0
Total number of votes cast by them			0
Percentage of total voting			0

(iii) **Invalid** votes:

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

RESOLUTION NO. 6 – ORDINARY RESOLUTION

Change in remuneration payable to Wholetime Director of the Company



(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
Total No. of members voted			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
Total No. of members voted			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. 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:

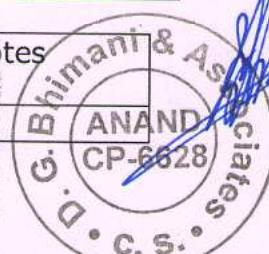
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
12	2098857	21	1009596
Total No. of members voted			33
Total number of votes casted by them			3108453
Percentage of total voting			100

(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
Total No. of members voted			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. 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
Total No. of members voted			19
Total number of votes casted by them			287653
Percentage of total voting			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
Total No. of members voted			1
Total number of votes cast by them			580
Percentage of total voting			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)



Place : Anand
Date : 13.08.2015

Resolution - 1

Ordinary Resolution

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.

	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 (7)=[(5)/(2)]*100
Promoter/Public	1	2	3	4	5	6	7
Mode of Voting: (E-voting)							
Promoter and Promoter Group	4271795	1815504	42%	1815504	0	100%	0%
Public Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	2098857	36%	2098857	0	100%	0%
Mode of Voting: (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%	0%
Total (B)	5768385	1009596	18%	1009596	0	100%	0%
Result (A + B)	5768385	3108453	54%	3108453	0	100%	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

Resolution - 2

Ordinary Resolution

To declare dividend for the year 2014-15.

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 (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting)							
Promoter and Promoter Group	4271795	1815504	42%	1815504	0	100%	0%
Public Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	2098857	36%	2098857	0	100%	0%
Mode of Voting: (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%	0%
Total (B)	5768385	1009596	18%	1009596	0	100%	0%
Result (A + B)	5768385	3108453	54%	3108453	0	100%	0%

Note: The aforesaid resolution was passed with requisite majority

For EIMCO ELECON (INDIA) LTD.,


M.G. RAO
WHOLETIME DIRECTORDate : 14-08-2015
Place : Vallabh Vidyanagar

Resolution - 3

Ordinary Resolution

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

Promoter/Public	No. of shares held - 1	No. of votes polled - 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	Mode of Voting: (E-voting)			% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
				No. of Votes in favour - 4	No. of Votes against - 5			
Promoter and Public	4271795	1815504	42%	1815504	0		100%	0%
Institutional holders	276428	276428	100%	276428	0		100%	0%
Public-Others	1220162	6925	1%	6925	0		100%	0%
Total (A)	5768385	2098857	36%	2098857	0		100%	0%
Mode of Voting: (Physical Ballot)								
Promoter and Public	4271795	1003416	23%	1003416	0		100%	0%
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		100%	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

Resolution - 4

Ordinary Resolution

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

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 (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	4271795	1815504	42%	1815504	0	100%	0%
Public Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	2098857	36%	2098857	0	100%	0%
Mode of Voting: (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%	0%
Total (B)	5768385	1009596	18%	1009596	0	100%	0%
Result (A + B)	5768385	3108453	54%	3108453	0	100%	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

Resolution - 5

Ordinary Resolution

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 (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Mode of Voting: (E-voting)							
Promoter and Promoter Group	4271795	1815504	42%	1815504	0	100%	0%
Public							
Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	2098857	36%	2098857	0	100%	0%
Mode of Voting: (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%	0%
Total (B)	5768385	1009596	18%	1009596	0	100%	0%
Result (A + B)	5768385	3108453	54%	3108453	0	100%	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

Resolution - 6

Ordinary Resolution

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

	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 (7) = [(5)/(2)]*100
Promoter/Public	1	2	3	4	5	6	7
Mode of Voting: (E-voting)							
Promoter and Promoter Group	4271795	1815504	42%	1815504	0	100%	0%
Public							
Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	2098857	36%	2098857	0	100%	0%
Mode of Voting: (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%	0%
Total (B)	5768385	1009596	18%	1009596	0	100%	0%
Result (A + B)	5768385	3108453	54%	3108453	0	100%	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

Resolution - 7

Ordinary Resolution

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

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 (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Public	4271795	1815504	42%	1815504	0	100%	0%
Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	2098857	36%	2098857	0	100%	0%
Mode of Voting: (Physical Ballot)							
Promoter and Public	4271795	1003416	23%	1003416	0	100%	0%
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	100%	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

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

	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 (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	4271795	0	0%	0	0	0%	0%
Public							
Institutional holders	276428	276428	100%	276428	0	100%	0%
Public-Others	1220162	6925	1%	6925	0	100%	0%
Total (A)	5768385	283353	5%	283353	0	100%	0%
Mode of Voting: (Physical 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	0.08%	4300	580	88%	12%
Result (A + B)	5768385	288233	5%	287653	580	100%	20%

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