

EIMCO ELECON (INDIA) LTD.

(CIN : L29199GJ1974PLC002574)

Registered Office : Vallabh Vidyanagar 388 120, Dist. Anand, Gujarat

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

Phone : 02692-230502 / 230602, Fax : 02692-236506

Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), that Eimco Elecon (India) Ltd. (the "Company") is seeking the consent of its members for the Special Business to be transacted by passing a Special Resolution through Postal Ballot. The explanatory statement stating all material facts and the reasons for the proposal is also appended for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote through the e-Voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat the Notice as intimation only.

Mr. D.G. Bhimani, Company Secretary in Practice, has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through physical form, you are requested to carefully read the instructions printed in the accompanying Postal Ballot Form and return the same alongwith assent (FOR) or dissent (AGAINST), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before 6.00 p.m. on July 30, 2014. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Company is pleased to offer e-voting facility as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

The Scrutinizer will submit his report to the Wholetime Director OR Company Secretary of the Company after completion of the scrutiny. Results of the Postal Ballot will be announced on August 4, 2014.

The declaration of results as stated above shall be treated as declaration of results of a meeting of the shareholders as per the provisions of the Rules. The results of the Postal Ballot alongwith the Scrutinizer's Report will be posted on the Company's website viz. www.eimcoelecon.in.

As required under Clause 35B of the Listing Agreement and in compliance with Section 108 of the Companies Act and the Rule 20 of the Rules, the Company is providing e-voting facility to the members of the Company and in this regard, it has engaged the services of Central Depository Services (India) Ltd. Detailed instructions to use the e-voting facility are given in the Notice.

Special Resolution :

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, the Companies Act, 2013 (the "Companies Act") read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, consent of the members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to sell, lease or otherwise dispose of whole or substantially the whole of any such undertaking of the Company or create mortgage, charge and/or hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with granting the power to take over the management of the Company in certain events, to or in favour of financial institutions, non-banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as "Lending Agencies") or trustees for the holders of debenture/bonds and/or other instruments or otherwise, to secure rupee term loan/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding Rs.100 crores (Rupees One

Hundred Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the borrowings of the Company or borrowings of any other company as the Board may deem necessary. “

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecation and to accept any modifications to, or to vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The borrowings by the Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immoveable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and/or charge on any of the moveable and/or immoveable properties and/or the whole or any part of undertaking(s) of the Company, to secure borrowings of the Company or any of its holding, subsidiary, affiliate or associate Company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence, it is necessary for the members to pass a special resolution under the said Section.

Further, Section 110(1)(a) of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, provides that company shall obtain any such consent only through postal ballot. Hence, consent of the Shareholders is solicited for passing a Special Resolution by way of postal ballot as detailed in Item No. 1.

The Board has appointed Mr. D.G.Bhimani, a practicing Company Secretary, as a Scrutinizer for conducting the postal ballot voting process. Members are requested to return the postal ballot form in the self-addressed prepaid envelope (forwarded with this Notice) so as to reach the Scrutinizer before the closure of working hours on 30th July, 2014.

The Board commends passing of the resolution as set out at Item No. 1.

None of the Directors, Key Managerial Personnel or their relatives is in any way, concerned or interested in the said resolution.

By order of the Board,
For EIMCO ELECON (INDIA) LTD.,

Nilesh D. Shelat
Company Secretary

Place : Vallabh Vidyanagar
Date : 23-06-2014

Registered Office :
Vallabh Vidyanagar 388 120
Dist. Anand, Gujarat

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act in respect to the resolutions is annexed to this Notice.
2. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during office hours.
3. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail ids with the Company) whose names appear in the Register of Members/Record of Depositories as on 20-06-2014 and those will also be considered for voting.
4. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the members as on 20-06-2014
5. Resolution passed by the members through Postal Ballot is deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. A Postal Ballot Form alongwith self-addressed postage pre-paid envelope is also enclosed. The members voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot Form.
7. The Scrutinizer will submit his report to the Wholetime Director of the Company or the Company Secretary after the completion of scrutiny of Postal Ballot Forms received. The results of the Postal Ballot will be declared on 04-08-2014 by uploading it alongwith the Scrutinizer's Report on the website of the Company at www.eimcoelecon.in and will also be informed to the Stock Exchanges. The date of declaration of the result of the voting will be taken to be the date of passing of the Special Resolution.
8. In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-Voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid. For the purpose, the Company has signed an agreement with the Central Depository Services (India) Ltd. ("CDSL") for facilitating e-voting.
9. Voting through electronic means E-Voting:

The COMPANY is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically .

The instructions for E-Voting are as under :

Step1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

Step2. Click on "Shareholders" tab.

Step3. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

- (i) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (ii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user follow the steps given below.

Step4. Now, fill up the following details in the appropriate boxes:

Description	For members holding shares in Demat Form	For members holding shares in Physical Form
PAN Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: EEIL12345Z	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: EEIL12345Z
DOB*	Enter the date of birth recorded in the demat account or registered with the company for the demat account in DD/MM/YYYY format	Enter the date of birth recorded in the folio under which you are going to vote in DD/MM/YYYY format
Dividend Bank Details*	Enter your dividend bank details(Account Number) recorded in the demat account or registered with the company for the demat account	Enter your dividend bank details (Account Number) recored in the folio under which you are going to vote.

*Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

(Option 1) If the Date of Birth & Bank Account Details both are not updated with the Company/Depository Participant then please enter value as 01/01/2014.

(Option 2) Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter the 01/01/2014 in the Dividend Bank details field.

(They can choose any one option of the above [Option 1 or Option 2] regarding Date of Birth & Bank Account Details. If they opt for default value in Bank Account details / PAN please see the same is uploaded in the ROM file by the RTA. The default value should be exactly same including the same case as all login details are case sensitive.)

Step 5. After entering these details appropriately, click on “SUBMIT”

Step 6.

- Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 7. Click on the relevant EVSN on which you choose to vote.

Step 8. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step 9. Click on the Resolution File Link if you wish to view the Notice.

Step 10. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 11. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- The voting period begins on 30th June, 2014 at 10.00 a.m. and ends on 30th July, 2014, at 6.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/delete it subsequently.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.