

EIMCO ELECON (INDIA) LIMITED

(CIN : L29199GJ1974PLC002574)

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

E-mail : investor@eimcoelecon.in

Website : www.eimcoelecon.in

Phone : 02692 - 230502 / 230602,

Fax : 02692 - 236506

NOTICE OF THE 45TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 45th Annual General Meeting of members of EIMCO ELECON (INDIA) LIMITED will be held on Thursday, 25th day of July, 2019 at 02:30 p.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat, to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (Both Standalone and Consolidated) of the Company for the financial year ended on 31st March, 2019 and the Reports of the Board of Directors & Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended on 31st March, 2019.
3. To appoint a Director in place of Shri Pradip M. Patel (DIN: 00012138), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and are hereby accorded to pay such remuneration by way of commission for a period of five (5) years

commencing from April 1, 2019, not exceeding in aggregate 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, with authority to the Board to determine the manner and proportion in which the amount be distributed among to all the Non-Executive Directors of the Company.

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

5. To consider and if thought fit, to pass following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus taxes as applicable and out of pocket expenses incurred in connection with the audit to Messrs Y. S. Thakar & Co., Cost Accountants (Registration No.000318) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2020, be and is hereby ratified.

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

By Order of the Board of Directors,

Registered Office:

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

Rikenkumar Dalwadi
Company Secretary

Date : 7th May, 2019

**NOTES :**

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under Item No. 4 and Item No. 5 of the accompanying Notice are annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY/PROXIES FORM/S IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

3. The Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. Duplicate attendance slip or copy of the Annual Report will not be made available at the AGM Venue.

5. As required by Regulation 36 of the SEBI (LODR) Regulations, 2015 (Listing Regulations) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking re-appointment at the ensuing AGM are given in the Annexure to the Notice of the

AGM.

6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday, Sunday & Public Holidays) between 10:00 a.m. to 12:00 noon up to the date of this AGM.

7. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/ Company.

8. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

9. The Register of Members & Share Transfer Books of the Company will be closed from Friday, 19th July, 2019 to Thursday, 25th July, 2019 (both days inclusive).

10. The payment of dividend on equity shares as recommended by the Board of Directors for the Financial Year ended on 31st March, 2019 when declared at the meeting will be paid:

i. To those members whose names appear in the Register of Members of the Company on Friday, 19th July, 2019.

ii. In respect of shares held in electronics form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, (CDSL) at the end of business hours on Thursday, 18th July, 2019.

11. The dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched on/after Monday, 29th July, 2019.

12. The Members desiring to have any information on accounts are requested to write to the Company Secretary at least one week in advance of the meeting to enable the Company to keep the information ready.
13. A route map showing the direction to reach the venue of the Annual General Meeting is enclosed in this Report.
14. In compliance with the requirements laid down in Section 124(6) of the Companies Act, 2013 read with the “Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all equity shares in respect of which dividends had remained unclaimed by the shareholders for seven consecutive years or more i.e. for Financial Year 2010-11, to the IEPF Suspense Account.

Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and Rules made thereunder. The details of the shareholders whose equity shares/dividend had been transferred to the IEPF Suspense Account are available on the website of the Company i.e. www.eimcoelecon.in.

To know necessary guidelines and procedures for claiming the dividend and shares from IEPF, please login in to <http://www.iepf.gov.in/IEPFA/refund.html>.

15. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the R&T Agent of the Company.
In case the shares are held in dematerialized form, then information should be furnished directly to their respective Depository Participant (DP) only.
16. Members are requested to send all their documents and communications pertaining to shares to the Registrar & Transfer (R & T) Agent of the Company – Link Intime India Private Limited at their address

at B-102 &103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Nr. Radhakrishna Crossing, Akota, Vadodara - 390 020, Tel. No. +91 265 2356573/2356794, for both physical and demat segments of Equity Shares.

Please quote on all such correspondence – “Unit – Eimco Elecon (India) Limited.” For Shareholders queries – Tel. No. +91 265 2356573, 2356794, Email ID vadodara@linkintime.co.in Website www.linkintime.co.in.

17. The instructions and other information relating to Remote E-Voting are as under:
 - (i) The voting period begins on Monday, 22nd July, 2019 at 09.00 a.m. and ends on Wednesday, 24th July, 2019 at 5.00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 18th July, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Address Stickers, which is affixed on the Annual Report.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant EIMCO ELECON (INDIA) LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app – “m-Voting” for e-voting. m-Voting app is available on Apple-IOS, Android & Windows based Mobiles. Shareholders may log into m-voting using their e-voting credentials to vote for the Company resolution(s).
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

COMMENCEMENT OF REMOTE E-VOTING PERIOD:

1. The e-voting period commences on Monday, 22nd July, 2019 (09.00 a.m.) and ends on Wednesday, 24th July, 2019 (5.00 p.m.). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

The scrutinizer shall, on conclusion of the e-voting, unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and forward to the Chairman of the Company.

The Results shall be declared on or after the Annual General Meeting of the Company. The results declared alongwith the Scrutinizer’s Report

- shall be placed on the Company's website www.eimcoelecon.in and the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
2. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company.
 3. Shri Dineshkumar G. Bhimani, Practicing Company Secretary (Membership No. FCS: 8064; CP No: 6628) has been appointed as the Scrutinizer to scrutinize the e-voting process.
 4. Facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.
 5. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 6. Voting rights be reckoned on the paid up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding)as on the cut-off date i.e. Thursday, 18th July, 2019.

By Order of the Board of Directors,

Registered Office:

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

Date : 7th May, 2019

Rikenkumar Dalwadi
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES Act, 2013****Item No. 4**

The members of the Company at its 40th Annual General Meeting held on 5th August, 2014 had approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, not exceeding 1% (one percent) per annum of the net profits of the Company computed in the manner referred to Section 198 of the Companies Act, 2013. The approval was valid for a period of five (5) years commencing from 1st April, 2014 to 31st March, 2019.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors of the Company (other than the Managing Director/the Whole-time Director/ the Executive Director), it is proposed that remuneration by way of commission for a period of five (5) years commencing from April 1, 2019, not exceeding in aggregate 1% (one percent) of the net profits of the Company for each financial year, calculated in accordance with Section 198 of the Companies Act, 2013, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval of the Board of Directors of the Company.

The said remuneration to the Non-Executive Directors of the Company shall be in addition to the sitting fee payable to them for attending the meetings of the Board and Committee thereof.

All the Directors of the Company except Shri M. G. Rao, Whole-time Director are interested in the Resolution set out at Item No. 4 of the accompanying Notice, since it relates to their respective remuneration. Shri Prayasvin B. Patel, Executive Director of the Company is a relative of Shri Pradip M. Patel. None of the Key Managerial Personnel of the Company and their relatives is in any

way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the special resolution set out at Item No. 4 of the Notice for approval by the members.

Item No.5

The Board of Directors at its meeting held on 7th May, 2019, upon the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2020 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees
1.	Y. S. Thakar & Co.	Engineering	₹ 40,000/- Plus Govt. Levies/Taxes as applicable and out of pocket expenses at actual.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2020, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Details of the Director seeking appointment / re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of Director	Shri Pradip M. Patel
Date of Birth	5 th November, 1947
Date of first appointment on the Board	11 th January, 1996
DIN	00012138
Nationality	British
Qualifications	MBA (USA)
Brief Resume and Expertise in specific Functional areas	He had engaged in the field of Bearing Industry for over 4 decades. He has expertise in the areas of strategy and business development, corporate management and leadership.
Terms and Conditions of Appointment / Re-appointment	As per the Resolution at Item No. 3 of the 45 th Annual General Meeting
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn	For the Financial Year 2018-19, Sitting Fees of ₹ 2,47,500/- for attending Board and Committee meetings; and For the Financial Year 2017-18, Commission of ₹ 2,50,000 was paid.
No. of Board Meetings attended	4 out of 4
List of Directorships held in other Companies.	Elecon Engineering Company Limited Emtici Engineering Limited Power Build Private Limited Manoway Investments Private Limited Mipco Investments Private Limited Emsons Leasing Company Private Limited Taveta Properties Private Limited Elecon Hydraulics Private Limited Tech Elecon Private Limited Aakaaish Investments Private Limited Vijay M. Mistry Construction Private Limited Maple Properties And Commodities Private limited
Chairman / Membership of the Committees of the Boards of other Companies in which he is Director	<u>Elecon Engineering Company Limited</u> Member – Audit Committee Member – Stakeholders' Relationship Committee Member – Nomination & Remuneration Committee <u>Power Build Private Limited</u> Member – Audit Committee
No. of Shares held	NIL
Relationship with any Director of the Company	Sister of Shri Prayasvin B. Patel, Executive Director has married to Shri Pradip M. Patel.

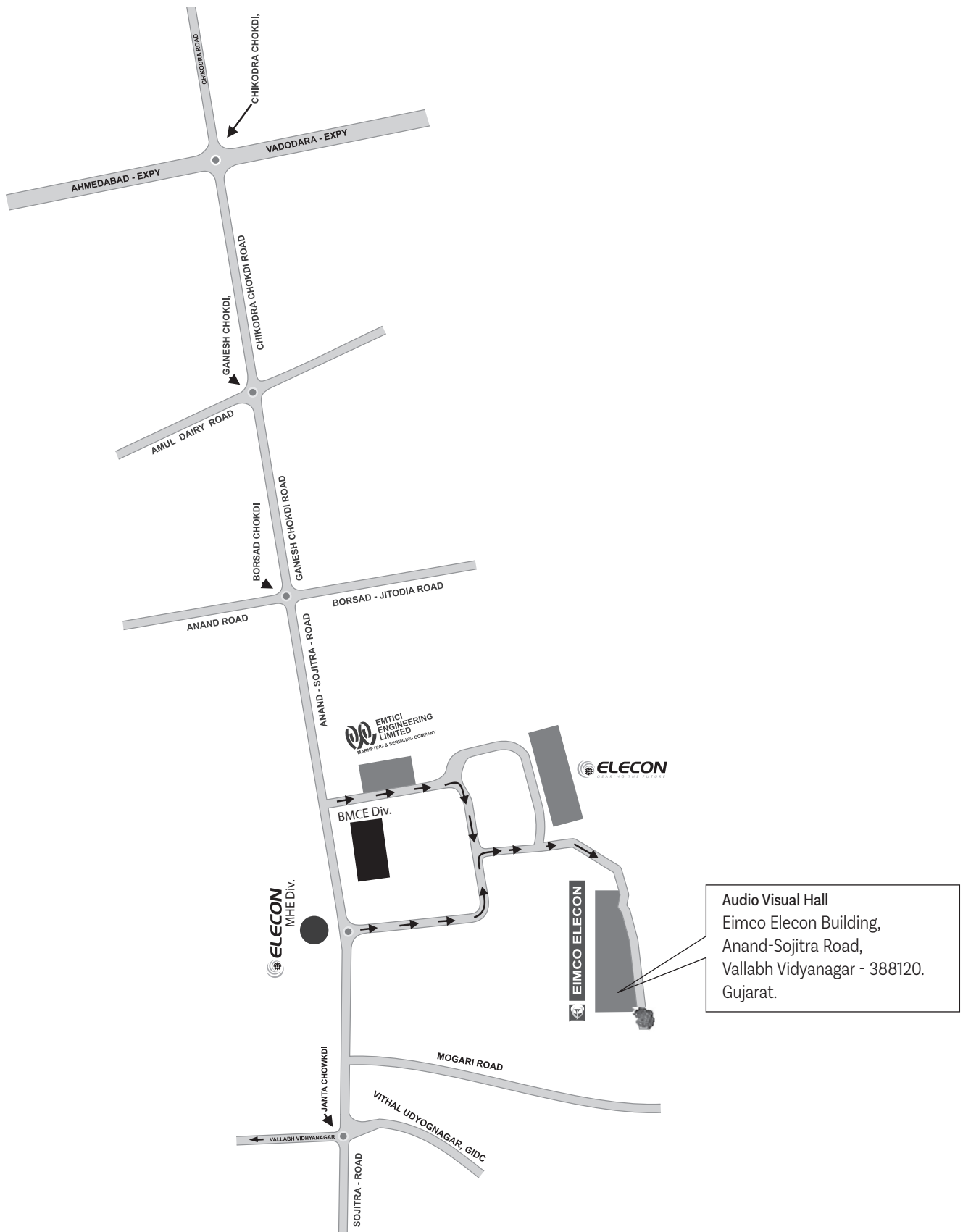
 Registered Office:
 Anand-Sojitra Road,
 Vallabh Vidyanagar - 388 120, Gujarat.

By Order of the Board of Directors,

 Date : 7th May, 2019

Rikenkumar Dalwadi
 Company Secretary

Route map to the venue of the 45th Annual General Meeting of Eimco Elecon (India) Limited:



EIMCO ELECON (INDIA) LIMITED

CIN : L29199GJ1974PLC002574

Regd. Office : Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Dist. Anand, Gujarat.

ATTENDANCE SLIP

45th ANNUAL GENERAL MEETING
 on Thursday, 25th July, 2019 at 2:30 p.m.
 at Audio Visual Hall,
 Eimco Elecon Building,
 Anand-Sojitra Road,
 Vallabh Vidyanagar - 388 120.
 Dist. Anand, Gujarat.

Folio No./Client ID & DP ID

- * A member/proxy wishing to attend the meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- * If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- * Please bring copy of the Annual Report to the Meeting.

I record my presence at the
 45th Annual General Meeting

Name of Proxy in BLOCK LETTERS
 (IF the proxy attends instead of the Member)

Signature of Member/Proxy

FORM NO. MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L29199GJ1974PLC002574

Name of the Company : Eimco Elecon (India) Limited

Regd. Office : Anand-Sojitra Road, Vallabh Vidyanagar, Dist. Anand, Gujarat.

Name of the Members (s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	

I/We, being the Member(s) of Shares of the above named Company, hereby appoint.

1. Name :
 Address :
 Email ID: Signature :..... or failing him
2. Name :
 Address :
 Email ID: Signature :..... or failing him
3. Name :
 Address :
 Email ID: Signature :..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 45th Annual General Meeting of the Company, to be held on Thursday, the 25th July, 2019 at 2:30 p.m. at the Registered Office of the Company at Vallabh Vidyanagar, Dist. Anand, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below :

1. Adoption of Audited Financial Statements (Both Standalone and Consolidated) of the Company for the Financial Year ended on 31st March, 2019 and the Reports of the Board of Directors (the Board) and Auditors thereon.
2. Declaration of Dividend for the Financial Year ended on 31st March, 2019.
3. Appointment of a Director in place of Shri Pradip M. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
4. Approval of payment of commission to Non-Executive Directors of the Company.
5. Ratification of remuneration to M/s. Y. S. Thakar & Co. as Cost Accountants of the Company for F.Y. 2019-20.

Signed this _____ day of _____ 2019

Signature of shareholder(s) : _____

Signature of Proxy holder(s) : _____

Affix
 Revenue
 Stamp

- Notes :**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 45th Annual General Meeting.