



## Eimco Elecon (India) Limited

CIN: L29199GJ1974PLC002574

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

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Email Id: investor@eimcoelecon.in | Website: www.eimcoelecon.in

### **NOTICE OF 2/2024-25 POSTAL BALLOT**

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot only by voting through electronic means (**'Remote e-Voting'**).

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company shall send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company's Registrar and Transfer Agent (**'RTA'**) or Depository/ Depository Participants (**'DPs'**) and voting by the Members shall be allowed only through the E-voting system. The Notice shall also be available on the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in) and on the websites of the Stock Exchanges i.e. BSE Limited (**'BSE'**) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (**'NSE'**) at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the Company's RTA - Link Intime India Private Limited (**'LI IPL'**) at <https://instavote.linkintime.co.in>.

The Company has engaged the services of LI IPL, the RTA of the Company as the agency to provide remote E-voting facility.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company have appointed Shri J. J. Gandhi, Company Secretary in Practice (FCS 3519 and CP No: 2515) (**'Scrutinizer'**), as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

The remote e-voting will commence on **Monday, 21<sup>st</sup> October, 2024, at 9:00 a.m. (IST)** and ends on **Tuesday, 19<sup>th</sup> November, 2024, at 5:00 p.m. (IST)**.

The result of remote E-voting along with Scrutinizer's report will be published on the website of the Company at [www.eimcoelecon.in](http://www.eimcoelecon.in) and on the website of the LI IPL at <https://instavote.linkintime.co.in> within 2 (two) working days from the end of remote E-voting and the same will also be simultaneously communicated to BSE and NSE ("hereinafter collectively referred to as the **"Stock Exchanges"**).

Members having any queries, issues or requiring any clarifications on remote e-voting may contact Link Intime India Private Limited on number **022-4918 6000** or reach by email:- [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

The Members are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to this Postal Ballot Notice and thereafter record their assent or dissent by means of remote E-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Tuesday, 19<sup>th</sup> November, 2024** i.e. the last date specified for the remote e-voting.

**SPECIAL BUSINESS:**

**Item No. 1: To approve the re-appointment and remuneration of Shri Prayasvin B. Patel (DIN: 00037394) as Executive Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197,198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Shri Prayasvin B. Patel (DIN:00037394) as Executive Director of the Company, liable to retire by rotation for a period of 3 (three) years with effect from 9<sup>th</sup> November, 2024, on the terms and conditions of re-appointment and remuneration as mentioned in the explanatory statement and also contained in the draft agreement, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to grant increments and to alter and vary the terms and conditions of the said re-appointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Shri Prayasvin B. Patel.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year in the event of inadequacy or absence of profits, Shri Prayasvin B. Patel shall entitled to receive and be paid the remuneration in that year as set out in the aforesaid agreement as the Minimum Remuneration subject to the limits laid down in Schedule V to the Companies Act, 2013 and other provisions or any amendments, variations, modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances etc. payable to Shri Prayasvin B. Patel within such prescribed limit or ceiling and as agreed by and between the Company and Shri Prayasvin B. Patel without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’) and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Prayasvin B. Patel, Executive Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, to give effect to this resolution.”

**Place :** Vallabh Vidyanagar

**Date :** 17<sup>th</sup> October, 2024

**Registered Office:**

Anand-Sojitra Road,

Vallabh Vidyanagar – 388 120, Gujarat

**For and on behalf of the Board of Directors of  
Eimco Elecon (India) Limited**

**Rikenkumar Dalwadi**

Company Secretary

## NOTES:

1. The explanatory statement pursuant to Section 102(1) and Section 110 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed thereto and forms part of this Notice.
2. In accordance with the **MCA Circulars**, this Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") and Company's RTA, i.e. LIPL as on **Monday, 14<sup>th</sup> October, 2024 ('Cut Off Date')** and who have or will register their email address with the **DPs** or with LIPL in accordance with the process outlined in this Postal Ballot Notice.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, SS 2 and MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, The Company has engaged LIPL for facilitating e-voting to enable the members to cast their votes through Remote e-voting.
5. In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of Remote e-voting only.
6. Notice is also placed on the website of the Company i.e. [www.eimcoelecon.in](http://www.eimcoelecon.in) and the website of LIPL i.e. [www. https://instavote.linkintime.co.in](https://instavote.linkintime.co.in) and shall be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). Members who have not received the Notice may download the same from the aforesaid websites.
7. The remote e-voting period commences on **Monday, 21<sup>st</sup> October, 2024 at 9:00 a.m. IST** and ends on **Tuesday, 19<sup>th</sup> November, 2024 at 5:00 p.m. IST**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on Cut-Off Date may cast their vote by electronic means in the manner and the process mentioned in Note No. 15 of this Notice. Once the vote on a resolution(s) is cast by the member, the members shall not be allowed to change it subsequently.
8. Documents referred to in the Notice/ Explanatory Statement shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice upto the date of closure of remote e-voting i.e. **Tuesday, 19<sup>th</sup> November, 2024 at 5:00 p.m. IST**. Members who wish to inspect such documents are requested to send an email to [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The Board of Directors ("**Board**") of the Company at its meeting held on **Thursday, 17<sup>th</sup> October, 2024** has appointed Shri J. J. Gandhi, Company Secretary in Practice (FCS 3519 and CP No: 2515), to act as Scrutinizer for conducting the Postal ballot through remote e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose.
10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.
11. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's Website at [www.eimcoelecon.in](http://www.eimcoelecon.in) and also on the LIPL's website at <https://instavote.linkintime.co.in> and shall be communicated to the stock exchanges where the Company's shares are listed.
12. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Tuesday, 19<sup>th</sup> November, 2024**.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. **Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with LIPL (in case of Members holding shares in physical form).**

Those persons who are Members of the Company as on Cut-off date i.e. **Monday, 14<sup>th</sup> October, 2024** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- a. In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

- b. In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self- attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c. Alternatively, members may send a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e- voting facility.

**15. The instructions and other information relating to remote e-voting are as under:**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e- voting services provided by LIPL, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e- voting are set out below:

EVENT	Commencement of e-voting	End of remote e-voting
240771	Monday, 21 <sup>st</sup> October, 2024 at 9:00 a.m. (IST)	Tuesday, 19 <sup>th</sup> November, 2024 at 5:00 p.m. (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LIPL upon the expiry of the aforesaid period.

The 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.nsd.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.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.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.nsd.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](http://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

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click "confirm" (Your password is now generated).
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](mailto: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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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".

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members 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".

**InstaVote Support Desk**

**Link Intime India Private Limited**

**For and on behalf of the Board of Directors of  
Eimco Elecon (India) Limited**

**Rikenkumar Dalwadi**  
Company Secretary

**Place :** Vallabh Vidyanagar

**Date :** 17<sup>th</sup> October, 2024

**Registered Office:**

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



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

### Item No. 1

The Members of the Company had approved the re-appointment of Shri Prayasvin B. Patel as Executive Director for a period of 3 years with effect from 9<sup>th</sup> November, 2021 through Postal Ballot on 31<sup>st</sup> December, 2021 on the terms and conditions as approved by them.

The present term of his appointment is going to be completed on 8<sup>th</sup> November, 2024. Looking to the vast experience and expertise, the Nomination & Remuneration Committee Meeting held on 17<sup>th</sup> October, 2024 recommended and the Board at its meeting held on 17<sup>th</sup> October, 2024 have re-appointed Shri Prayasvin B. Patel as an Executive Director of the Company subject to the approval of the Members for three years with effect from 9<sup>th</sup> November, 2024 on the terms and conditions set out in the draft agreement to be entered into by the Company with him, copy of which is available for electronically inspection to the Members till the date of Postal Ballot, based on the request being received on [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in).

The brief particulars of his remuneration are as mentioned herein below:

- 1) The Executive Director shall be subject to the superintendence, control, and direction of the Board of Directors and he will be entrusted with substantial powers of management and will also perform such other duties as may from time to time be entrusted to him.
- 2) Period of Appointment : 3 (three) years with effect from 9<sup>th</sup> November, 2024.
- 3) Remuneration payable to Shri Prayasvin B. Patel :
  - (a) Basic Salary : ₹ 5,00,000/- per month with such increase as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.
  - (b) Commission :- Such amount of the Annual Commission which in aggregate to his remuneration shall not exceed 5% of the Net Profit as computed under Section 198 of the Companies Act, 2013 or rules made thereunder (with any amendments thereunder)
  - (c) Perquisites and allowances:
    - (i) In addition to above, he shall also be entitled to perquisites and allowances like Rent-free furnished accommodation, expenditure incurred by the Company on gas, electricity, water and furnishing to be valued as per the Income Tax Rules.
    - (ii) Leave encashment, Provident Fund and Gratuity as per the rules of the Company.
    - (iii) The Company shall provide car with driver at the entire cost of the company for use on Company's business.
    - (iv) The Company shall provide telephone and other communication facilities at the residence for use on company's business.
  - (d) The Executive Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof.
  - (e) Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the currency of tenure of the Executive Director, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as stated above but shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013 and other provisions thereof or any amendments, variations, modifications or re-enactment.

The Company has received requisite consent and declarations from Shri Prayasvin B. Patel for his re-appointment as an Executive Director as required under the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Prayasvin B. Patel satisfies all the other conditions set out in Schedule V to the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Further, Shri Prayasvin B. Patel is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of an ordinary resolution where the remuneration payable may exceed the limits in case of inadequacy of profits.

The details of Shri Prayasvin B. Patel as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure A to this Notice.

None of the other Directors or Key Managerial Personnel of the Company and their relatives, other than Shri Pradip M. Patel and their relatives, has in any way concerned or interested in the said resolution set forth in Item No 1 of this Notice.

**For and on behalf of the Board of Directors of  
Eimco Elecon (India) Limited**

**Place :** Vallabh Vidyanagar

**Date :** 17<sup>th</sup> October, 2024

**Rikenkumar Dalwadi**

Company Secretary

**Registered Office:**

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

## ANNEXURE - A

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015

### Item No. 1

Name of the Director	Shri Prayasvin B. Patel
Director Identification Number	00037394
Date of Birth	03-04-1958
Date of Appointment	09-11-2016
Nationality	Indian
Qualifications	B.E. (Mech.), M.B.A. (USA)
Experience (including expertise in specific functional area) / Brief Resume	Shri Prayasvin B. Patel has more than 49 years of experience in Engineering Industry. Presently, He is a Chairman and Managing Director of Elecon Engineering Company Limited with vast knowledge in material handling equipment, earth moving equipment and Gears.
Skills and Capabilities required for the Role and the manner in which he meets such requirements	He is actively involved in the decision making for various technical and commercial matters.
Terms and Conditions of Appointment / Re-appointment	As per the resolution set out in this Postal Ballot Notice read with Explanatory Statement thereto.
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn (during the Financial Year 2023-24)	INR 62.88 Lakh
Number of equity shares held in the Company	17,796
Shareholding as a beneficial owner	27,99,849
List of Directorships held in other Companies	<ul style="list-style-type: none"><li>- Elecon Engineering Co. Ltd.</li><li>- Emtici Engineering Ltd.</li><li>- Prayas Engineering Ltd.</li><li>- Elecon Peripherals Ltd.</li><li>- Elecon Information Technology Ltd.</li><li>- Akaaish Mechatronics Ltd.</li><li>- Eimco Elecon Electricals Ltd.</li><li>- Kirloskar Power Build Gears Ltd.</li><li>- K. B. Investments Pvt. Ltd.</li><li>- Tech Elecon Pvt. Ltd.</li><li>- Akaaish Investments Pvt. Ltd.</li><li>- Power Build Pvt. Ltd.</li><li>- Elecon Hydraulics Pvt. Ltd.</li><li>- Vijay M. Mistry Construction Pvt. Ltd.</li><li>- Modsonic Instruments Manufacturing Co. Pvt. Ltd.</li><li>- NHR Technologies Pvt. Ltd.</li><li>- Naman Integrated Management Services Pvt. Ltd.</li></ul>
Chairman/Membership of the Audit Committee and Stakeholders' Relationship Committee in other Listed Companies in which he is Director	NIL
Relationship with other Directors / Key Managerial Personnel	Sister of Shri Prayasvin B. Patel, Executive Director has married to Shri Pradip M. Patel

**By Order of the Board of Directors,**

**Place :** Vallabh Vidyanagar

**Date :** 17<sup>th</sup> October, 2024

**Rikenkumar Dalwadi**

Company Secretary

**Registered Office:**

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