



## EIMCO ELECON (INDIA) LIMITED

(CIN : L29199GJ1974PLC002574)

Registered Office : Anand-Sojitra Road,

Vallabh Vidyanagar - 388 120, Dist. Anand, Gujarat.

E-mail : [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in)

Website : [www.eimcoelecon.in](http://www.eimcoelecon.in)

Phone : 02692 - 230502 / 230602,

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### NOTICE OF THE 51<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 51<sup>st</sup> Annual General Meeting ("AGM") of Members of Eimco Elecon (India) Limited ("the Company") will be held on **Wednesday, the 25<sup>th</sup> day of June, 2025 at 10:00 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following business:

#### ORDINARY BUSINESS

1. **Consideration and Adoption of Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 and Reports of the Board of Directors ("the Board") and Auditors thereon:**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

2. **Declaration of Dividend:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** dividend at the rate of ₹ 5/- (Rupees five only) (i.e. 50%) per equity share of the face value of ₹ 10/- (Rupees ten only) each fully paid-up capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended on 31<sup>st</sup> March, 2025 and the same be paid out of the profits of the Company."

3. **Re-appointment of Mr. Mukulnarayan Dwivedi (DIN: 08442155) as a Director liable to retire by rotation:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mukulnarayan Dwivedi (DIN: 08442155), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

#### SPECIAL BUSINESS

4. **Appointment of Secretarial Auditors of the Company:**

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 Section 204 and other applicable provisions of the Companies

Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. J. J. Gandhi & Co., Practising Company Secretaries (Firm Registration No. S1996GJ018900), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company (including any committee thereof) and the Secretarial Auditors."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Appointment of Dr. Sonal V. Ambani (DIN: 02404841) as an Independent Director of the Company for a term of five (5) consecutive years:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of 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 Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Sonal V. Ambani (DIN: 02404841), who was appointed as an Additional Director in the capacity of Independent Woman Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 23<sup>rd</sup> April, 2025 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 23<sup>rd</sup> April, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2023.

**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."



**6. Approval of Material Related Party Transaction(s) with Emtici Marketing LLP:**

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 Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Emtici Marketing LLP, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding ₹ 35 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Audit Committee of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**7. Adoption of a new set of Articles of Association of the Company:**

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

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including

any statutory modification or amendment thereto or re-enactment thereof), the consent of the members be and is hereby accorded to the alteration and adoption of the new set of Articles of Association of the Company, in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

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

**8. Ratification of remuneration payable to Cost Auditor of the Company for financial year ending on 31<sup>st</sup> March, 2026:**

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Messrs Diwanji & Co., Cost Accountants, having Firm Registration No.000339, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending on 31<sup>st</sup> March, 2026 be paid remuneration of ₹ 60,000 (Rupees Sixty Thousand only) plus reimbursement of out of pocket expenses and applicable taxes and to seek certification services as and when required (along with necessary fees), be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are 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,**

Place : Vallabh Vidyanagar  
Date : 23<sup>rd</sup> April, 2025

**Rikenkumar Dalwadi**  
*Company Secretary*

**Registered Office:**

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



## NOTES :

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the ensuing Annual General Meeting (AGM) is annexed hereto.
2. 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 appointment / re-appointment at the ensuing AGM are given in the Annexure to the Notice of the AGM.
3. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 51<sup>st</sup> AGM of the Company is being conducted through VC/ OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 51<sup>st</sup> AGM shall be the Registered Office of the Company.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.

In case any Member is desirous of obtaining hard copy of the Annual Report for the financial year ended 31<sup>st</sup> March, 2025 and Notice of the 51<sup>st</sup> AGM of the Company, he / she may send request to the Company's e-mail address at [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in) mentioning FolioNo./DP ID and Client ID.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 20<sup>th</sup> June, 2025 through email on [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in). The same will be replied by the Company suitably.

5. Pursuant to Section 113 of the Act, institutional/ corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM, to [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in).
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 51<sup>st</sup> AGM and to those Members participating in the 51<sup>st</sup> AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited ("MUFG") (formally known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by MUFG.
7. The Board of Directors of the Company has appointed Mr. J. J. Gandhi, proprietor of M/s. J. J. Gandhi & Co., Company Secretary in Practice (FCS 3519 and CP No: 2515) as Scrutinizer for conducting the voting process of remote e-Voting and e-Voting during AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in).
9. The Register of Members of the Company shall remain closed from Saturday, 14<sup>th</sup> June, 2025 to Wednesday, 25<sup>th</sup> June, 2025 (both days inclusive).
10. Payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be made on or after 30<sup>th</sup> June, 2025, and not later than 24<sup>th</sup> July, 2025, to those Members whose names are on the Company's Register of Members on Friday, 13<sup>th</sup> June, 2025 ("Record Date") and those whose names appear as Beneficial Owners as at the close of the business hours on Friday, 13<sup>th</sup> June, 2025, as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
11. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at the applicable rates. A separate email



will be sent at the registered email ID of the Members describing about the detailed process to submit the documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at Investor Relations section.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in) or [vadodara@in.mpms.mufig.com](mailto:vadodara@in.mpms.mufig.com) by 13<sup>th</sup> June, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in) or [vadodara@in.mpms.mufig.com](mailto:vadodara@in.mpms.mufig.com). The aforesaid declarations and documents need to be submitted by the shareholders by 13<sup>th</sup> June, 2025.

12. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents ("RTA") - MUFG Intime India Private Limited through email at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com).
13. IEPF related information:

The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2016-17, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

The details of unpaid and unclaimed dividends are available on the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in).

Details of unpaid and unclaimed dividends up to 31<sup>st</sup> March, 2025 are also uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2024-25, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for

seven consecutive years or more as on the due date of transfer, i.e., September 07, 2024. Details of shares so far transferred to the IEPF Authority are available on the website of the Company's at [www.eimcoelecon.in](http://www.eimcoelecon.in).

The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned members/investors are advised to visit the website of the IEPF Authority [www.iepf.gov.in](http://www.iepf.gov.in) or contact the Company's Registrar and Share Transfer Agents ("RTA") MUFG Intime India Private Limited through email at [vadodara@in.mpms.mufig.com](mailto:vadodara@in.mpms.mufig.com), for detailed procedure to lodge the claim with the IEPF Authority.

Members are requested to note that the unclaimed dividends will be transferred to the IEPF Authority after the below mentioned last date to claim:

Financial year	Declaration Date	Due Date
2017-18	31 <sup>st</sup> July, 2018	5 <sup>th</sup> September, 2025
2018-19	25 <sup>th</sup> July, 2019	30 <sup>th</sup> August, 2026
2019-20	10 <sup>th</sup> August, 2020	16 <sup>th</sup> September, 2027
2020-21	5 <sup>th</sup> August, 2021	10 <sup>th</sup> September, 2028
2021-22	27 <sup>th</sup> June, 2022	2 <sup>nd</sup> August, 2029
2022-23	28 <sup>th</sup> June, 2023	3 <sup>rd</sup> August, 2030
2023-24	25 <sup>th</sup> June, 2024	31 <sup>st</sup> July, 2031

14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
15. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 1, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
16. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form and to the Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at Investor Relation Section on the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in) in case of holdings in physical form.





17. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit Investor Relation Section on the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in).
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing Investor service requests, service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests to the Company through email [investor@eimcoelecon.in](mailto:investor@eimcoelecon.in) or by writing to the Company's RTA at [rt.helpdesk@in.mpms.muvg.com](mailto:rt.helpdesk@in.mpms.muvg.com) by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in).
19. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.
- The aforesaid SEBI Circular can be viewed on the Company's website at [www.eimcoelecon.in](http://www.eimcoelecon.in).
20. E-Voting facility:
- The e-voting period begins on **Sunday, 22<sup>nd</sup> June, 2025 at 09:00 a.m.** and ends on **Tuesday, 24<sup>th</sup> June, 2025 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 **Wednesday, 18<sup>th</sup> June, 2025** may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited ("MUFG") for voting thereafter.
- A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by depositories as on the cut-off date i.e., Wednesday, 18<sup>th</sup> June, 2025 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of

shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e., Wednesday, 18<sup>th</sup> June, 2025. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date.

A person who is not a Member as on the cut- off date should treat this Notice for information purposes only.

The e-Voting during the AGM will begin on 25<sup>th</sup> June, 2025 at 10:00 a.m. and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all Members who are present at the AGM through VC facility and who have not yet exercised their vote through remote e-Voting, can exercise their vote electronically.

21. Non-Resident Indian members are requested to inform LIIPL / respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Dispatch of Notice of AGM and Annual Report through Electronic Mode:
- In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories Participants. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.eimcoelecon.in](http://www.eimcoelecon.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
23. Members are requested to send all their documents and communications pertaining to shares to the Registrar & Transfer (R&T) Agent of the Company:

**MUFG Intime India Private Limited**

(formerly known as Link Intime India Private Limited)  
"Geetakunj", 1, Bhakti Nagar Society,  
Behind ABS Tower, Old Padra Road,  
Vadodara – 390 015

Please quote on all such correspondence – "Unit – Eimco Elecon (India) Limited." For Shareholders queries – Tel. No. +91 265 3566768, Email ID: [vadodara@in.mpms.muvg.com](mailto:vadodara@in.mpms.muvg.com), Website: [www.in.mpms.muvg.com](http://www.in.mpms.muvg.com).

24. INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS:
- In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMS on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).
- Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.



**Login method for shareholders to attend the General Meeting through InstaMeet:**

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company" and 'Event Date' and register with your following details:

**A. Demat Account No. or Folio No:**

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.

Shareholders holding shares in physical form – shall provide Folio Number.

**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. Mobile No:** Enter your Mobile No.

**D. Email ID:** Enter your email Id as recorded with your DP/ Company.

- Click "Go to Meeting"  
You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/

registered email Id) received during registration for InstaMEET

- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**NOTE:**

*Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

*Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.*

*Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.*

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



**Team InstaMeet**

MUFG Intime India Private Limited  
(formerly Link Intime India Private Limited)



## 25. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

### **Individual Shareholders holding securities in demat mode with NSDL**

#### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

##### **Shareholders who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **OR**

##### **Shareholders who have not registered for NSDL IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- 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.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed

alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

##### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **OR**

##### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to 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.**

- Login to DP website



- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /**

**Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**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)

**E. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

❖ **Enter Image Verification (CAPTCHA) Code**

❖ **Click “Submit” (You have now registered on InstaVote).**

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “Login” under ‘SHARE HOLDER’ tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
- g) Cast your vote electronically:
  - A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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 (“Custodian / Corporate Body/ Mutual Fund”)**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ 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). 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) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **“Votes Entry”** tab under the Menu section.
- Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- 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).
- 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.

**OR**

#### METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select **“View”** icon for **“Company’s Name / Event number”**.
- E-voting page will appear.
- Download sample vote file from **“Download Sample Vote File”** tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- 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:

##### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

##### 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
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:

##### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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**

Team InstaVote

**MUFG Intime India Private Limited**

*(Formerly Link Intime India Private Limited)*



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3

Director, Mr. Mukulnarayan Dwivedi (DIN: 08442155), retire by rotation at this Annual General Meeting, and being eligible, seeks re-appointment. Kindly refer to the annexure to the Notice for information in respect of re-appointment of Mr. Mukulnarayan Dwivedi, pursuant to the Secretarial Standard on General Meetings. Your Directors recommend the Ordinary Resolution in this regard for approval of the Members.

Except Mr. Mukulnarayan Dwivedi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

### Item No. 4

The Board at its meeting held on 23<sup>rd</sup> April, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. J. J. Gandhi & Co., Practising Company Secretaries, a peer reviewed firm (Firm Registration No. S1996GJ018900) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Jagadish Jayantilal Gandhi is a proprietor of M/s. J. J. Gandhi & Co., Practicing Company Secretaries, Vadodara. He is primarily engaged in rendering professional services to small, medium and large-scale companies including reputed listed companies, Govt. Companies, MNC and Public Sector Companies since last 28 years. He is an expert in the field of Corporate Laws, SEBI Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The proprietorship firm is Peer Reviewed (Peer Review No. 1174/2021) by the Institute of the Company Secretaries of India.

M/s. J. J. Gandhi & Co. has confirmed that the proprietor firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. J. J. Gandhi & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹ 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and other out-of-pocket expenses for the financial year ended on 31st March, 2026 and for subsequent year(s) of their

term, such fees as may be mutually agreed between the Board of Directors and M/s. J. J. Gandhi & Co..

In addition to the secretarial audit, M/s. J. J. Gandhi & Co. shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 4 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

### Item No. 5

Pursuant to Section 161 of the Companies Act, 2013 and the Nomination & Remuneration Committee at its meeting held on 23<sup>rd</sup> April, 2025 has recommended and the Board at its meeting held on 23<sup>rd</sup> April, 2025 has approved the appointment of Dr. Sonal V. Ambani as Additional Director in the capacity of Independent Woman Director, for a term of 5 (five) consecutive years with effect from 23<sup>rd</sup> April, 2025, subject to approval of Members of the Company.

Dr. Sonal V. Ambani began her career in investment banking and served as Vice President at Morgan Stanley Dean Witter in New York. She is the holder of two US patents: "Systems and Method for Providing Financial Services to Children and Teenagers" and "Purchase Management System and Electronic Receipts."

Based on her skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Dr. Sonal V. Ambani as an Independent Woman Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

Dr. Sonal V. Ambani has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2023 and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and she is independent of the Management. She is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has also given her consent to act as a Director.

Dr. Sonal V. Ambani shall be paid sitting fee for attending the meetings of the Board and the Committees thereof, reimbursement of expenses for participating in the Board and other meetings and profit related commission, within the limits



stipulated under Section 197 of the Act, as may be decided by the Board of Directors, from time to time.

Copy of the draft letter of appointment of Dr. Sonal V. Ambani setting out the terms and conditions of appointment is available for inspection electronically till the date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, her appointment as a Non-Executive Independent Woman Director is now being placed before the Members for their approval.

She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Except Dr. Sonal V. Ambani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this Resolution.

A brief profile of Dr. Sonal V. Ambani is attached to this notice.

#### **Item No. 6**

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of ₹ 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

During the financial year 2025-26, the Company and a related party i.e. Emtici Marketing LLP, propose to enter into certain related party transaction(s) as mentioned in the Annexure to the Notice, on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company with Emtici Marketing LLP. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The material related party transactions as set out in Item Nos. 6 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

The Board of Directors recommend the said resolution, as set out in item no. 6 of this Notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Mr. Prayasvin B. Patel and Mr. Pradip M. Patel and their relatives are deemed to be concerned or interested in this resolution. None of the other directors and any other Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this Resolution.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given in Annexure - A to this Notice.

#### **Item No. 7**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and contains reference of section numbers of the Companies Act, 1956. Further, the the existing AOA contains the reference of the Agreement dated 28<sup>th</sup> February 1992 executed between Sandvik Mining and Construction OY (formerly Tamrock OY), Elecon Engineering Company Limited and Bhanubhai Patel Group, setting out their inter-se relationship and their rights and obligations as shareholders of Eimco Elecon (India) Limited (the Company) with respect to the operation and management of the Company and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 ("the Act") and has become redundant.

As per the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions in certain articles. Given this position, it is considered expedient to replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table-F of the Act which sets out the model articles of association for a company limited by shares.

Accordingly, the Board of Directors of the Company has proposed at its meeting held on 23<sup>rd</sup> April, 2025 to amend the existing Articles of Association of the Company so as to incorporate the relevant provisions of the Companies Act, 2013 and Rules and Regulations made there under. It is proposed to adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

As per provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this special resolution has been placed before the Members for approval.

A copy of the existing as well as new Articles of Association of the Company is available for inspection electronically till the date of AGM.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 7 of this Notice for approval of the members.

None of the Directors/ Key Managerial Personnel or their relatives are in any way interested or concerned in the resolution.





#### Item No. 8

The Board of Directors at its meeting held on 23<sup>rd</sup> April, 2025, 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 31<sup>st</sup> March, 2026 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees
1.	M/s. Diwanji & Co.	Engineering	₹ 60,000/- Plus Govt. Levies/ Taxes as applicable and out of pocket expenses at actual and to seek certification services as and when required (along with necessary fees).

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 31<sup>st</sup> March, 2026, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.



## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

*[Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2)]*

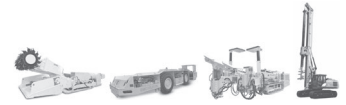
### Item No. 3

Name of Director	Mr. Mukulnarayan Dwivedi
Director Identification Number	08442155
Date of Birth	26 <sup>th</sup> January, 1967
Date of Appointment	10 <sup>th</sup> September, 2019
Nationality	Indian
Qualifications	BE (Mechanical Engineering)
Experience (including expertise in specific functional area) / Brief Resume	He has more than 37 years of experience in Mining and Mineral Industries. He has worked in MOIL Limited, The Hutti Gold Mines Company Limited, Emtici Engineering Limited and McNally Sayaji Engineering Limited. He has been associated with Eimco Elecon (India) Limited since August-2016.
Skill & Capabilities required for the Role and the manner in which he meets such requirements	He has expertise in mining operations, engineering solutions, and project management. He has developed a strong track record in optimizing operational efficiency and implementing advanced technologies in the mining and mineral industries.
Terms and Conditions of Appointment / Re-appointment	As per the Resolution at Item No. 3 of 51 <sup>st</sup> 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 remuneration details, please refer to the Board's Report
Number of equity shares held in the Company	NIL
No. of Board Meetings attended	5 out of 5
List of Directorships held in other Companies	NIL
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	Not related to any Director/Key Managerial personnel



## Item No. 5

Name of Director	Dr. Sonal Vimal Ambani
Director Identification Number	02404841
Date of Birth	19 <sup>th</sup> April, 1959
Date of Appointment	23 <sup>rd</sup> April, 2025
Nationality	USA
Qualifications	B.Sc. (Chemistry) M.B.A (U.S.A) Ph.D. (Business Management)
Experience (including expertise in specific functional area) / Brief Resume	Dr. Sonal V. Ambani began her career in investment banking and was a Vice President with Morgan Stanley Dean Witter in New York. She holds a PhD in Business Management, and is the founder Chairperson of FICCI Ladies Organization (FLO) Ahmedabad. She is the Vice Chairman of the CII Indian Women Network (IWN) whose objective is women empowerment in India. She holds two patents granted in the US, "Systems and Method for Providing Financial Services to Children and Teenagers" and "Purchase Management System and Electronic Receipts." Dr. Ambani is also a member of the United Nations Development Fund for Women (UNIFEM), the founder of the Cancer Screening and Research Trust (CSRT), and founder of World Peace 2040, a movement that has received significant support, with Mohammed Yunnus on the Advisory Board and received a Pfeffer Peace Prize in New York for the same. In addition to this, she is the curator and founder of Samara Art Gallery promoting young artists and is a sculptor herself having created works in a variety of materials.
Skill & Capabilities required for the Role and the manner in which she meets such requirements	Please refer, Corporate Governance Report
Terms and Conditions of Appointment / Re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Details of remuneration sought to be paid	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Details of remuneration last drawn	Not Applicable
Number of equity shares held in the Company	NIL
No. of Board Meetings attended	Not Applicable
List of Directorships held in other Companies	<ul style="list-style-type: none"> <li>- Elecon Engineering Company Limited</li> <li>- Carysil Limited</li> <li>- Carysil Steel Limited</li> <li>- Carysil Online Limited</li> <li>- Fairchem Organics Limited</li> <li>- Carysil Ceramictch Limited</li> <li>- M &amp; B Engineering Limited</li> <li>- Anjali Fiscal Private Limited</li> <li>- Sternhagen Bath Private Limited</li> </ul>
Chairman/Membership of the Audit Committee and Stakeholders' Relationship Committee in other Listed Companies in which she is Director	<p><b>Elecon Engineering Company Limited</b>  Audit Committee – Member  Nomination and Remuneration – Member  Stakeholders Relationship Committee – Member  Corporate Social Responsibility – Chairperson</p> <p><b>Carysil Limited</b>  Audit Committee – Member  Nomination and Remuneration – Member  Stakeholders Relationship Committee – Member  Corporate Social Responsibility – Member</p> <p><b>Fairchem Organics Limited</b>  Audit Committee – Member  Risk Management Committee – Member  Corporate Social Responsibility – Member</p>
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial personnel

**ANNEXURE - A****Item No. 6**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	Name of Related Party and Nature of Relationship [including nature of its concern or interest (financial or otherwise)]	Emtici Marketing LLP is an entity in which Mr. Prayasvin B. Patel and their relatives have control or significant influence.  Accordingly, Emtici Marketing LLP is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
<b>2</b>	Type and particulars of proposed transactions	a) Commission on Sales, Marketing and after sales support b) Purchase of Material & Goods c) Rendering of Services d) Availing of Services
<b>3</b>	Material terms of the proposed transaction	The Material terms and conditions are based on the agreement/contract which includes the commercial terms which are market linked.
<b>4</b>	Tenure of the proposed transactions	During the financial year 2025-26
<b>5</b>	Value of the proposed transactions during FY2025-26	Not exceeding ₹ <b>35 crore</b>
<b>6</b>	Total transaction for past three years	FY 25 : ₹ <b>23.99 crore</b> FY 24 : ₹ <b>19.41 crore</b> FY 23 : ₹ <b>14.43 crore</b>
<b>7</b>	Percentage of Eimco's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	14.2%
<b>8</b>	Justification of the proposed transactions	These transactions are in ordinary course of business and commercially beneficial to the Company. These are essential for the Company to achieve its sales targets.
<b>9</b>	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i. Details of financial Indebtedness Incurred ii. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iii. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction.	Not Applicable
<b>10</b>	Justification as to why the RPTs is in the interest of the Company	Emtici Marketing LLP helps the Company with its wide network and expertise in the mining industry to generate the business as well as provide after sales service and support to the customers. The Company pays commission as percentage of sales to avail these services.
<b>11</b>	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	The Company evaluates quotations from various parties from time to time to justify the transactions entered at arm's length.
<b>12</b>	Any other information relevant or important for the shareholders to take an informed decision	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

By Order of the Board of Directors,

Place : Vallabh Vidyanagar

Date : 23<sup>rd</sup> April, 2025**Rikenkumar Dalwadi**  
Company Secretary**Registered Office:** Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Dist. Anand, Gujarat.