



Eimco Elecon (India) Limited

CIN: L29199GJ1974PLC002574

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

Phone: +91 2692 230602 | Fax: +91 2692 236506

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

NOTICE OF 1/2025-26 POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (**'the 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'**) 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 Circulars issued by MCA (**'MCA Circulars'**) from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard -2 on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution(s) appended below is proposed to be passed by the Members of the Company, by way of postal ballot only through voting by 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.

In terms of the above-mentioned circulars, the Postal Ballot Notice (**'the Notice'**) is being sent by email only to the Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (**'NSDL'**) and Central Depository Services (India) Limited (**'CDSL'**) as on **Cut-off date i.e. Friday, 1st August, 2025**.

In line with the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent only through the remote e-voting system. The Company has engaged the services of MUFG Intime India Private Limited (**'MUFG'**) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.eimcoelecon.in and on the websites of the Stock Exchanges i.e. BSE Limited (**'BSE'**) at www.bseindia.com and National Stock Exchange of India Limited (**'NSE'**) at www.nseindia.com respectively, and on the website of the Company's RTA - **MUFG** at <https://instavote.linkintime.co.in>.

The remote e-voting period commences on **Thursday, 7th August, 2025, at 9:00 a.m. (IST) and shall end on Friday, 5th September, 2025, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by the MUFG for voting thereafter. Members are requested to peruse the proposed resolutions along with explanatory statement and thereafter record their assent or dissent by means of remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Friday, 5th September, 2025, failing which it will be considered that no reply has been received from the Members.

Mr. J. J. Gandhi, Proprietor of M/s. J. J. Gandhi & Co., Company Secretary in Practice (FCS 3519 and CP No: 2515) has been appointed as the Scrutinizer to conduct the postal ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The result of remote E-voting along with Scrutinizer's report will be published on the website of the Company at www.eimcoelecon.in and on the website of the MUFG 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 MUFG Intime India Private Limited on number **022 – 49186000** or reach by Email:- enotices@in.mpms.mufg.com.

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 **Friday, 5th September, 2025** i.e. the last date specified for the remote e-voting.

SPECIAL BUSINESS:

Item No. 1: To appoint Mr. Kamlesh Nalin Shah (DIN: 08629181) as a Director of the Company and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 (**‘the Act’**) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Kamlesh Nalin Shah (DIN: 08629181) as a Director of the Company with effect from 10th September, 2025, whose office shall not be liable to determination by retirement by rotation.”

Item No. 2: To appoint Mr. Kamlesh Nalin Shah (DIN: 08629181) as a Whole-time Director designated as an Executive Director of the Company and in this regard pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act, other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), the Articles of Association and the Remuneration Policy of the Company, as amended, the consent of the members of the Company be and is hereby accorded to appoint Mr. Kamlesh Nalin Shah (DIN: 08629181) as Whole-time Director designated as Executive Director of the Company for the term of 3 (three) years w.e.f 10th September, 2025 upto 9th September, 2028 on the terms and conditions including remuneration as specified in the Explanatory Statement pursuant to Section 102 (1) of the Act annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Kamlesh Nalin Shah and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration subject to the recommendation of the Nomination and Remuneration Committee and as may be agreed between the Board of Directors and Mr. Kamlesh Nalin Shah.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Place : Vallabh Vidyanagar

Date : 10th July, 2025

Registered Office:

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

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

**Rikenkumar Dalwadi
Company Secretary and Compliance Officer
Membership No: A51141**

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 (**'the Act'**) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) setting out the material facts and reasons for the Special Businesses to be transacted is annexed hereto and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e-Voting shall be sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on Friday, 1st August, 2025 ('Cut-off date'), and whose email IDs are registered with the Company / Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (**'NSDL'**) / Central Depository Services (India) Limited (**'CDSL'**) and Company's RTA, i.e. MUFG Intime India Private Limited (**'MUFG'**) as on Cut-off date.
3. Members cannot exercise their votes through proxy on Postal Ballot. A Member need not cast all the votes in the same way. Members are requested to exercise their voting rights through remote e-voting only. No other means are permitted. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. Members who have not registered their e-mail address are requested to register / update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agents (**'RTA'**) i.e. MUFG as per Note No. 14.
5. 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 Resolutions in accordance with the process specified in this Notice.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Act, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**'SEBI Listing Regulations'**), SS-2 and MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged MUFG for facilitating e-voting to enable the members to cast their votes through remote e-voting.
7. The Postal Ballot Notice has been uploaded on the website of the Company at i.e. www.eimcoelecon.in and the website of MUFG i.e. <https://instavote.linkintime.co.in> and shall be available on the websites of the Stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members who have not received the Notice may download the same from the aforesaid websites.
8. The remote e-voting period commences on **Thursday, 7th August, 2025 at 9:00 a.m. IST and ends on Friday, 5th September, 2025 at 5:00 p.m. IST**. The remote e-voting module shall be disabled for voting thereafter by MUFG. 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.
9. 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. . Friday, 5th September, 2025 at 5:00 p.m. IST. Members who wish to inspect such documents are requested to send an email to 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.
10. The Board of Directors (**'Board'**) of the Company at its meeting held on **Thursday, 10th July, 2025** has appointed Mr. J. J. Gandhi, Company Secretary in Practice (FCS 3519 and CP No: 2515), to act as a 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.
11. 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.
12. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's Website at www.eimcoelecon.in and on the MUFG's website at <https://instavote.linkintime.co.in> and shall be communicated to the stock exchanges where the Company's shares are listed.
13. 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. Friday, 5th September, 2025.
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 MUFG (in case of Members holding shares in physical form)

Those persons who are Members of the Company as on Cut-off date i.e. **Friday, 1st August, 2025** 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 instameet@in.mpms.mufg.com.
- 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 instameet@in.mpms.mufg.com. 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@in.mpms.mufg.com for procuring User ID and Password for e-voting by providing above mentioned documents.

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

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 MUFG, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

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

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.nsdl.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) 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.
- d) 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

User who have not registered for NSDL IDeAS facility:

- a) 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>.
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services.
- e) Click on "Access to e-Voting" under e-Voting services. e) 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 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.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" under e-Voting services.
- e) 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.

 App Store  Google Play



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.
- b) Click on New System Myeasi Tab

- c) Login with existing my easi username and password
- d) 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.
- e) 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

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 “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.

3. 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, 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.

4. Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:

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 InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>.

Shareholders who have not registered for INSTAVOTE facility

2. 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).

D. 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:

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"

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting.
 2. Select '**View**' icon.
 3. E-voting page will appear.
 4. 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).
 5. 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). 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.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be 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. 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

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- 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 under "On-going Events".
- 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'.
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:

- 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 excel 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:

Helpdesk for Individual shareholders holding securities in physical form/ 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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

Shareholder 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 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. 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".

Team InstaVote

MUFG Intime India Private Limited

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

**Rikenkumar Dalwadi
Company Secretary and Compliance Officer
Membership No: A51141**

Place : Vallabh Vidyanagar

Date : 10th July, 2025

Registered Office:

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

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

Item No. 1 & 2:

Considering the experience and expertise of Mr. Kamlesh Nalin Shah (DIN: 08629181), the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee (NRC), had appointed him as an Additional Director with effect from 10th September, 2025 and Whole-time Director designated as Executive Director of the Company for a term of 3 years w.e.f. 10th September, 2025 upto 9th September, 2028, not liable to retire by rotation, on such terms & conditions and remuneration set out in the draft agreement to be entered into by the Company with him, subject to requisite approval of the members.

The Board noted that Mr. Kamlesh Nalin Shah is employed with Elecon Group for more than 5 years. He has rich experience in business, strategy, leadership, finance, risk management etc. as more particularly set forth in his profile below. Accordingly, the Board is of the view that his extensive understanding of specialising in the areas of Strategy development & financial planning, Mergers & Acquisitions, Corporate restructuring would add value and provide meaningful insights to the Company. Further, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Kamlesh Nalin Shah would be beneficial to the Company.

The brief terms and conditions of the appointment including remuneration payable to him is given below:

1. Term:

3 years with effect from 10th September, 2025 upto 9th September, 2028.

2. Remuneration:

Mr. Kamlesh Nalin Shah will be paid monthly salary, allowances, perquisites and amenities in the following manner subject to overall ceiling laid down under Section 197 and Schedule V of the Act:

I. Salary, Allowances & Others		
a. Basic Salary	:	Rs. 4,80,000/- per month with such increase as may be decided by the Board of Directors (which includes any committee thereof) from time to time.
b. Allowances & Others	:	Rs. 8,55,000/- per month with such increase as may be decided by the Board of Directors (which includes any committee thereof) from time to time.
II. Variable Incentives/Bonus		
	:	Upto Rs. 25,00,000/- per annum with such increase as may be decided by the Board of Directors (which includes any committee thereof) from time to time.
III. Perquisites, Benefits and Amenities:		
All perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, entertainment expenses actually and properly incurred for the Company's business, medical reimbursement, club fees, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Kamlesh Nalin Shah.		
For the purposes of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Act, 1961, wherever applicable. In the absence of any such provision in the Income Tax Act, 1961, perquisites shall be evaluated at actual cost.		
Provision for use of car and telephone as per the rules of the Company.		
Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the income Tax Act, 1961, Gratuity payable as per the rules of the Company and earned leave with full pay or encashment of leave as per rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.		
Mr. Kamlesh Nalin Shah shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.		
IV. Minimum Remuneration:		
Where, in any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company will pay the remuneration, variable incentives/bonus, perquisites and other allowances as specified above.		

**STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISOR OF SECTION II OF PART II OF SCHEDULE V
TO THE COMPANIES ACT, 2013**

I. General Information

1.	Nature of Industry	Manufacture of Mining and Construction Equipment.			
2.	Date or expected date of commercial production	The Company has been in operation since 1974.			
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4.	Financial Performance	Particulars	FY 2024-25 (INR in Lakhs)	FY 2023-24 (INR in Lakhs)	FY 2022-23 (INR in Lakhs)
		Income from Operations and other Income	26,479.81	24,592.47	18,318.31
		Profit Before Tax	6,560.06	4,994.94	2,648.62
		Profit After Tax	4,890.68	4,041.16	2,086.75
5.	Foreign Investments or collaboration, if any	Foreign Investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through Secondary Market. Tamrock Great Britain Holding Limited holds 24.68% in the Company.			

II. Information about the appointee

1.	Background details	As mentioned in the Postal Ballot Notice.
2.	Past Remuneration	Not Applicable
3.	Recognition and Awards	-
4.	Job Profile and his suitability	Mr. Kamlesh Nalin Shah has been looking after the overall affairs and operations of the Company. He is involved in policy planning, vision and strategy and long-term development activities of the Company.
5.	Remuneration proposed	As mentioned in the Postal Ballot Notice.
6.	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	The remuneration as proposed for Mr. Kamlesh Nalin Shah is comparable to that drawn by the peers in a similar capacity in the industry and is commensurate with the size of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial Personnel, if any.	He does not have any other pecuniary relationship with the Company.

III. Other Information

1. Reasons of loss or inadequate profits:

The Company is passing a Special Resolution pursuant to the sub-section (1) of Section 197 of the Act as a matter of abundant precaution as the profitability of the Company may or may not be adequate in future for payment of remuneration to Mr. Kamlesh Nalin Shah.

2. Steps taken or proposed to be taken for improvement:

The Company continuously monitors the areas for improvement and necessary steps are taken as and when warranted.

3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment as specified under Section 190 of the Act.

The Company has received requisite consent and declarations from Mr. Kamlesh Nalin Shah for his appointment as an Executive Director as required under the Act and rules made thereunder and the SEBI Listing Regulations.

He satisfies all the other conditions set out in Schedule V to the Act and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he 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 Act which require the Company to obtain the approval of Members by means of a special resolution where the remuneration payable may exceed the limits in case of inadequacy of profits.

The details of Mr. Kamlesh Nalin Shah as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions are provided in **Annexure-A** to this Notice.

Based on the above skills and expertise, the Board of Directors recommend the appointment of Mr. Kamlesh Nalin Shah as set out at Item Nos. 1 & 2 as an Ordinary Resolution and Special Resolution respectively for your approval.

None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolutions.

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

**Rikenkumar Dalwadi
Company Secretary and Compliance Officer
Membership No: A51141**

Place : Vallabh Vidyanagar

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ANNEXURE - A

Details of the Director seeking appointment/re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are as under:

Item No. 1 & 2

Name of the Director	Mr. Kamlesh Nalin Shah
Director Identification Number	08629181
Date of Birth	25 th February, 1972
Date of Appointment	10 th September, 2025
Nationality	Indian
Qualifications	Bachelor's degree in Commerce Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	He has rich & qualitative experience of nearly 27 years in Strategic Financial Operations, Taxation & Commercial Operations-Strategy & Planning, Forex Management-Swap & Hedging, Corporate Finance (Funding & Sourcing), Treasury Management, Mergers & Acquisitions, Managing Overseas Operations and Financial Management, MIS & Costing, Investors Relations.
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 resolutions set out in this Postal Ballot Notice read with Explanatory Statement thereto.
Details of remuneration sought to be paid	As mentioned in the explanatory statement and the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn (during the Financial Year 2024-25)	Not Applicable
Number of equity shares held in the Company	Nil
Shareholding as a beneficial owner	Nil
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	He is not related to any of the Directors/Key Managerial Personnel.

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