



NOTICE

NOTICE IS HEREBY GIVEN THAT the 55th Annual General Meeting of members of Elecon Engineering Company Limited will be held at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat on Friday, the 14th day of August, 2015 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, Statement of Profit & Loss for the year ended on that date and Cash Flow Statements (Both Standalone and Consolidated) along with the Report of Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Pradip M. Patel (DIN 00012138), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014; M/s. Thacker Butala Desai, Chartered Accountants, (Firm Regn. No. 110864W) be and are hereby appointed as Auditors of the Company to hold office for a period of Two (2) years from the conclusion of this Annual General Meeting till the conclusion of 57th Annual General Meeting subject to ratification by the shareholders at such remuneration plus Service tax at the applicable rate, from time to time, plus traveling and out-of-pocket expenses incurred by them for the purpose of audit of the Company's accounts, exclusive of any remuneration, fees or charges payable to them for rendering any other services that may be rendered by them to the Company from time to time other than in the capacity of Auditors, as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Dr. Sonal V. Ambani (DIN 02404841), who was appointed as an Additional Director of the Company with effect from 3rd February, 2015 pursuant to Section 161 of the Act, and who holds office as such upto the date of this Annual general Meeting 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 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”
6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a period of five (5) years commencing from April 1, 2015 to the Non Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non Executive Directors per annum shall not exceed one percent of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non Executive Directors.”
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Articles of Association, copy of which is placed before the meeting, be and is hereby approved and adopted in substitution, and to the entire exclusion, 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 such acts, deed and things as may be necessary, proper or expedient to give effect to this resolution.”

8. 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 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

9. 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 Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial for the Company with related parties of the Company, during the every financial year commencing after 31st March, 2014 up to the maximum amounts per financial year, as mentioned herein below :

Sr. No.	Name of Related Party	Nature of transaction as per Companies Act, 2013 or Clause 49 of Listing Agreement	Amount (₹ In Lacs)	Name of the Director/KMP who is related	Relationship
1.	Elecon EPC Projects Ltd.	Sale/Purchase of goods	3,544.44	Pradip M. Patel Prashant C. Amin	Subsidiary
		Leasing/Availing of leasing of any property	518.78		
		Availing/Rendering of any services	621.88		
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	44,125.00		
		Corporate Guarantee provided by Elecon Eng. Co. Ltd.	96,680.00		
		Total	145,490.10		
2.	Emtici Eng. Ltd.	Sale/Purchase of goods	0.04	Prayasvin B. Patel Pradip M. Patel Prashant C. Amin	Associate
		Selling/Disposing/Buying of any property	5.30		
		Leasing /Availing of leasing of any property	765.16		
		Availing/Rendering of any services	241.29		
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	44,125.00		



Sr. No.	Name of Related Party	Nature of transaction as per Companies Act, 2013 or Clause 49 of Listing Agreement	Amount (₹ In Lacs)	Name of the Director/KMP who is related	Relationship
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	5,000.00		
		Securities Provided to Elecon Eng. Co. Ltd.	6,600.00		
		Total	56,736.79		
3.	Prayas Eng. Ltd.	Leasing /Availing of leasing of any property	291.58	Prayasvin B. Patel Pradip M. Patel Prashant C. Amin	Associate
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	44,125.00		
		Securities Provided to Elecon Eng. Co. Ltd.	39,125.00		
		Total	83,541.58		

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution and are authorised to delegate all or any of the power herein conferred, to any other Officer(s)/Authorised Representative(s) of the Company.”

By order of Board of Directors

Registered office:

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

Date : 01-05-2015

Paresh M. Shukla
Company Secretary

NOTES

1. Statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company.
The instruments of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. All documents referred to in the Notice or in the accompanying Statement are available for inspection by members on all working days, except Saturdays, Sundays and public holidays, between 10.00 A.M. to 1.00 P.M. prior to the date of the Annual General Meeting and will also be available for inspection at the meeting.
4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten (10) days before the meeting so as to enable the management to keep the information ready.
5. Members are requested to send all their documents and communications pertaining to shares to Link Intime India Pvt. Ltd. Share Transfer Agent of the Company at their address at B-102/103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Vadodara - 390 015 Telephone No. 0265-2356573, 2356794, Fax. : 0265-2356791 for both physical and demat segments of Equity Shares.
Please quote on all such correspondence – “Unit – Elecon Engineering Company Limited.” For Shareholders queries – Telephone No. 0265-2356573, 2356794 Email ID vadodara@linkintime.co.in.
6. Information under Clause 49 of the listing agreement(s) regarding re-appointment of Directors (Item No.3 & 5 to 9) are annexed hereto.
7. The Register of Members and Share Transfer books will remain closed from Saturday, 8th August, 2015 to Thursday, 13th August, 2015 (both days inclusive).
8. Members are requested to bring their copy of Annual Report at the meeting. Spare copies will not be available.
9. Members who have not encashed their dividend warrants may approach the Company at its registered office for revalidating the warrants or for obtaining duplicate warrants.
10. The annual listing fees of all the stock exchanges where Company's shares are listed for the year 2015-2016 have been paid.
11. Members who hold the shares in dematerialised form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.
12. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the Company or its Registrar and Share Transfer Agent.
In case the shares are held in dematerialized form, then information should be furnished directly to their respective depository participant only.
13. Any request by share holders for change of bank particulars after dispatch of dividend warrant should be accompanied by copy of Client Master list showing the changed bank details.
14. The payment of dividend on equity shares as recommended by the Directors for the year ended 31st March, 2015 when declared at the meeting will be paid:
 - (i) to those members whose names appear in the Register of Members of the Company on Thursday, the 13th day of August, 2015.
 - (ii) in respect of shares held in electronics form, to those "deemed members" whose names appear on the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd, (CDSL) at the end of business hours on Friday, the 7th day of August, 2015.
15. The Company has designated an email ID called investor.relations@elecon.com for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at investor.relations@elecon.com.
16. **The instructions and other information relating to Remote E-Voting are as under:**
 - (i) The voting period begins on Tuesday, August 11, 2015 at 9.00 a.m. and ends on Thursday, August 13, 2015 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 Friday, August 7, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN Number	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Physical Members who have not updated their PAN with the Company are requested to use the lowest certificate number in the PAN field. In case the certificate number is less than 10 digits enter the applicable number of 0's before the number. Eg. If your certificate number is 1000 then enter 0000001000 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member ID / Folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the "EVSN-150702006-Elecon Engineering Co. Ltd."
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

COMMENCEMENT OF REMOTE E-VOTING PERIOD:

1. The e-voting period commences on 11-08-2015 (09.00 a.m.) and ends on 13-08-2015 (05.00 p.m.). During this period Shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Shareholder the Shareholder shall not be allowed to change it subsequently.

The scrutinizer shall, on conclusion of the e-voting, unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast

in favour or against, if any, and forward to the Chairman of the Company.

The Results shall be declared on or after the Annual General Meeting of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.elecon.com and the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

2. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company.
3. Mr. Dinesh Bhimani, Practising Secretary (Membership No.ACS:12192;CP No;6628) has been appointed as the Scrutinizer to scrutinize the e-voting process.
4. Facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
5. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. Voting rights be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 7th August, 2015.

By order of Board of Directors

Registered Office :

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

Date : 01-05-2015

Paresh M. Shukla
Company Secretary



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

Item No. 5

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and applicable rules made thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchanges, the Company had, appointed Dr. Sonal V. Ambani (DIN 02404841) as an Additional Director (Independent Director) w.e.f. 3rd February, 2015. In terms of Section 149, 152 and 161 of the Act, read with the relevant Rules, she holds office as an Additional Director upto the date of the ensuing Annual General Meeting and being eligible, offers herself for appointment as a Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Sonal V. Ambani as a Non-Executive Independent Director of the Company.

The Nomination & Remuneration Committee has recommended and the Board has approved the appointment of Dr. Sonal V. Ambani as an Independent Director as per her letter of appointment for a period of five (5) years from the ensuing Annual General Meeting.

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 Act. 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.

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

The terms and conditions of the appointment of Dr. Sonal V. Ambani as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays and Sundays and on the website of the Company.

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 is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5.

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

This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

The Members had, at the Annual General Meeting of the Company held on 29th August, 2011, passed a Special Resolution under Section 309(4) of the Companies Act, 1956, approving the payment of commission to Non Executive Directors of the Company, of a sum not exceeding one (1) percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956. The approval is valid upto and including 31st March, 2015.

The current competitive business environment, stringent accounting standards and corporate governance norms require considerably enhanced levels of involvement of the Directors in the decision making process. The responsibility of the Directors has become more onerous and the Directors are required to give more time and attention to the business of the Company. It is therefore proposed to continue the payment of commission to the Non Executive Directors of the Company. The Board of Directors will determine each year, the specific amount to be paid as commission to the Non Executive Directors which shall not exceed one (1) percent of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Companies Act, 2013.

In view of the above, the Members approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013, if any, for the payment of commission to the Non Executive Directors of the Company for a period of five (5) years commencing from 1st April, 2015. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

All the Non Executive Directors of the Company are interested in the Resolution set out at Item No. 6 of the accompanying Notice, since it relates to their respective remuneration.

The Chief Executive Officer and Managing Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested in the said Resolution.

The Board of Directors recommend the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

The Articles of Association of the Company, as presently in force, are in accordance with the provisions of Companies Act, 1956. With the enactment of the Companies Act, 2013, most of the regulations contained in the Articles of Association of

your Company have either become redundant or are not in line with the provisions of the said Act. Under the Companies Act, 2013, draft Articles (in case of a Company limited by shares) are provided in Schedule F thereto.

In view of the aforesaid, it is proposed to replace the existing set of Articles of Association with a new set of Articles of Association containing regulations in accordance with the provisions of the new Act and the Rules made thereunder.

The draft articles are available for your inspection at the Registered Office of the Company, at any time during the working hours on any working day till the date of AGM. The same are also placed on the website of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, any alteration to the Articles of Association of the Company requires prior approval of shareholders by way of Special Resolution.

Hence, the Board recommends the Resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the said Resolution except to the extent of their shareholding in the Company.

ITEM NO. 8

The Board, on the recommendation of the Audit Committee, has 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 31st March, 2016 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees (₹)
1.	Y. S. Thakar & Co.	Engineering	52,500/- Plus Govt. Levies/Taxes as applicable and out-of-pocket expenses at actual.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution.

ITEM NO. 9

Section 188(1) of the Companies Act, 2013 provides that subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a Company having paid up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the prior approval of the company by a Special Resolution. It is further provided that nothing in Section 188(1) shall apply to any transactions entered into by the Company which are entered in its ordinary course of business and are at arm's length.

In terms of the Clause 49 of the Listing Agreement, all material related party transactions even though exempted under Section 188(1) of the Companies Act, 2013, have to be approved by the Members by way of a Special Resolution.

The Company in the course of its business is required to enter into contracts or arrangements with its related parties as defined under the Companies Act, 2013, for purchase & sale of both raw material and finished goods and are also required to provide financial assistance in the form of corporate guarantee, investment, loans & advances.

Your Company's transactions with Elecon EPC Projects Ltd. (Subsidiary of the Company), Emtici Engineering Ltd. and Prayas Engineering Ltd. qualifies as 'Related Parties Transactions' pursuant to the applicable provisions of the Companies Act, 2013 and/or Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended and made applicable with effect from 1st October, 2014 by Stock Exchange/ Securities and Exchange Board of India and herein after referred as "the Clause 49"). The transactions relate to rendering or availing of corporate guarantees, providing securities and commission thereon.

It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with its related parties as stated in the resolution by way of a Special Resolution on an ongoing basis in every financial year commencing after 31st March, 2014 subject to an aggregate limit as stated for the total value of all such transactions in each financial year of the Company.

Your Company always strives to enter into transactions with its related parties in the course of business at arm's length basis and, the Management also believes that related party transactions are on arm's length basis as explained under Section 188 of the Companies Act, 2013. However, Members' approval is sought under the relevant provisions of the Act as an abundant caution.



The details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is given below:

Sr. No.	Name of Related Party	Nature of transaction as per Companies Act, 2013 or Clause 49 of Listing Agreement	Amount (₹ In Lacs)	Name of the Director/KMP who is related	Relationship
1.	Elecon EPC Projects Ltd.	Sale/Purchase of goods	3,544.44	Pradip M. Patel Prashant C. Amin	Subsidiary
		Leasing/Availing of leasing of any property	518.78		
		Availing/Rendering of any services	621.88		
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	44,125.00		
		Corporate Guarantee provided by Elecon Eng. Co. Ltd.	96,680.00		
		Total	145,490.10		
2.	Emtici Eng. Ltd.	Sale/Purchase of goods	0.04	Prayasvin B. Patel Pradip M. Patel Prashant C. Amin	Associate
		Selling/Disposing/Buying of any property	5.30		
		Leasing /Availing of leasing of any property	765.16		
		Availing/Rendering of any services	241.29		
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	44,125.00		
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	5,000.00		
		Securities Provided to Elecon Eng. Co. Ltd.	6,600.00		
		Total	56,736.79		
3.	Prayas Eng. Ltd.	Leasing /Availing of leasing of any property	291.58	Prayasvin B. Patel Pradip M. Patel Prashant C. Amin	Associate
		Corporate Guarantee received by Elecon Eng. Co. Ltd.	44,125.00		
		Securities Provided to Elecon Eng. Co. Ltd.	39,125.00		
		Total	83,541.58		

The proposed transactions qualify as material related party transactions as defined under Clause 49(VII) of the Listing Agreement and monetary value of transactions are in excess of limit prescribed under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Company is accordingly proposing this resolution to authorize the Board of Directors to enter into the related party transactions upto such limit as provided in the resolution and for the consideration of the Members except those members falling under the definition of related parties. The members who are falling under the definition of related parties are in terms of Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement required to be abstain from voting irrespective of whether such member(s) is/ are party to the transaction or not.

Your Directors recommend the Special Resolution in terms of the provisions of Clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013 for your approval.

Save and except Shri Prayasvin B. Patel, Shri Pradip M. Patel and Shri Prashant C. Amin, Directors of the Company and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested financially or otherwise in the said Resolution.

Registered Office :

Anand-Sojitra Road, Vallabh Vidyanagar - 388 120.
Gujarat.
Date : 01-05-2015

By order of Board of Directors

Paresh M. Shukla
Company Secretary

**Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of Director	Shri Pradip M. Patel	Dr. Sonal V. Ambani
Date of Birth	05-11-1947	19-04-1959
Date of Appointment	14-11-1977	03-02-2015
DIN	00012138	02404841
Nationality	British	U.S.A.
Expertise in specific Functional areas	<p>Associated with the Bearing Industry for over three decades.</p> <p>Joined ABC Bearing Ltd. on 7th September, 1973.</p> <p>Director in ABC Bearings Ltd since 1st August, 1976.</p> <p>Managing Director of ABC Bearings Ltd. since 1st August, 1981.</p>	<p>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."</p> <p>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 Yunus on the Advisory Board and received a Pfeffer Peace Prize in New York for the same.</p> <p>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.</p>
Qualifications	M.B.A. (U.S.A)	B.Sc. (Chemistry) M.B.A (U.S.A) Ph.D. (Business Management)
List of Public/Private Companies in which outside Directorship held as on 31st March, 2015.	<ul style="list-style-type: none"> - ABC Bearings Limited - Eimco Elecon (I) Limited - Power Build Pvt. Limited - NSK-ABC Bearings Pvt. Ltd. - Emtici Engineering Limited - Manoway Investment Pvt. Ltd - Ziwani Properties Pvt. Ltd - Mipco Investments Pvt. Ltd - Maple Investments Co. Pvt. Ltd. - Emsons Leasing Co. Pvt. Ltd - Taveta Properties Pvt. Ltd - Elecon EPC Projects Limited. - Excel EPC Projects Pvt. Ltd. - Elecon Hydraulics Pvt. Ltd. 	- Anjali Fiscal Pvt. Ltd.
Chairman/Member of the Committees of the Public Companies on which he is a Director as on 31st March 2015.	<ul style="list-style-type: none"> - ABC Bearings Limited - Stakeholders Relationship Committee - Member - Eimco Elecon (India) Limited - Audit Committee - Member - Stakeholders Relationship Committee - Member 	Nil
No. of Shares held	43,161	Nil
Relationship with any Director of the Company	Brother-in-Law of Shri Prayasvin B. Patel, Chairman & Managing Director	Not related to any Director of the Company.



ELECON ENGINEERING COMPANY LIMITED

CIN : L29259GJ1960PLC001082

Anand-Sojitra Road,
Vallabh Vidyanagar – 388 120
Tal. & Dist. Anand, Gujarat.
Tel No. (02692) 227109, 230166
Fax No. (02692) 227484, 227020
Website : www.elecon.com

Dear Shareholder,

RE : Electronic Credit of Dividend

The Reserve Bank of India has introduced National Electronic Clearing Service (NECS) in banking system to bring in further efficiency and uniformity in electronic credit. NECS has wider coverage than ECS and has no limitations of location in India. NECS ensures quick credit and no rejections. NECS is operational for banks / bank branches leveraging on Core Banking System (CBS), which provide more than ten digit bank account number to its customers.

As per our records, there is no mandate registered either with us or with your DP. To take advantage of the NECS facility and to enable us to route all your future dividend payments electronically, please return the NECS mandate form, given overleaf.

ADVANTAGES OF REGISTERING NECS MANDATE

- No limitations of location in India.
- Quick remittance of dividend.
- Avoid loss of dividend warrants in Postal transit.
- Avoid fraudulent encashment of dividend.
- Avoid revalidation of unencashed dividend warrants.
- Avoid transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF).

PLEASE HURRY UP & FILL IN THE FORM OVERLEAF AND ENSURE ELECTRONIC CREDIT.

Kindly return the completed mandate form given overleaf.

Best Regards,
For, Elecon Engineering Company Limited

Paresh M. Shukla
Company Secretary

NOTE : For shares held in physical form, please submit this form to our Registrars and Share Transfer Agents viz., M/s. Link Intime India Pvt. Ltd. at the address mentioned overleaf and for shares held in demat form, please submit the form to your Depository Participant (DP).

NECS MANDATE FORM

PLEASE FILL UP THIS FORM AND ARRANGE TO SEND IT TO :

The following address if shares are held in physical form

OR

To your DP if shares are held in demat form

To,

M/s. Link Intime India Pvt. Ltd.
B-102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank
Near Radhakrishna Char Rasta,
Akota, Vadodara - 390 020.

1. Name of 1st Registered holder (in Block Letters) :
2. Folio No. / DPID & Client ID No. :
3. Name of the Bank :
4. Name of the Branch :
5. Account Number (As appearing on your Cheque Book) :

6. Account Type (Saving Bank A/c. Current A/c. or Cash Credit) with code :

S.B.	Current	Cash Credit

7. 9-Digit MICR Code Number of the Bank & Branch appearing on the MICR cheque issued by the Bank :

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(Please attach a photocopy of a cheque or cancelled cheque for verifying the accuracy of the MICR code Number)

8. *11-Digit IFSC Code (Optional - Can be obtained from your banker) :

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Signature of the First Registered Shareholder
(As per the specimen signature with the Company / DP)

Name : _____

Address : _____

Phone No.: _____

Date : _____

Email Id : _____

* The Company, its Registrars and Bankers will make best endeavors to remit dividend through NECS. However, for non CBS branches of the banks, the IFSC Code will be utilized to remit the dividend either by National Electronic Funds Transfer (NEFT) or Real Time Gross Settlement (RTGS). The branch where you operate your bank account will assist you to provide the IFSC, a 11-digit code to enable the remittance through NEFT or RTGS.

Name of the Company : ELECON ENGINEERING COMPANY LIMITED
 CIN : L29259GJ1960PLC001082
 Registered Office : Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Anand, Gujarat.

ATTENDANCE SLIP
 55th Annual General Meeting
 on Friday, 14th August, 2015
 at 4.00 p.m. at Audio Visual Hall,
 Eimco Elecon Building,
 Anand-Sojitra Road,
 Vallabh Vidyanagar - 388120.
 Gujarat.

Folio No./Client ID & DP ID

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

I record my presence at the
 55th Annual General Meeting

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

Signature of Member/Proxy

PROXY FORM

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

CIN : L29259GJ1960PLC001082
 Name of the Company : ELECON ENGINEERING COMPANY LIMITED
 Registered Office : Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Anand, Gujarat.

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

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

- Name :
 Address :
 Email ID : Signature :..... or falling him
- Name :
 Address :
 Email ID : Signature :..... or falling him
- Name :
 Address :
 Email ID : Signature :..... or falling him

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 55th Annual General Meeting of the Company, to be held on Friday, the 14th August, 2015 at 04.00 p.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388120, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below :

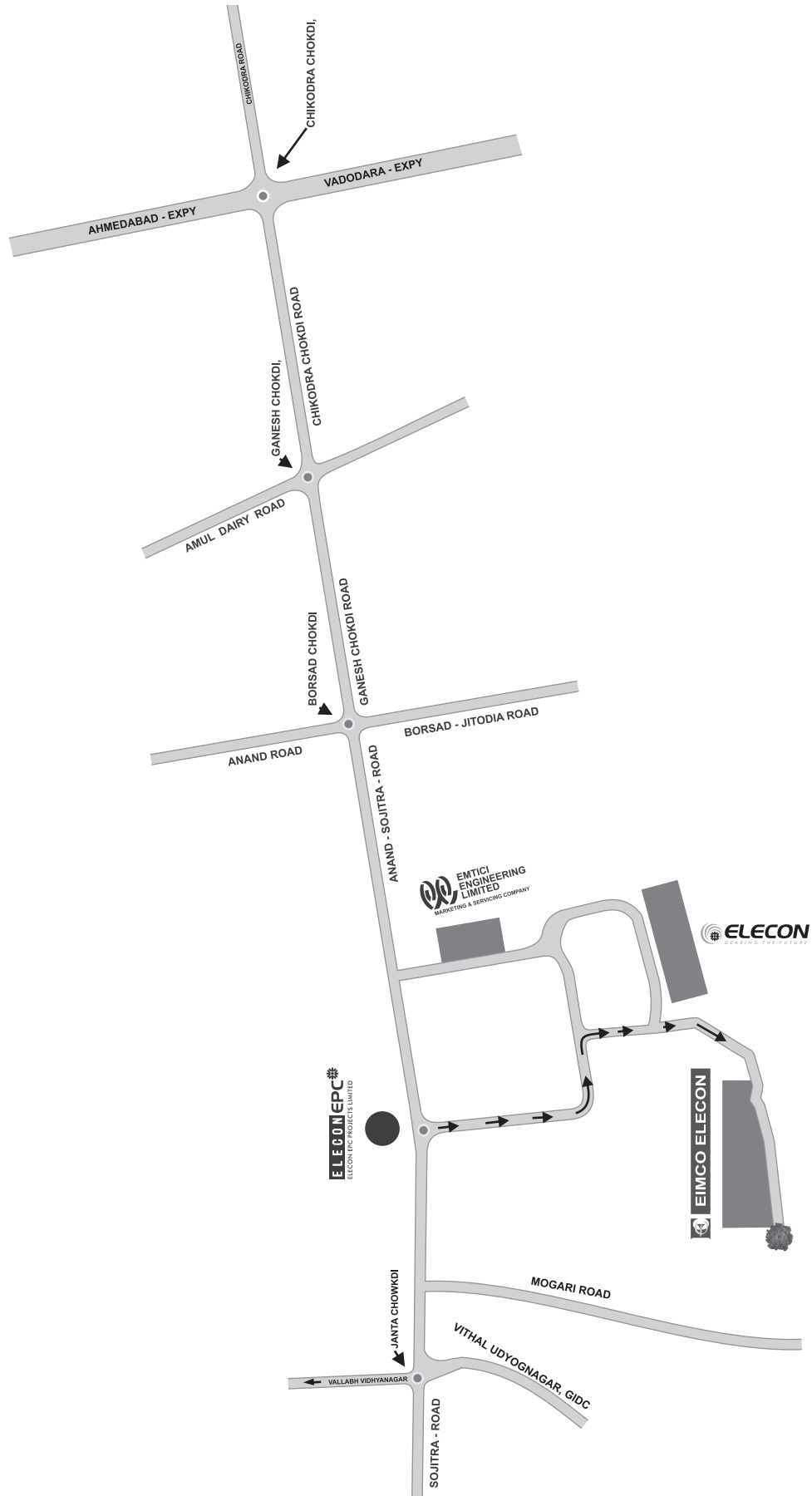
- | |
|---|
| <ol style="list-style-type: none"> Adoption of Audited Financial Statements (Both Standalone and Consolidated) of the Company for the Financial Year ended on 31-03-2015 together with the Report of the Board of Directors and Auditors thereon. Declaration of Dividend for the Financial Year ended on 31-03-2015. Appointment of a Director in place of Shri Pradip M. Patel, who retires by rotation and being eligible, offers himself for re-appointment. Appointment of M/s. Thacker Butala Desai, Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration. Appointment of Dr. Sonal V. Ambani as an Independent Director of the Company. Approval of payment of Commission to Non Executive Directors of the Company. To adopt new set of Articles of Association of the Company as per the Companies Act, 2013. To ratify remuneration to M/s. Y. S. Thakar & Co. as Cost Accountants of the Company for F.Y. 2015-16. Approval of Related Party Transactions. |
|---|

Signed this _____ day of _____ 2015
 Signature of shareholder(s) : _____
 Signature of Proxy holder(s) : _____



- Notes :**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 55th Annual General Meeting.

Route map to the venue of the AGM





ELECON ENGINEERING COMPANY LIMITED

CIN : L29259GJ1960PLC001082

Anand-Sojitra Road, Vallabh Vidyanagar – 388 120 Tal. & Dist. Anand, Gujarat.
Tel No. (02692) 227109, 230166, Fax No. (02692) 227484, Website : www.elecon.com

Dear Shareholder,

Sub: Green Initiative

Ministry of Corporate Affairs ("MCA") has launched a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies. MCA has issued circular nos. 17/2011 dt. 21-04-2011 & 18/2011 dt. 29-04-2011 stating that the service of a notice / document by a Company to its shareholders can now be made through electronic mode. In view of the above, your Company proposes to henceforth send Annual Report (Audited Financial Statements, Directors' Report, Auditors' Report, etc.) and all communications/documents such as the Notice of the Annual General Meeting, to the shareholders in Electronic Form to the email address registered with their Depository Participants.

In order to join the initiative and to receive the documents in electronic form, kindly comply with the following:

For Shareholders holding shares in Demat Form

In case you desire to receive the aforesaid documents in electronic mode, kindly update your e-mail ID in the Demat account by contacting your Depository Participant. E-mail updated in the demat account would be used to send documents through electronic mode. If you have already registered your e-mail ID earlier, please ignore this request.

TO BE SENT DIRECTLY TO DEPOSITORY PARTICIPANT

(i.e. Address where you have opened your Demat Account)

DP ID / Client ID :

Name :

E-mail ID :

Signature : _____

PAN :

For Shareholders holding shares in Physical form

In case you desire to receive the aforesaid documents in electronic mode in lieu of Physical mode, kindly update your e-mail ID with our Registrar and Share Transfer Agent, Link Intime India Private Limited by mailing your E-mail ID with the following details to vadodara@linkintime.co.in

TO BE SENT TO US BY USING BUSINESS REPLY ENVELOPE AS PRINTED ON REVERSE

Folio No. :

Name :

E-mail ID :

Signature : _____

PAN :

For registering your e-mail address with us, you are requested to forward us this page duly filled up along with self attested copy of your PAN Card in attached pre-paid Business Reply Envelope. You are not required to affix/pay any postage expense for dispatch of the said envelope to us.

Members who have not yet dematerialized their shares are requested to get their shares dematerialized at the earliest.

You may also send your consent in writing to our Registrar and Share Transfer Agents to the following address:

Link Intime India Private Ltd.,

Unit: **Elecon Engineering Company Ltd.,**

B- 102 and 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara 390 020.

We at 'Elecon' appreciate the "Green Initiative" taken by MCA and trust you would help implementing the e-governance initiatives of the Government.

Thanking you,

Yours faithfully,

For Elecon Engineering Company Limited

Paresh Shukla

Company Secretary



BUSINESS REPLY ENVELOPE

**POSTAGE
WILL BE
PAID BY
ADDRESSEE**

BR-PERMIT NO. L2/And./BRP-7
V.V.NAGAR. P.O.

No
Postage
necessary
if posted
in India

To,
Company Secretary
Elecon Engineering Company Ltd.
Anand-Sojitra Road,
Vallabh Vidyanagar - 388 120,
Gujarat.

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