

Date: 25th June, 2016

To,

The Manager (Listing),
The Bombay Stock Exchange Ltd.
Mumbai

The Manager (Listing),
National Stock Exchange of India Ltd.
Mumbai

Dear Sir,

Sub: 56th Annual General Meeting (AGM) of Elecon Engineering Company Limited

We hereby inform that the 56th Annual General Meeting (AGM) of the Company will be held on Tuesday, 26th July, 2016 at 5:00 p.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat.

We enclose herewith the Notice of 56th Annual General Meeting of the Company.

Please take the same on record and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,
For Elecon Engineering Company Limited



Parthiv Parikh
Company Secretary & Compliance Officer



Encl: a/a



Cranes



Rubber Industry



Marine Industry



Plastic Industry



Power Industry



Steel Industry



Sugar Industry



Mining



Cement Industry

Gearing industries. Gearing economies.



NOTICE

NOTICE IS HEREBY GIVEN THAT the 56th Annual General Meeting of members of Elecon Engineering Company Limited will be held on Tuesday, the 26th day of July, 2016 at 5.00 p.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s. Thacker Butala Desai, Chartered Accountants, (Firm Regn. No. 110864W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 57th Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Audit Committee/Board of Directors of the Company.”

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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby approves the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (LLP Regn. No. AAB 8181), as Joint Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of ensuing Annual General Meeting of the Company until the conclusion of Annual General Meeting to be held for the financial year 2020-21 on such remuneration as may be determined by the Audit Committee/Board of Directors of the Company.”

SPECIAL BUSINESS

6. 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), the Articles of Association of the Company, 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.”

7. 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, 2017 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 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 Board of Directors

Registered office:

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

Date : April 27, 2016

Parthiv Parikh
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. The relevant information for item Nos. 3 & 5 to 7 are annexed here to pursuant to the applicable provisions of SEBI (LODR) Regulations, 2015.
7. The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 20th July, 2016 to Monday, 25th July, 2016 (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/R&T Agent for obtaining duplicate warrants.
10. The annual listing fees for the year 2016-17 have been paid to the Stock Exchanges where Company's shares are listed.
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 such information should be furnished directly to their respective depository participant only.
13. Any request by shareholders 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, 2016 when declared at the AGM will be paid:
 - (i) to those members whose names appear in the Register of Members of the Company on Monday, the 25th day of July, 2016.
 - (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 Tuesday, the 19th day of July, 2016.
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 Saturday, 23rd July, 2016 at 9.00 a.m. and ends on Monday, 25th July, 2016 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 Tuesday, 19th July, 2016, 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-160607010-Elecon Engineering Company Limited"
- (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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 Saturday, 23rd July, 2016 at 9.00 a.m. and ends on Monday, 25th July, 2016 at 5.00 p.m. During this period Shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is 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. FCS: 8064; CP No; 6628) has been appointed as the Scrutinizer to scrutinize the e-voting process.
4. Facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already 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. 19th July, 2016.

By order of Board of Directors

Registered Office :

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

Date : April 27, 2016

Parthiv Parikh
Company Secretary



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

ITEM NO. 5

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the terms of office of present Statutory Auditors - M/s. Thacker Butala Desai, Chartered Accountants will expire on the conclusion of 57th Annual General Meeting for the year 2016-17.

With a view to ensure smooth transition, it is proposed to appoint M/s. B S R & Co. LLP, Chartered Accountants as Joint Statutory Auditors of the Company for a period of five years from the conclusion of ensuing Annual General Meeting of the Company for the financial year 2015-16 until the conclusion of Annual General Meeting for the financial year 2020-21.

M/s. B S R & Co. LLP, Chartered Accountants is one of the fastest growing big 4 firms in Gujarat and has large client base spanning Indian business, listed Companies and Multinationals in India across sectors. They are leaders in IFRS and International Reporting. The said firm has an experience in Indian GAAP, IFRS and US GAAP led by expert partners and Directors, and has access to the international knowledge and methodology of KPMG International.

It is expected that the Company will be immensely benefited by their association.

The Audit Committee & Board at their respective meetings held on 27th April, 2016 recommended and approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Joint Statutory Auditors of the Company subject to the approval of members for a period of five years from the conclusion of ensuing Annual General Meeting of the Company for the financial year 2015-16 until the conclusion of Annual General Meeting for the financial year 2020-21 of the Company.

The Board recommends the Resolution for your approval.

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

ITEM NO. 6

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 Companies Act, 2013 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 or 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. 7

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, 2017 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.

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

Registered Office :

Anand-Sojitra Road,
Vallabh Vidyanagar - 388 120.
Gujarat.
Date : April 27, 2016

By order of Board of Directors

Parthiv Parikh
Company Secretary

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

Name of Director	Shri Pradip M. Patel
Date of Birth	05-11-1947
Date of Appointment	14-11-1977
DIN	00012138
Nationality	British
Expertise in specific Functional areas	Associated with the Bearing Industry for over three decades. Joined ABC Bearing Ltd. on 7th September, 1973. Director in ABC Bearings Ltd. since 1 st August, 1976. Managing Director of ABC Bearings Ltd. since 1 st August, 1981.
Qualifications	M.B.A. (U.S.A)
List of Public/Private Companies in which outside Directorship held as on 31st March, 2016.	<ul style="list-style-type: none"> - ABC Bearings Ltd. - Eimco Elecon (I) Ltd. - Emtici Engineering Ltd. - Elecon EPC Projects Ltd. - Power Build Pvt. Ltd. - NSK-ABC Bearings Pvt. Ltd. - 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. - Tech Elecon Pvt. Ltd. - Elecon Hydraulics Pvt. Ltd. - Aakaish Investments Pvt. Ltd.
Chairman/Member of the Committees of the Public Companies on which he is a Director as on 31st March 2016.	<ul style="list-style-type: none"> - ABC Bearings Limited - Stakeholders Relationship Committee - Member - Eimco Elecon (India) Limited - Audit Committee - Member - Stakeholders Relationship Committee - Member - Elecon Engineering Company Limited - Audit Committee - Member - Stakeholders Relationship Committee - Member
No. of Shares held	43,161
Relationship with any Director of the Company	Sister's Husband of Shri Prayasvin B. Patel, Chairman & Managing Director