

NOTICE

NOTICE IS HEREBY GIVEN THAT the 58th Annual General Meeting of members of Elecon Engineering Company Limited will be held on Wednesday, the 26th day of September, 2018 at 2.00 p.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat, India, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of Auditors and the Board of Directors ("the Board") thereon.
2. To declare Dividend on Equity Shares for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Shri Prashant C. Amin (DIN : 01056652), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution of the member passed at 56th Annual General Meeting held on July 26, 2016, the Company hereby ratifies the appointment of M/s. B S R & Co. LLP, Chartered Accountants, (Firm Regn. No. 101248W/W- 100022), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 59th Annual General Meeting to be held for the financial year 2018-19 on such remuneration as may be determined by the Audit Committee/Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, 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, 2019 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."
6. To consider and if thought fit, to pass, the following Resolution as a **Special Resolution:**
"RESOLVED THAT in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded to Shri Jal R. Patel (DIN : 00065021) to continue as an Independent Director of the Company till the completion of his present term i.e. up to March 31, 2019.
RESOLVED FURTHER THAT in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Shri Jal R. Patel (DIN : 00065021) as an Independent Director of the Company for a period of three years with effect from April 1, 2019 and as may be determined by any applicable statutes, rules, regulations or guidelines."

By order of Board of Directors

Registered office:

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

Date : August 22, 2018

Bharati Isarani
Company Secretary

NOTES:-

1. The explanatory 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 being sent herewith. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
3. All documents referred to in the Notice or in the accompanying statement are available for inspection by members on all working days, except Saturday, 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 the Registrar & Transfer (R & T) Agent of the Company – Link Intime India Pvt. Ltd., at their address at B-102/103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Vadodara —390 020, Telephone No. +91 265 2356573 /2356794, 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. +91 265 2356573, 2356794 Email ID vadodara@linkintime.co.in Website www.linkintime.co.in
6. The relevant information for Item No. 3 & 6 is annexed here to pursuant to the Regulations 36 of SEBI (LODR) Regulations, 2015.
7. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, September 20, 2018 to Wednesday, September 26, 2018 (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 hold the shares in dematerialised form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.
10. Members who have not encashed their dividend warrants may approach the Company/R&T Agent for obtaining duplicate warrants.
11. The annual listing fees for the year 2018-19 have been paid to the Stock Exchanges where Company's shares are listed.
12. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the R&T Agent of the Company.
In case the shares are held in dematerialized form, then information should be furnished directly to their respective Depository Participant (DP) 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 March 31, 2018 when declared at the meeting, will be paid:
 - (i) to those members whose names appear in the Register of Members of the Company on Wednesday, September 26, 2018.
 - (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 Wednesday, September 19, 2018.
15. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at investor.relations@elecon.com.
16. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 which have come into force from September 7, 2016, the Company has transferred, on due dates, the unclaimed final dividend for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
Further in terms of Section 124(6) of the Companies Act, 2013 read with the 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto and notifications issued by the Ministry of Corporate Affairs from time to time, the Company has transferred during the year, the required number of shares in respect of which dividends had remained unpaid or unclaimed for a period of seven consecutive years or more, to the IEPF Authority.

The details of the shareholders whose equity share had been transferred to the IEPF Authority and dividends which remain with the Company as unclaimed is available on the website of the Company at www.elecon.com. Shareholders may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

17. A route map showing direction to reach the venue of the Annual General Meeting is provided at the end of this Notice.

18. The instructions and other information relating to Remote E-Voting are as under:

- (i) The voting period begins on Sunday, September 23, 2018 at 9.00 a.m. and ends on Tuesday, September 25, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 19, 2018, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on the Address sticker which is affixed on Annual Report.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iv).

- (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 for the Elecon Engineering Company Limited on which you choose to vote.
- (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 votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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 - "CDSL m-Voting" available for iPhone as well as Android and Windows based mobiles. 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 user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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.
- (xx) 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 Sunday, September 23, 2018 at 9.00 a.m. and ends on Tuesday, September 25, 2018 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 at least 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 along with 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 for the e-voting process.
4. Facility for voting through ballot 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. Wednesday, September 19, 2018.

By order of Board of Directors

Registered office:

Anand-Sojitra Road
Vallabh Vidyanagar - 388 120.
Gujarat.
Date: August 22, 2018

Bharati Isarani
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 5**

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 March 31, 2019 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees (₹)
1.	Y. S. Thakar & Co.	Engineering	75,000/- 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 members 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 in the said resolution.

Item No. 6

The Members of the Company at their Annual General Meeting held on August 4, 2014 approved the appointment of Shri Jal R. Patel (DIN : 00065021) as an Independent Director of the Company for a period of five years with effect from April 1, 2014. Shri Jal R. Patel will complete his present term on March 31, 2019.

In terms of the recently notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Shri Jal R. Patel will attain the age of Eighty One years which is beyond the age of seventy five years as per abovesaid amended Regulations.

The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of counsel and advice of Shri Jal R. Patel, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members of the Company. Accordingly, the Board, which by way of the Circulate Resolution passed on August 22, 2018 and on the recommendation of the Nomination and Remuneration Committee by way of the Circular Resolution on August 22, 2018, recommended for the approval of the Members, continuation of Shri Jal R. Patel as an Independent Director of the Company till the completion of his present term i.e. up to March 31, 2019, on the existing terms and conditions.

Beside the above, the term of appointment of Shri Jal R. Patel is going to be expired on March 31, 2019.

The Board of Directors of the Company ('the Board'), which by way of Circular Resolution passed on August 22, 2018, on the recommendation received from the Nomination & Remuneration Committee by way of Circular Resolution, recommended for the approval of the Members, the re-appointment of Shri Jal R. Patel as an Independent Director of the Company for a term of three years with effect from April 1, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof. The Company has received his consent to be re-appointed on the Board of the Company.

The Board is of the view that the continued association of Shri Jal R. Patel would benefit the Company by way of his knowledge, experience and performance of Shri Jal R. Patel and contribution to the Board processes by him. Declaration has been received from Shri Jal R. Patel that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable Regulation of the Listing Regulations 2015 and the amendments thereof. In the opinion of the Board, Shri Jal R. Patel fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations, 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. In addition to the sitting fees for attending the meetings of the Board and its Committees, Shri Jal R. Patel would be entitled to remuneration by way of commission as may be determined by the Board.

Additional information in respect of Shri Jal R. Patel, is annexed hereto pursuant to the Listing Regulations, 2015 and the Secretarial Standard on General Meetings. He does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Shri Jal R. Patel and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

By order of Board of Directors

Registered office:

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

Date : August 22, 2018

Bharati Isarani
Company Secretary

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

Name of Director	Shri Prashant C. Amin	Shri Jal R. Patel
Date of Birth	09-08-1956	17-09-1937
Date of Appointment	29-07-2008	12-05-2012
DIN	01056652	00065021
Qualifications	M.B.A. (Finance) (U.S.A.) & Master Degree in Engineering & Management	Associate member of Institute of Chartered Accountants of India (ICAI), Associate member of Institute of Company Secretaries of India (ICSI).
Brief Resume & Expertise in specific Functional areas	<p>Shri Prashant C. Amin has more than 31 years of experience in founding various new ventures in different geographies and operating enterprises with strong leadership, strategy building and operational direction.</p> <p>A true entrepreneur and a visionary, he has taken the responsibility of driving the Company to new heights of growth and social responsibility since joined as Group Director in October, 2006.</p> <p>He is actively involved in the local business developments as trustee at the Vithal Udyognagar Industries Association and is a Board Member of the Sardar Patel Energy Research Institute, the Charotar Vidya Mandal and Charotar Arogya Mandal. He also served CII Gujarat State Council as its Chairman for the year 2017.</p>	<p>Shri Jal R. Patel was associated with the German FAG group of Bearing companies since 1962 where he handled various managerial functions. His areas of expertise include Finance, Accounts and Administration. He is also actively involved with various social and welfare associations and federations as well as various trusts.</p>
Other Listed Companies in which Directorship held as on March 31, 2018	- Eimco Elecon (India) Limited	- Ineos Styrolution India Limited - ABC Bearings Limited - Munjal Auto Industries Limited - Gujarat Gas Limited
Chairman/Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on March 31, 2018	<p>Eimco Elecon (India) Limited</p> <p>-Stakeholders' Relationship Committee – Chairman</p>	<p>Gujarat Gas Limited</p> <p>- Audit Committee – Chairman</p> <p>- Stakeholders' Relationship Committee – Member</p> <p>ABC Bearings Ltd.</p> <p>- Audit Committee - Chairman</p> <p>Ineos Styrolution India Ltd.</p> <p>- Audit Committee - Chairman</p> <p>- Stakeholders' Relationship Committee – Member</p>
No. of Shares held	37,675	NIL
Relationship with any Director of the Company	-	-



ELECON ENGINEERING COMPANY LIMITED

CIN : L29100GJ1960PLC001082

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

Bharati Isarani
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
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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 :

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(Optional - Can be obtained from your banker)

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 : L29100GJ1960PLC001082
 Registered Office : Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Anand, Gujarat.

ATTENDANCE SLIP

58th Annual General Meeting
 on Wednesday, 26th September, 2018
 at 2.00 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
 58th 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 : L29100GJ1960PLC001082
 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.

1. Name :
 Address :
 Email ID : Signature : or falling him
2. Name :
 Address :
 Email ID : Signature : or falling him
3. 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 58th Annual General Meeting of the Company, to be held on Wednesday, the 26th September, 2018 at 2.00 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:

1. Adoption of Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended on March 31, 2018 and the Reports of the Board of Directors ("the Board") and Auditors thereon.
2. Declaration of Dividend for the financial year ended on March 31, 2018.
3. Appointment of a Director in place of Shri Prashant C. Amin, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Audit Committee/Board of Directors to fix their remuneration.
5. To ratify remuneration to M/s. Y. S. Thakar & Co. as Cost Accountants of the Company for financial year 2018-19.
6. To approve the continuation and re-appointment of Shri Jal R. Patel as an Independent Director.

Signed this _____ day of _____, 2018

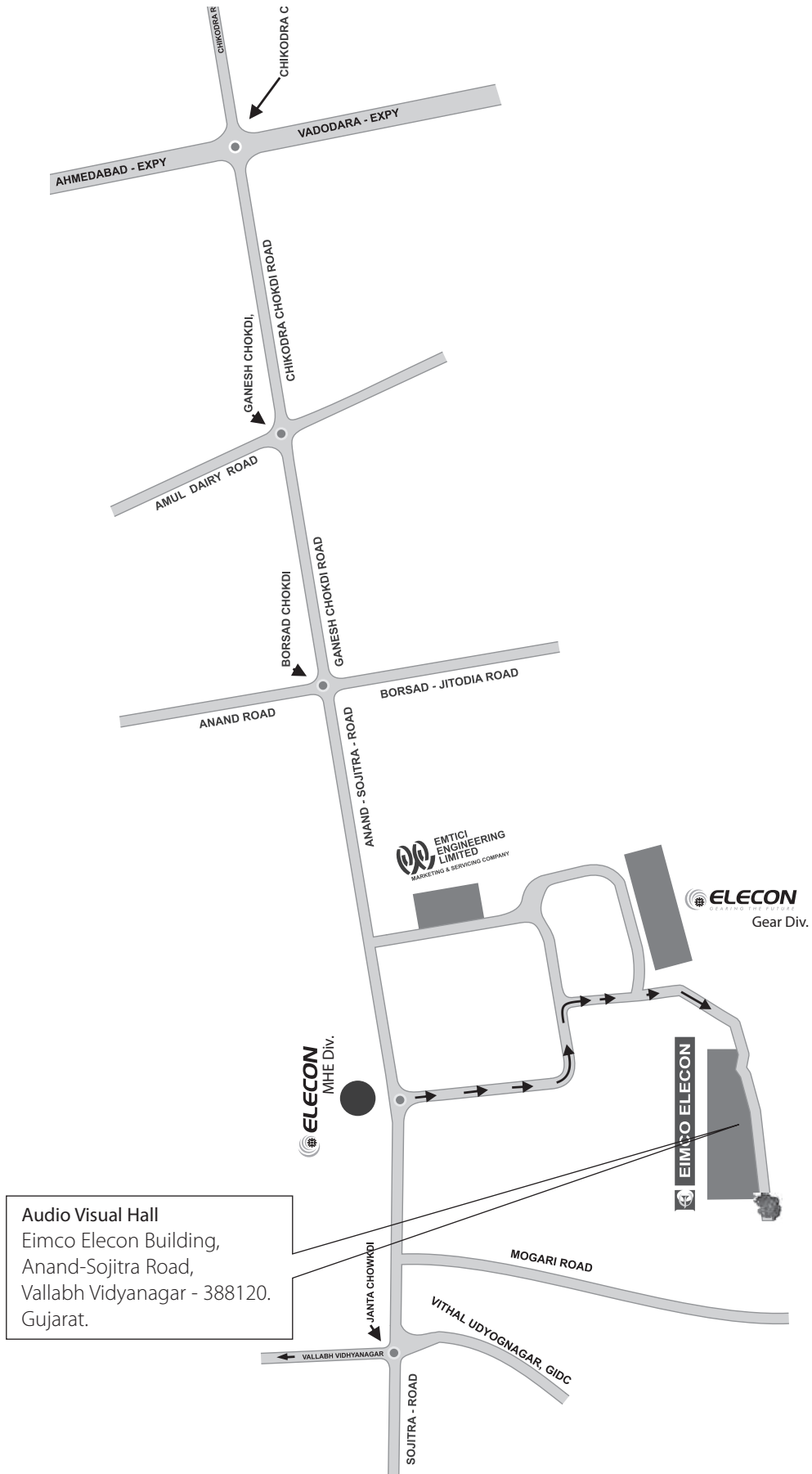
Signature of shareholder(s) : _____

Signature of Proxy holder(s) : _____

Affix
 Revenue
 Stamp

- Notes :**
1. 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.
 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 58th Annual General Meeting.

Route map to the venue of the AGM




ELECON ENGINEERING COMPANY LIMITED

CIN : L29100GJ1960PLC001082

 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 filed 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

Bharati Isarani
 Company Secretary



BUSINESS REPLY ENVELOPE

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WILL BE
PAID BY
ADDRESSEE**

BR-PERMIT NO. L2/And./BRP-7
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necessary
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To,
Company Secretary
Elecon Engineering Company Ltd.
Anand-Sojitra Road,
Vallabh Vidyanagar - 388 120,
Gujarat.

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