

NOTICE

NOTICE IS HEREBY GIVEN THAT the 59th Annual General Meeting of Members of Elecon Engineering Company Limited will be convened on Tuesday, the 17th day of September, 2019 at 10.00 a.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 receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors ("the Board") and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended on March 31, 2019.
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.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and subject to such other laws, rules and regulations as may be applicable in this regard, approval of the Members of the Company be and is hereby accorded to the re-appointment of Dr. Sonal Ambani (DIN 02404841), as an Independent Woman Director of the Company, not liable to retire by rotation, for her second term of five consecutive years with effect from 14th August, 2020 on the Board of the Company.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to abovesaid resolution."
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 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, 2020 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 : 26th July, 2019

Bharti 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 Nos. 3 and 4 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 Wednesday, September 11, 2019 to Tuesday, September 17, 2019 (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 2019-20 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, 2019 when declared at the meeting will be paid:
 - (i) to those members whose names appear in the Register of Members of the Company on Tuesday, September 17, 2019.
 - (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, September 10, 2019
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 2010-11 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 Suspense Account.

The details of the shareholders whose equity shares had been transferred to the IEPF Suspense Account 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 Saturday, September 14, 2019 at 9.00 a.m. and ends on Monday, September 16, 2019 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, September 10, 2019, 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	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 Saturday, September 14, 2019 at 9.00 a.m. and ends on Monday, September 16, 2019 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 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 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. Friday, July 19, 2019.

By Order of Board of Directors,

Registered office:

Anand-Sojitra Road
Vallabh Vidyanagar - 388 120.
Gujarat.
Date : 26th July, 2019

Bharti Isarani
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2019

Item No. 4

The Members of the Company at the Annual General Meeting held on 14th August, 2015 had appointed Dr. Sonal V. Ambani (DIN 02404841), as an Independent Woman Director of the Company for the first term of five consecutive years to hold office upto 13th August, 2020 pursuant to the provisions of the Companies Act, 2013 (the Act) and Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the erstwhile Listing Agreement with the Stock Exchanges.

Presently, Dr. Sonal V. Ambani is a Member of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company and the Chairperson of the Corporate Social Responsibility Committee of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 and further amendments thereto, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of the Company and shall be eligible for re-appointment on only by passing of a special resolution by the Company for second term upto five (5) consecutive years.

The Nomination and Remuneration Committee (NRC) has, in its meeting held on 26th July, 2019, recommended to the Board, the re-appointment of Dr. Sonal V. Ambani as Independent Woman Director for a further term of five (5) consecutive years from 14th August, 2020 to 13th August, 2025.

The Board at its meeting held on 26th July, 2019, based on the outcome of the performance evaluation exercise, skills, experience, knowledge and contributions made by Dr. Sonal V. Ambani during her tenure and on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment (not liable to retire by rotation) of Dr. Sonal V. Ambani as Independent Woman Director subject to approval of shareholder of the Company from 14th August, 2020 to 13th August, 2025 by way of passing of the Special Resolution. The Board of Directors states that the re-appointment of Dr. Sonal V. Ambani would be in the interest of the Company and its Shareholders.

Dr. Sonal V. Ambani is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has consented to act as Independent Woman Director of the Company. The Company has also received declaration from Dr. Sonal V. Ambani that she meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Dr. Sonal V. Ambani meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations and they are independent of the Management.

Details of Dr. Sonal V. Ambani is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Copy of draft appointment letter setting out the terms and conditions of her re-appointment are available for inspection by the members at the Registered Office of the Company.

Save and except, Dr. Sonal V. Ambani and her relatives, to the extent of their shareholding interest, in the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

The Board considers that her continued association as Independent Woman Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No. 4 for approval of the members.

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, 2020 as per the following details:

Sr. No.	Name of Cost Auditor	Industry	Audit Fees (₹)
1.	M/s. 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.

By Order of Board of Directors,

Registered office:

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

Date : 26th July, 2019

Bharti 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 Pradip 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
Qualifications	M.B.A. (U.S.A.)	B.Sc. (Chemistry) M.B.A (U.S.A) Ph.D. (Business Management)
Brief Resume & Expertise in specific Functional areas	<p>Shri Pradip Patel has more than three decades of experience in bearing industry. He served as Managing Director of ABC Bearings Limited from August 1, 1981 to August 31, 2018.</p> <p>His core area of strength relating to the business is strong leadership, strategy building and operational direction.</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>
Other Listed Companies in which Directorship held as on March 31, 2019	- Eimco Elecon (India) Limited	- Acrysil Limited
Chairman/Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on March 31, 2019	Eimco Elecon (India) Limited - Stakeholders' Relationship Committee - Member - Audit Committee - Member	Acrysil Limited - Audit Committee - Member - Stakeholders' Relationship Committee - Member
No. of Shares held	43,161	NIL
Relationship with any Director of the Company	Sister's husband of Shri Prayasvin Patel, Chairman & Managing Director	Not Applicable

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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,

Bharti 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

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
 59th Annual General Meeting
 on Tuesday, September 17, 2019 at
 10.00 a.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
 59th 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 Member(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 failing him
- Name :
 Address :
 Email ID : Signature : or failing him
- Name :
 Address :
 Email ID : Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 59th Annual General Meeting of the Company, to be held on Tuesday, September 17, 2019 at 10:00 a.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

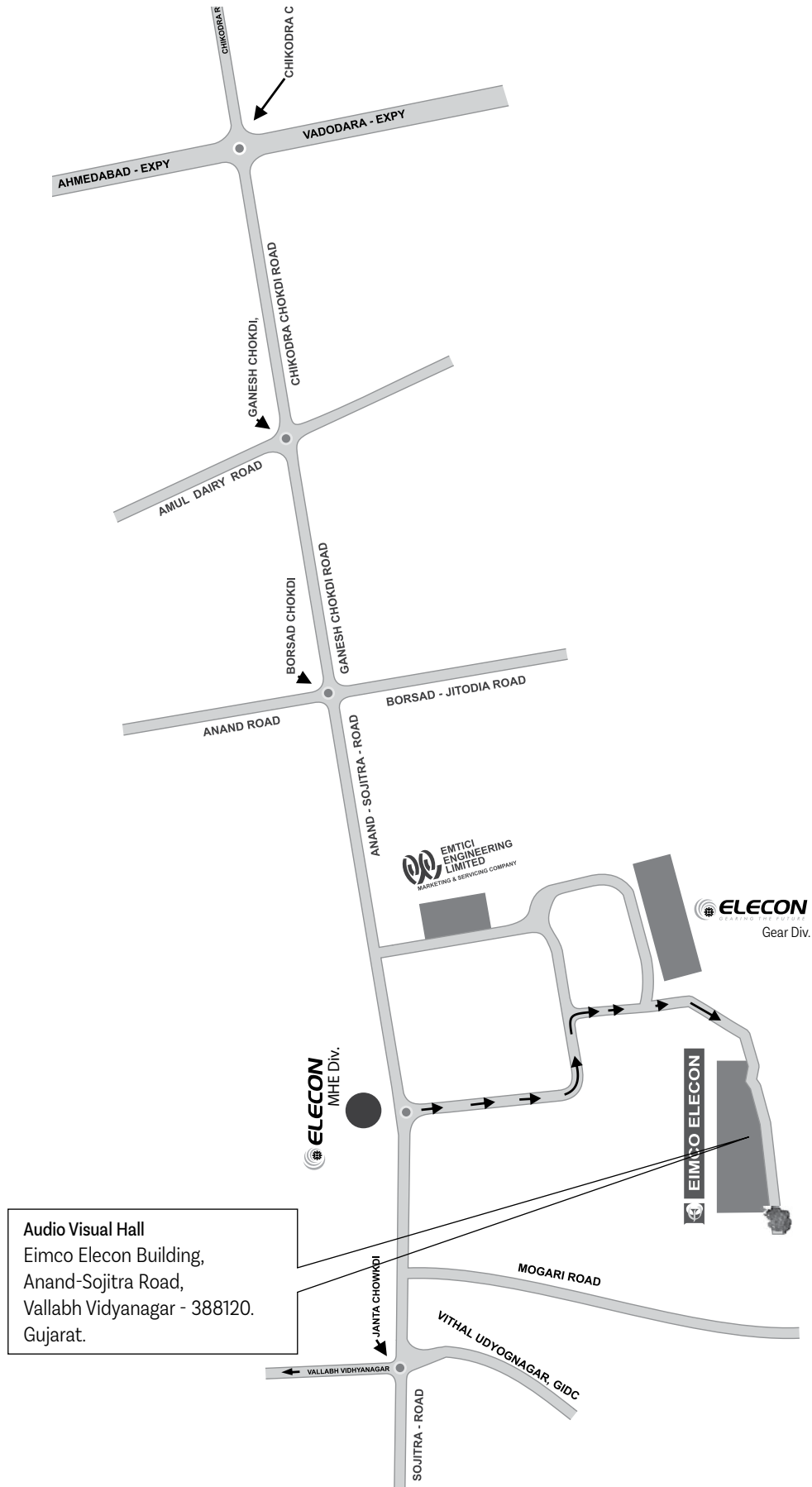
- | |
|---|
| <ol style="list-style-type: none"> Adoption of Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended on March 31, 2019 and the Reports of the Board of Directors ("the Board") and Auditors thereon. Declaration of Dividend for the financial year ended on March 31, 2019. Appointment of a Director in place of Shri Pradip M. Patel who retires by rotation and being eligible, offers himself. Re-appointment of Dr. Sonal Ambani as an Independent Woman Director for the second term of five years w.e.f. 14th August, 2020. To ratify remuneration of M/s. Y. S. Thakar & Co. as Cost Accountants of the Company for financial year 2019-20. |
|---|

Signed this _____ day of _____ 2019
 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 59th 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) 227020, 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, Boards' 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, M/s. 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:

M/s. 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,

Bharti Isarani

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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