

Date: 6<sup>th</sup> March, 2019

To,

The Manager (Listing), The BSE Ltd. Mumbai	The Manager (Listing), National Stock Exchange of India Ltd. Mumbai
Company's Scrip Code: 505700	Company's Scrip Code: ELECON

Sub.: Notice of 1/2018-19 Extra-Ordinary General Meeting to be convened on 30<sup>th</sup> March, 2019

Ref.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the above referred regulation, we hereby inform you that the 1/2018-19 Extra-Ordinary General Meeting of the Company will be convened on Saturday, 30<sup>th</sup> March, 2019 at 11.00 a.m. at Audio-Visual Hall, Eimco Elecon Building, Anand - Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat.

We enclose herewith the Notice of 1/2018-19 Extra-Ordinary General Meeting of the Company.

Please take the same on your record.

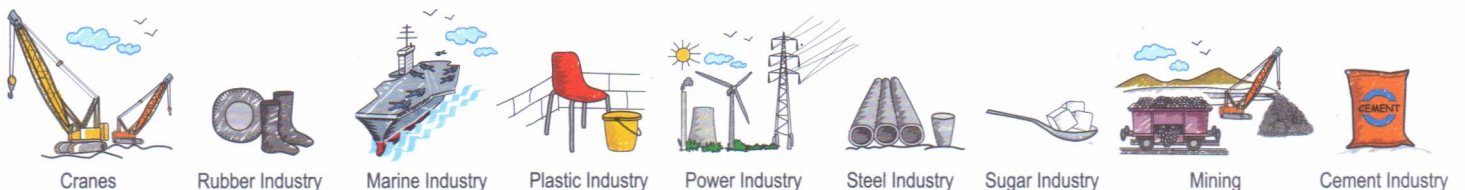
Thanking you.

Yours faithfully,  
For Elecon Engineering Company Limited,



**Bharti Isarani**  
Company Secretary & Compliance Officer

Encl: As above



**Gearing industries. Gearing economies.**



## ELECON ENGINEERING COMPANY LIMITED

CIN: L29100GJ1960PLC001082

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

Ph. No.: (02692) 236 469 / 238 701 | Fax: (02692) 227 020

Email ID: investor.relations@elecon.com | Website: www.elecon.com

### **NOTICE OF THE 1/2018-19 EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the 1/2018-19 Extraordinary General Meeting of the Members of **ELECON ENGINEERING COMPANY LIMITED** (“the Company”) will be held on Saturday, 30<sup>th</sup> March, 2019 at 11:00 a.m. at the Audio-Visual Hall, Eimco Elecon Building, Anand - Sojitra Road, Vallabh Vidyanagar - 388 120, Gujarat State, India to transact following business:

#### **SPECIAL BUSINESS:**

#### **Item No. 1: Re-appointment of Shri Chirayu R. Amin (DIN: 00242549) as an Independent Director of the Company:-**

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 Shri Chirayu R. Amin (DIN: 00242549) as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 on the Board of the Company.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Shri Chirayu R. Amin on attaining the age of 75 (Seventy Five) years during above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the SEBI Amendment Regulations, 2018.

**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 resolutions.”

#### **Item No. 2: Re-appointment of Shri Jai S. Diwanji (DIN: 00910410) as an Independent Director of the Company:-**

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 Shri Jai S. Diwanji (DIN: 00910410) as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 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.”

**For and on behalf of the Board of Directors of  
Elecon Engineering Company Limited,**

#### **Registered Office:**

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

Date : 7<sup>th</sup> February, 2019

**Bharti Isarani  
Company Secretary**

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing a proxy, in order to be effective, must be deposited at the registered office of the Company, duly filled stamped, completed and signed, not later than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate, not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than 10 (ten) percent of the total share capital of the Company may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is enclosed with this notice.  
  
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. Incomplete proxy forms shall be considered to be as invalid and the proxy so appointed shall not be entitled to vote on the resolution(s) in the EGM. A proxy holder needs to show his identity at the time of attending the Meeting. Further, in case if the Company receives multiple proxies for the same holding of a member, the proxy which is dated last shall be considered valid, if it is not dated then all the proxies so sent by the member shall considered to be as invalid.
4. The relevant information for Item Nos. 1 and 2 are annexed here to pursuant to the Regulations 36 of SEBI (LODR) Regulations, 2015.
5. Members, Proxies and Authorised Representative(s) are requested to bring the duly filled and signed Attendance Slips (enclosed), complete in all respect along with their copy of Notice at the venue of EGM in order to enable us to register your attendance at the venue of the EGM.
6. In case of joint holders attending the Meeting, only the member whose name appears to be first will be entitled to vote.
7. Only bonafide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the EGM.
8. 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.
9. 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 Further, please note that Members holding equity shares in dematerialised form are requested to furnish the information or documents directly to the respective Depository Participants with whom they are maintaining the demat accounts.
10. All the documents referred to in the accompanying Notice and the Explanatory Statement, are open for inspection at the Registered Office of the Company on all working days, except Saturday, Sunday and public holidays, between 10 a.m. to 1.00 p.m. upto and including the date of EGM.
11. A Route Map along with Prominent Landmark for easy location to reach the venue of the EGM is annexed with the Notice of EGM and is also available on the website of the Company.
12. (a) The electronic copy of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is being sent to all the members whose email IDs are registered with the Company/ DPs. For Members, who have not registered their email address, physical copies of the Notice of the EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) are being sent through permitted mode.  
  
(b) We urge members to support our commitment to environmental protection by choosing to receive Notices, Annual Reports and other documents / communications through electronic mode by updating your email addresses with the Company or DPs.
13. The Notice of EGM (along with Proxy Form, Attendance Slip and Route Map to the EGM Venue) is available at the Company's website www.elecon.com. The Notice of the EGM is also available on www.evoting.cdsl.co.in.
14. The Company has dedicated E-mail address investor.relations@elecon.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendment thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide facility to the members to exercise their right to vote on resolutions

proposed to be considered at the Extra-ordinary General Meeting by electronic means and the items of business given in the Notice of the EGM may be transacted through e-voting services. The facility of casting vote through e-voting system from a place other than venue of the EGM ('remote e-voting') will be provided by Central Depository Services Limited ('CDSL'). The facility of the remote e-voting through electronic means is as an alternate to all members to enable them to cast their votes electronically instead of casting their vote physically at the Meeting. The facility for voting through Ballot Paper shall also be made available at the EGM and Members who have cast their votes by remote e-voting prior to the EGM may attend EGM but shall not be entitled to cast their votes again.

16. The instructions for E-voting are as under:

- i. The voting period begins at 9.00 a.m. (IST) on Wednesday, 27<sup>th</sup> March, 2019 and ends at 5.00 p.m. (IST) on Friday, 29<sup>th</sup> March, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Saturday, 23<sup>rd</sup> March, 2019 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Members.
- 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](http://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	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"> <li>• 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 Stickers, affixed on the Notice.</li> </ul>
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"> <li>• 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).</li> </ul>

- 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.
 

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 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 a 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 and enter the details as prompted by the system.
- xviii. Members 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, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Members and Custodians
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 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 remote E-voting, you may refer the Frequently Asked Questions ('FAQs') and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **COMMENCEMENT OF REMOTE E-VOTING PERIOD:**

17. The e-voting period commences at 09:00 a.m. IST on Wednesday, 27<sup>th</sup> March, 2019 and ends at 5:00 p.m. IST on Friday, 29<sup>th</sup> March, 2019. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date of Saturday, 23<sup>rd</sup> March, 2019 ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting for upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
18. Shri D. G. Bhimani, Practicing Company Secretary (Membership No. FCS 8064 and CP No. 6628) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall, immediately on the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company and make the Scrutiniser'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 EGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.elecon.com](http://www.elecon.com) and on the website of CDSL within two days of passing of the resolutions at EGM of the Company and communicated to the Stock Exchanges (i.e. BSE Limited and National Stock Exchange of India Limited).

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

##### **Registered Office:**

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

Date : 7<sup>th</sup> February, 2019

**For and on behalf of the Board of Directors of  
Elecon Engineering Company Limited,**

**Bharti Isarani  
Company Secretary**

**Item No. 1**

The Members of the Company at the Annual General Meeting held on 4th August, 2014 approved the appointment of Shri Chirayu R. Amin (holding DIN: 00242549) as an Independent Director of the Company for the first term to hold office upto 31<sup>st</sup> March, 2019 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.

As per the provisions of Section 149 of the Companies Act, 2013, 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 passing of a special resolution by the Company for another term of upto five (5) consecutive years.

The Nomination and Remuneration Committee (NRC) has, in its meeting held on 7<sup>th</sup> February, 2019, recommended to the Board, the re-appointment of Shri Chirayu R. Amin as Independent Director for a further term of five (5) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

The Board at its meeting held on 7<sup>th</sup> February, 2019, based on the outcome of the performance evaluation exercise, , skills, experience, knowledge and contributions made by Shri Chirayu R. Amin during his tenure and on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment (not liable to retire by rotation) of Shri Chirayu R. Amin as Independent Director subject to approval of shareholder of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 by way of passing of the Special Resolution. The Board of Directors states that the re-appointment of Shri Chirayu R. Amin would be in the interest of the Company and its Shareholders.

Shri Chirayu R. Amin 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 Director of the Company. The Company has also received declaration from Shri Chirayu R. Amin that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

Further, during the second term of five years, Shri Chirayu R. Amin will attend the age of 75 years. And pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval from the members with respect to the continuation of such re-appointment of Shri Chirayu R. Amin as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions even after attaining the age of 75 years, will be considered as requisite approval from Members as required in the Amendment Regulations, 2018.

In the opinion of the Board, Shri Chirayu R. Amin 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 Shri Chirayu R. Amin 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 letters setting out the terms and conditions of his re-appointment are available for inspection by the members at the Registered Office of the Company.

Save and except, Shri Chirayu R. Amin and his relatives, to the extent of their shareholding interest, if any, 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. 1.

The Board considers that his continued association as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No. 1 for approval of the members.

**Item No. 2**

The Members of the Company at the Annual General Meeting held on 4th August, 2014 had appointed Shri Jai Diwanji (DIN: 00910410) as an Independent Director of the Company for the first term to hold office upto 31<sup>st</sup> March, 2019 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, Shri Jai Diwanji is a Member of the Audit Committee, Stakeholders' Relationship Committee and Management Committee of the Board of Directors of the Company and the Chairman of the Nomination & Remuneration Committee of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, 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 passing of a special resolution by the Company for another term of upto five (5) consecutive years.

The Nomination and Remuneration Committee (NRC) has, in its meeting held on 7<sup>th</sup> February, 2019, recommended to the Board, the re-appointment of Shri Jai Diwanji as Independent Director for a further term of five (5) consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

The Board at its meeting held on 7<sup>th</sup> February, 2019, based on the outcome of the performance evaluation exercise, skills, experience, knowledge and contributions made by Shri Jai Diwanji during his tenure and on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment (not liable to retire by rotation) of Shri Jai Diwanji as Independent Director subject to approval of shareholder of the Company from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 by way of passing of the Special

Resolution. The Board of Directors states that the re-appointment of Shri Jai Diwanji would be in the interest of the Company and its Shareholders.

Shri Jai Diwanji 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 Director of the Company. The Company has also received declaration from Shri Jai Diwanji that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Shri Jai Diwanji 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 Shri Jai Diwanji 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 letters setting out the terms and conditions of his re-appointment are available for inspection by the members at the Registered Office of the Company.

Save and except, Shri Jai Diwanji and his 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. 2.

The Board considers that his continued association as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out in Item No. 2 for approval of the members.

**For and on behalf of the Board of Directors of  
Elecon Engineering Company Limited,**

**Bharti Isarani  
Company Secretary**

**Registered Office:**

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

Date : 7<sup>th</sup> February, 2019

## ANNEXURE

Details of Directors proposed to be re-appointed pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2):

### Item No. 1

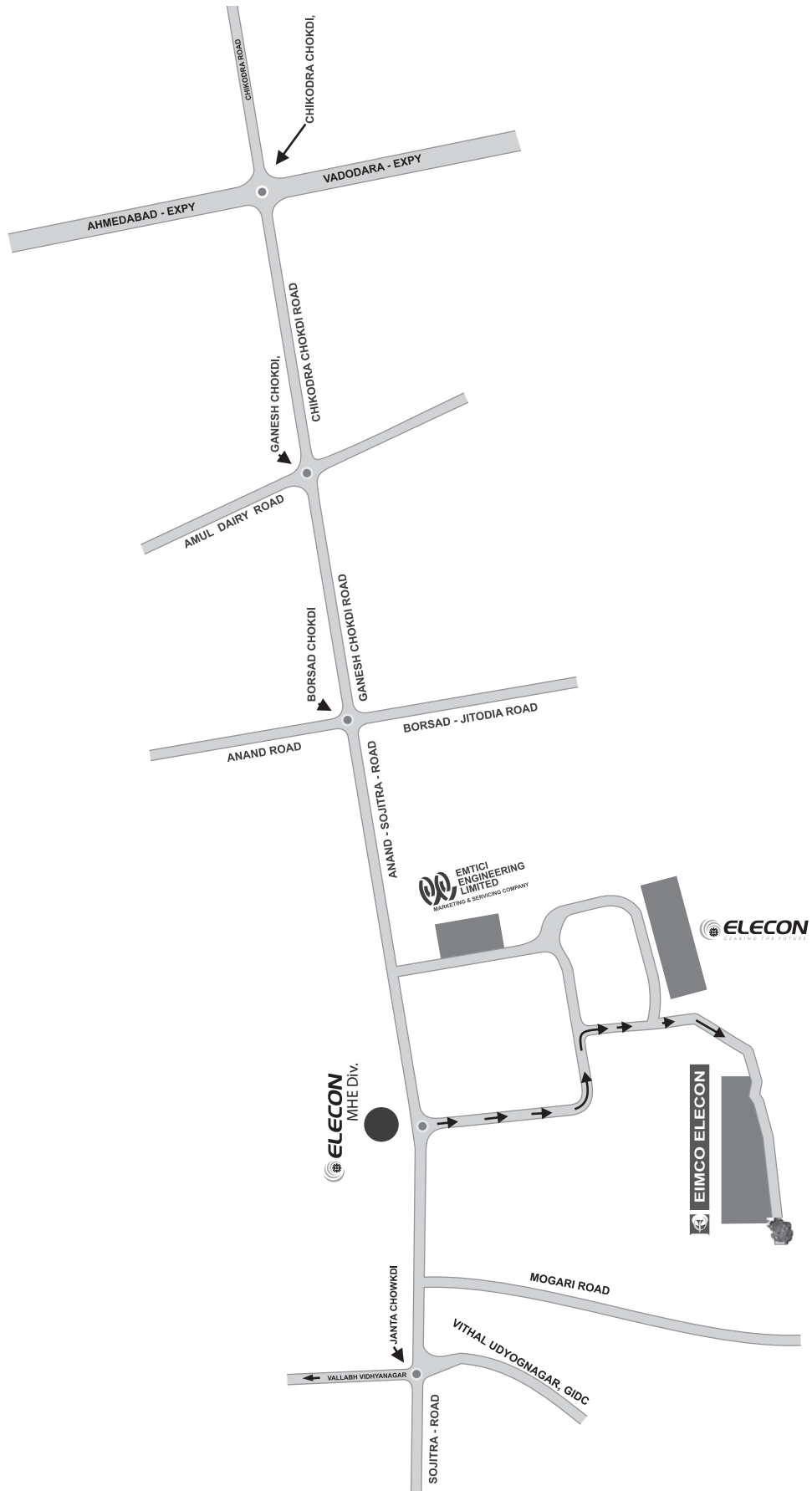
Name of the Director	Shri Chirayu R. Amin
Director Identification Number	00242549
Date of Birth	4th December, 1946
Nationality	Indian
Qualifications	B. Sc., M.B.A. (USA)
Date of first appointment	29 <sup>th</sup> June, 1998
Experience (including expertise in specific functional area) / Brief Resume	He is the Chairman of Alembic Pharmaceuticals Ltd. and Alembic Group. Beside this, he is a Director in various public, private and listed companies in India. His rich experience and expertise in the Management and Leadership is useful to the Company in taking various strategic business decisions.
Terms and Conditions of Appointment / Re-appointment	As per the Resolution at Item No. 1 of the 1/2018-19 Extraordinary General Meeting Notice dated 7 <sup>th</sup> February, 2019 read with Explanatory Statement thereto.
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn (during the Financial Year 2018-19 as on 7 <sup>th</sup> February, 2019)	For the Financial Year 2018-19, Sitting Fees of ₹ 1,25,000/- for attending Board Meetings of the Company and the Commission of ₹ 1,50,000/- paid for the Financial Year 2017-18.
Number of equity shares held in the Company	NIL
No. of Board Meetings attended (during the Financial Year 2018-19 as on 7 <sup>th</sup> February, 2019)	Five
List of Directorships held in other listed companies as on 7 <sup>th</sup> February, 2019	1. Alembic Pharmaceuticals Limited 2. Alembic Limited 3. Paushak Limited
Chairman/Member of the Committees of the Boards of other listed companies in which he is Director	<b>1. Alembic Pharmaceuticals Limited</b> - Nomination & Remuneration Committee – Member - Corporate Social Responsibility Committee – Chairman <b>2. Alembic Limited</b> - Nomination & Remuneration Committee – Member <b>3. Paushak Limited</b> - Nomination & Remuneration Committee – Member
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.



**Item No. 2**

Name of the Director	Shri Jai Diwanji
Director Identification Number	00910410
Date of Birth	4 <sup>th</sup> February, 1973
Nationality	Indian
Qualifications	Degree of Law (UK)
Date of first appointment	1 <sup>st</sup> November, 2012
Experience (including expertise in specific functional area) / Brief Resume	Presently, Shri Jai Diwanji is a partner with the national law firm, Desai & Diwanji, which is one of the leading legal firms in India, having offices at Mumbai, New Delhi and Gurgaon. His knowledge and experience of 20 years, in the field of domestic and international law, helps the Company in today's scenario of complex laws and regulations.
Terms and Conditions of Appointment / Re-appointment	As per the Resolution at Item No. 2 of the 1/2018-19 Extraordinary General Meeting Notice dated 7 <sup>th</sup> February, 2019 read with Explanatory Statement thereto.
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn (during the Financial Year 2018-19 as on 7 <sup>th</sup> February, 2019)	For the Financial Year 2018-19, Sitting Fees of ₹ 2,50,000/- for attending Board Meetings and Committees thereof and the Commission of ₹ 1,50,000/- paid for the Financial Year 2017-18.
Number of equity shares held in the Company	28,050 Equity Shares
No. of Board Meetings attended (during the Financial Year 2018-19 as on 7 <sup>th</sup> February, 2019)	Five
List of Directorships held in other listed companies as on 7 <sup>th</sup> February, 2019	- Nesco Limited - Manugraph India Limited
Chairman/Member of the Committees of the Boards of other listed companies in which he is Director	<b>Nesco Limited</b> - Audit Committee - Member - Nomination & Remuneration Committee – Chairman - Stakeholders' Relationship Committee –Member - Corporate Social Responsibility Committee – Member
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.

**Route map to the venue of the 1/2018-19 Extra Ordinary General Meeting**





**Elecon Engineering Company Limited**

CIN: L29100GJ1960PLC001082

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

Ph. No.: [02692] 236 469 / 238 701 Fax: [02692] 227 020 | Email ID: investor.relations@elecon.com Website: www.elecon.com

**ATTENDANCE SLIP**

**NOTICE OF THE 1/2018-19 EXTRAORDINARY GENERAL MEETING**

Day & Date: Saturday, 30<sup>th</sup> March, 2019 Time: 11:00 a.m.

Venue: Audio-Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120.

Folio No. / Client ID & DP ID

I hereby record my presence at the 1/2018-19 Extraordinary General Meeting of the members of the Company held on Saturday, 30<sup>th</sup> March, 2019 at 11:00 a.m. at Audio-Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120.

Signature of Shareholder / 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-388120, Dist. Anand, Gujarat

Name of Member(s)	:	
Registered Address	:	
Email ID	:	
Folio No. / Client ID	:	
DP ID	:	

I/We, being the Member(s) of \_\_\_\_\_ Shares of Elecon Engineering Company Limited, hereby appoint.

1.	Name	:	
	Address	:	
	Email ID	:	
2.	Name	:	
	Address	:	
	Email ID	:	
3.	Name	:	
	Address	:	
	Email ID	:	

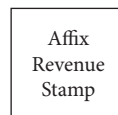
as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 1/2018-19 Extra Ordinary General Meeting of the Company, to be held on Saturday, 30<sup>th</sup> March, 2019 at 11:00 a.m. at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, Dist. Anand, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

1.	Re-appointment of Shri Chirayu R. Amin (DIN: 00242549) as an Independent Director of the Company.
2.	Re-appointment of Shri Jai Diwanji (DIN: 00910410) as an Independent Director of the Company.

Signed this ..... day of .....2019

Signature of Shareholder (s) : .....

Signature of Proxy holder (s) : .....



Note:

- 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 Resolution, Explanatory Statement and Notes, please refer to the Notice of the 1/2018-19 of Extra Ordinary General Meeting.