

NOTICE

NOTICE IS HEREBY GIVEN THAT the 60th Annual General Meeting of Members of Elecon Engineering Company Limited will be convened on Thursday, the 24th day of September 2020 at 10.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Vallabh Vidyanagar - 388 120, Gujarat.

ORDINARY BUSINESS

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of Auditors and the Board of Directors ("the Board") thereon.
2. 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.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution:**
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby accorded for the re-appointment of Shri Prayasvin B. Patel (DIN:00037394), as the Chairman & Managing Director of the Company for a period of 3 years with effect from July 1, 2020 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in its meeting held on June 26, 2020, on the terms and conditions of appointment and remuneration as mentioned in the explanatory statement and also contained in the draft agreement, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to alter and vary the terms and conditions of the said appointment as agreed by and between the Board of Directors and Shri Prayasvin B. Patel.
RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Shri Prayasvin B. Patel will be paid remuneration, perquisites and/or allowances as stated in the explanatory statement as minimum remuneration.
RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Shri Prayasvin B. Patel within such prescribed limit or ceiling and as agreed by and between the Company and Shri Prayasvin B. Patel without any further reference by the Company in General Meeting.
RESOLVED THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Prayasvin B. Patel, Chairman & Managing Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, 2015.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and to take such steps as may be necessary, proper and expedient to give effect to this Resolution."
4. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**
"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a period of five (5) years commencing from April 1, 2020 to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per annum shall not exceed one percent of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non-Executive Directors of the Company."
5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 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, 2021 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."

Registered Office:
Anand-Sojitra Road
Vallabh Vidyanagar - 388 120.
Gujarat.
Date : June 26, 2020

By Order of Board of Directors,

Bharti Isarani
Company Secretary

NOTES:-

1. The explanatory statement as required under Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 60th AGM of the Company shall be conducted through VC / OAVM.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.elecon.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
4. The details required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations, 2015) and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part as **Annexure-A** of the Notice.
5. Since this AGM is being held through VC/ OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
6. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
7. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Company or upload on the VC / OAVM portal / e-voting portal.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM, based on the request being received on investor.relations@elecon.com.
10. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor.relations@elecon.com.
11. The relevant information for Item Nos. 2 and 3 is annexed hereto pursuant to the Regulation 36 of SEBI (LODR) Regulations, 2015.
12. The Register of Members and Share Transfer books of the Company will remain closed from Friday, September 18, 2020 to Thursday, September 24, 2020 (both days inclusive).
13. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
14. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Pvt. Limited, Registrar and Share Transfer Agent of the Company or Investor

Service Department of the Company immediately by sending a request on email at vadodara@linkintime.co.in or investor.relations@elecon.com.

15. The annual listing fees for the financial year 2020-21 have been paid to the Stock Exchanges where Company's securities are listed.
16. Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting:
 - i. In case shares are held in physical mode, members are requested to visit on the website of Company's Registrar & Share Transfer Agent namely Link Intime India Private Limited at https://linkintime.co.in/EmailReg/Email_Register.html and upload the documents required therein.
 - ii. In case shares are held in demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants.
17. 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.
18. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at investor.relations@elecon.com.
19. 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 2011-12 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.
20. Other information relating to Remote E-Voting are as under:

- (i) In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
- (ii) The e-voting period begins on Monday, September 21, 2020 at 9:00 a.m. and ends on Wednesday, September 23, 2020 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 of Thursday, September 17, 2020, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited ("LIPL") for voting thereafter.
- (iii) The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- (iv) Any person who acquires shares of the Company and becomes a shareholders of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at instameet@linkintime.co.in. However, if he/she is already registered with LIPL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.
- (v) Shri Dineshkumar G. Bhimani, Practicing Company Secretary (Membership No. FCS: 8064; CP No. 6628) has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.
- (vi) The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be communicated to the stock exchanges, LIPL and will also be displayed on the Company's website.

(vii) Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / LIPL has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

(viii) Members holding shares in physical mode are:
 a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/ LIPL, if not registered with the Company/LIPL, as mandated by SEBI by writing to the Company at investor.relations@elecon.com or to LIPL at vadodara@linkintime.co.in along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

(ix) Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company’s Registrar and Share Transfer Agent i.e. LIPL. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.

(x) Non-Resident Indian members are requested to inform LIPL / respective DPs, immediately of : a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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. Limited, 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.**

21. The Instructions of Remote E-Voting for Shareholders are as under:

- (i) The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>.
- (ii) 1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

➡ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

➡ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (like-@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

➡ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company, then they can use their existing password to login.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box

will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (like -@!#&\$&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting**

manual available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

➡ Select the "Company" and 'Event Date' and register with your following details: -

- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.

➡ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request on or before September 20, 2020 with the company on the investorrelations@elecon.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode

and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you

will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

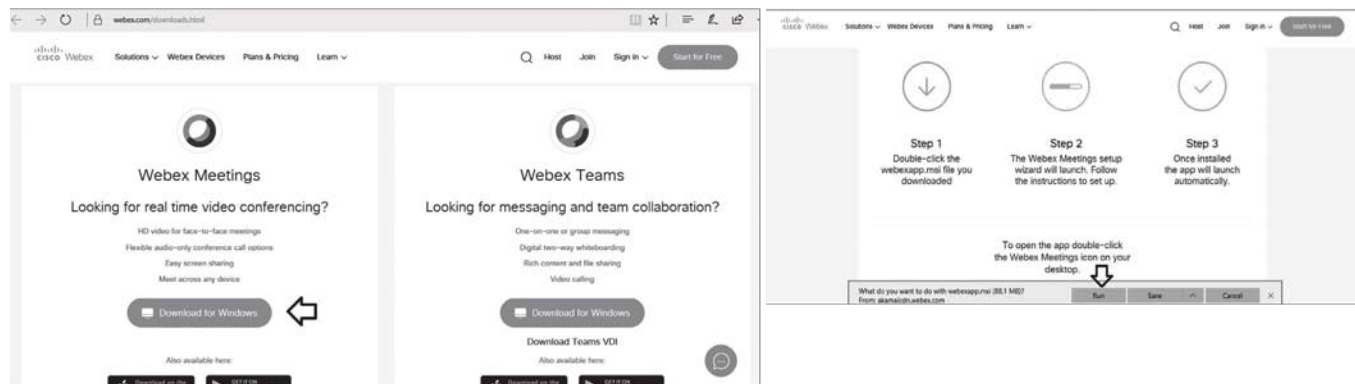
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

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Double-click the webexapp.msi file downloaded

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Once installed app will launch automatically.

OR

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 : Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Registered Office:
Anand-Sojitra Road
Vallabh Vidyanagar - 388 120.
Gujarat.
Date : June 26, 2020

By Order of Board of Directors,

Bharti Isarani
Company Secretary

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

Item No. 3

Shri Prayasvin B. Patel has been the Managing Director of the Company since last 28 years. Earlier, the members at the 57th Annual General Meeting of the Company held on August 3, 2017 re-appointed Shri Prayasvin B. Patel as Chairman & Managing Director for a period of 3 years with effect from July 1, 2017 on the terms and conditions as approved by them. The present term of his appointment will expire on June 30, 2020.

Shri Prayasvin B. Patel is B. E. with Mechanical Engineering. He also holds a Master of Business Administration from Loyola University of U.S.A. He joined the organization as the Joint Managing Director in the year 1983. He became Managing Director in 1993, and in the year 2006 took charge of the overall responsibilities of Elecon Group of Industries as the Chairman and Managing Director. Today, he is a Group Chairman which has a turnover of approximately ₹ 1,700 Crores.

He is actively involved in the decision making for various technical and commercial matters including the marketing for both Gear and Material Handling Equipments (MHE) Division. Elecon has become the supplier of choice for various sectors like Thermal Power Stations, Fertilizer Plants, Steel Plants, Coal Handling Plants, Lignite and Iron Ore Mines, Cement Industries, Chemicals, Plastic Extrusion, Rubber and Sugar Industry. His ability to catch the wave of the market and his visionary approach led Elecon to make its first international acquisition by acquiring Benzlers-Radicon Group from the David Brown Gear Systems.

He is also actively involved in the development of society through various Corporate Social Responsibility (CSR) initiatives. He was also instrumental behind the setting up of EL CARE, a social service wing of Elecon Group of Companies, which believes in reaching out to the society by going out and researching for causes that need attention rather than supporting fixed causes.

Considering the progress made by the Company under his leadership and considering the industry benchmarks for the remuneration for similar position, the Board of Directors felt that it is in the interest of the Company to continue to avail services of Shri Prayasvin B. Patel as a Chairman & Managing Director. The Board of Directors at its meeting held on June 26, 2020, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment and in remuneration payable to Shri Prayasvin B. Patel as Chairman & Managing Director of the Company with effect from July 1, 2020 on the terms and conditions set out in the draft agreement to be entered into by the Company with him, copy of which will be available electronically for inspection by the members during the AGM, based on the request being received on investor.relations@elecon.com.

Further, it was noticed by the Nomination & Remuneration Committee that looking to the present scenario of COVID-19 Pandemic and the financial position of the Company, Shri Prayasvin B. Patel has voluntarily reduced his remuneration for the period from April 1, 2020 in line with the policy of the Company for other employees thereof. The business situation would be assessed periodically and appropriate decision would be taken by the Management of the Company in this regards.

The brief particulars of his remuneration are as mentioned herein below. The Board has proposed the same remuneration as per his last term:

1. The Managing Director shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of management and will also perform such other duties as may be entrusted to him, from time to time.
2. Period of Appointment: Three years with effect from July 1, 2020.
3. Remuneration payable to Shri Prayasvin B. Patel when the Company earns adequate profits:
 - (a) Basic Salary, Perquisites and other allowance/benefits up to maximum of ₹ 370.60 lakhs per annum as may be decided by the Board of Directors from time to time Plus incentive upto 20% linked to the performance of the Company as may be decided by the Board of Directors on annual basis.

The limit of ₹ 370.60 lakhs per annum include following:-

(i) Salary

(ii) Perquisites and allowances as detailed hereunder:

Accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof, House Maintenance Allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, reimbursement of actual expenditure on medical treatment for self and family in India or overseas including traveling expenses for the purpose, reimbursement of expenditure incurred on travel & stay abroad including that of accompanying person, club fees subject to a maximum of two clubs excluding admission and life membership fees, leave travel concession for self and family to and from any place in India or abroad once in a year, medical insurance and such other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

For the purpose of calculating the above ceiling, the perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable.

- (b) In addition to the above, he will be eligible for the following:
- (i) Contribution to Provident Fund will be made to the extent, this either singly or put together are not taxable under the Income-Tax Act, 1961.
 - (ii) Superannuation will be payable as per the rules of the Company applicable from time to time.
 - (iii) Gratuity will be payable as per the rules of the Company applicable from time to time.
 - (iv) Encashment of leave at the end of the tenure as per rules of the Company not exceeding one month's leave for every eleven months of service.
 - (v) Two Cars for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites.

- (c) Commission :

In addition to the salary and perquisites and allowances payable, commission as may be decided by the Board of Directors at the end of each Financial Year calculated with reference to the net profits of the Company in a particular Financial Year, subject to the overall ceiling stipulated in Section 197 and Schedule V of the Companies Act, 2013 or any amendment or modifications thereof, as applicable from time to time.

- (e) Minimum Remuneration:

In the event of loss or inadequacy of profits in any Financial Year during the currency of the tenure, the Chairman & Managing Director will be paid minimum remuneration of by way of salary, perquisites and allowances as stated above i.e. ₹ 370.60 Lakhs per annum, except commission, if any, subject to the compliance with the provisions of Schedule V of the Companies Act, 2013 or any amendment made hereinafter in this regard.

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Shareholders by means of a Special resolution where the remuneration payable may exceed the limits in case of inadequacy of profits.

The details of Shri Prayasvin B. Patel as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure A to this Notice.

Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013, forms part as Annexure B of this notice.

The Board accordingly recommends the Special Resolution at Item No. 3 of this Notice for the approval of the Members.

Shri Prayasvin B. Patel is deemed to be concerned or interested in the said resolution. Shri Pradip M. Patel relative of Shri Prayasvin B. Patel is also considered as interested Director in this resolution. None of the other Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the said resolution.

Item No. 4

The Members had, at the Annual General Meeting of the Company held on August 29, 2015, passed a Special Resolution under Section 309(4) of the Companies Act, 1956, approving the payment of commission to Non-Executive Directors of the Company, of a sum not exceeding one (1) percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956. The approval is valid upto and including March 31, 2020.

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

In view of the above, the Members approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013, if any, for the payment of Commission to the Non-Executive Directors of the Company for a period of five (5) years commencing from April 1, 2020. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

All the Non-Executive Directors of the Company are interested in the Resolution set out at Item No. 4 of the accompanying Notice, since it relates to their respective remuneration.

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

The Board of Directors recommend the Special Resolution set out at Item No. 4 of the Notice for approval by 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 on March 31, 2021 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 : June 26, 2020

Bharti Isarani

Company Secretary

Annexure-A

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 Prayasvin B. Patel
Date of Birth	09-08-1956	03-04-1958
Date of Appointment	29-07-2008	01-07-1983
DIN	01056652	00037394
Qualifications	M.B.A. (Finance) (U.S.A.) & Master Degree in Engineering & Management	B. E. (Mech.) M.B.A (U.S.A)
Brief Resume & Expertise in specific Functional areas	<p>Shri Prashant C. Amin has approximately 39 years of experience in various Companies in India and abroad in different areas like finance, legal, secretarial, information technology and information systems and taxation of the Company.</p> <p>He is also 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 at Anand, Gujarat. He also serves CII Central Gujarat Zonal Council as its Chairman.</p>	<p>Shri Prayasvin B. Patel has 44 years of experience in Engineering industry. He started his career as Sales Director of Prayas Casting Pvt. Ltd., Vallabh Vidyanagar. Thereafter, he joined Elecon Engineering Co. Ltd as Joint Managing Director on July 1, 1983. From July 1, 1993, he has taken over the responsibility of the Managing Director of the Company, and in the year 2006 took charge of the overall responsibilities of Elecon Group of Industries as the Chairman and Managing Director. Today, he is a Group Chairman which has a turnover of approximately ₹ 1,700 Crores.</p> <p>He is actively involved in the decision making for various technical and commercial matters including the marketing for both Gear and MHE Divisions. His ability to catch the wave of the market and his visionary approach led Elecon to make its first international acquisition by acquiring Benzlers-Radicon Group from the David Brown Gear Systems.</p>
Other Listed Companies in which Directorship held as on March 31, 2020	- Eimco Elecon (India) Limited	- Eimco Elecon (India) Limited
Chairman/Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on March 31, 2020	Eimco Elecon (India) Limited - Stakeholders' Relationship Committee - Chairman	NIL
No. of Shares held	37,675	21,90,422
Relationship with any Director of the Company	Not Applicable	Wife's Brother of Shri Pradip M. Patel, Director

Annexure-B

STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISO OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information

1.	Name of Industry	Engineering Industry manufacturing Gear & Material Handling Equipments.		
2.	Date or expected date of commercial production	The Company was incorporated on January 11, 1960 and commenced commercial production thereafter.		
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4.	Financial Performance	Particulars	2019-20 (INR in Lakhs)	2018-19 (INR in Lakhs)
		Turnover including other Income	84,504.40	97,748.86
		EBIDTA	11,460.37	13,551.56
		Depreciation	4,369.33	4,357.75
		Finance Cost	6,963.25	6,408.15
		Profit Before Tax	127.79	2,785.66
		Tax	(7,114.10)	1,578.37
		Profit After Tax	7,241.89	1,207.29
		Paid up Capital	2,244.00	2,244.00
		Reserves & Surplus	75,981.93	71,757.37
5.	Foreign Investments or collaboration, if any	There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.		

II. Information about the appointee:

Sr. No.	Particulars	Shri Prayasvin B. Patel
1.	Background details	Please refer Item No. 3 of statement pursuant to Section 102(1) of the Act of this notice.
2.	Past Remuneration	₹ 370.60 lakhs per annum (As per approval of the shareholders).
3.	Recognition and Awards	-
4.	Job Profile and his suitability	Given in the body of this statement.
5.	Remuneration proposed	Since the same have been already explained in detail in the statement, the same are not repeated. It is to be informed that it is same as earlier term.
6.	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with the Industry standards and Board level positions held in similar sized and similarly positioned businesses. It is to be informed that there is no increase in remuneration proposed than that of his previous term.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial Personnel, if any.	Apart from receiving managerial remuneration and holding 21,90,422 Equity Shares, he does not have any other pecuniary relationship with the Company.

III. Other Information

1. Reasons of loss or inadequate profits:

The Current financial year remained soft as it witnessed challenges on multiple counts, especially in the last month of the financial year in which COVID pandemic and lockdown impacted the business of the Company. At the macro level also due to COVID impact, the economic activities in the country and also world around remained low and it resulted in the slow pick up of orders and poor execution of the operations. At the micro level, the integration process, which is a significant step forward for the Company's growth, also added momentary interruption to the normalcy. With the major events already executed, the Company now aims to consolidate its business and expand its operations on the core strengths. It expects the activity at the macro level to smoothen soon and thus anticipates a strong recovery in its business in the near future.

2. Steps taken or proposed to be taken for improvement:

The Company reorganised its MHE business and merged it with the industrial gear business for critical scale, size and economies. This reason apart, the Company also strategized its material handling business which over a period was not performing to the level of expectations. The Company decided to pursue more product based opportunities rather than doing project business wherein it witnessed an inefficient capital allocation.

To scratch the adverse impact of the COVID pandemic cost rationalization projects are being envisaged and implemented in various areas. Better payment terms would be helpful for order inflows and the cash generation. Further, the Company has deferred the payment of a portion of salaries for sometimes which will help to sustain operations with unconditional support of employees of the Company. The Company has taken measures for managing cash flow and overhead cost control to manage the operations.

3. Expected increase in productivity and profits in measurable terms:

Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in the current year.

IV. Disclosures:

Disclosure as required under sub clause IV of clause (iv) of Section II of Part II of Schedule V are mentioned in the Board's Report under the heading "Corporate Governance".

The above explanatory statement (together with Annexure-A and Annexure-B thereto) shall be construed to be memorandum setting out the terms of the re-appointment as specified under Section 190 of the Companies Act, 2013.



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 :

--	--	--	--	--	--	--	--	--	--	--

(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.



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.

FOLD