

November 17th, 2015

BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East) Mumbai – 400 051

BSE: Security Code: 504008(Equity)

NSE: EMCO

Dear Sir's,

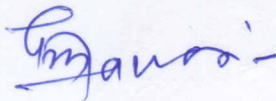
Sub: - Outcome of the Court Convened Meeting of Equity Shareholders - Scheme of Arrangement between EMCO Limited (Transferor Company) and EMCO Infrastructure Limited (Transferee Company) and their respective shareholders and creditors

Ref.:- Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the result of voting at the Court Convened Meeting of the Equity shareholders of the Company held on Tuesday, November 17, 2015, pursuant to Order of Hon'ble High Court of Bombay, for considering the Scheme of Arrangement between EMCO Limited (Transferor Company) and EMCO Infrastructure Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof.

Thanking you,

Yours Faithfully,
For EMCO Limited



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Ganesh Tawari
Company Secretary & Compliance Officer

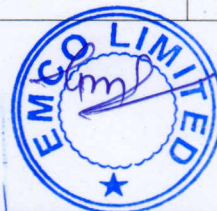
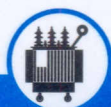


Encl: as above



Result of voting as per clause 35A of the listing agreement

Date of meeting convened in terms of Order dated October 16, 2015 of Hon'ble High Court of Bombay		November 17, 2015	
Total number of equity shareholding on record date		There is no record date. The beneficiary position of shareholders as on November 13, 2015 was taken for the purpose of poll conducted on the aforesaid date. There were 24236 number of shareholders as on November 13, 2015	
No. of Shareholders present in the meeting either in person or through proxy :			
Shareholders	Present in Person	Present through proxy	Total
a) Promoter and Promoter Group	2	4	6
b) Public	93	93	186
TOTAL	95	97	192
No. of Shareholders attended the meeting through video conferencing		Not Applicable	
a. Promoters and Promoter Group		Not Applicable	
b. Public		Not Applicable	
Details of the Agenda		Resolution Required	Mode of Voting and result
Resolution Moved:- RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and of the Companies Act, 2013 including any statutory modifications, amendments or re-enactment thereof for the time being in force and Clause 24 of Object Clause III of the Memorandum of Association of EMCO Limited ("the Company" or		By three-fourths majority in terms of Section 391(2) of Companies Act, 1956.	By way of Poll. Voted in favour unanimously.



“EMCO” or “the Transferor Company” or “the Applicant Company”) and subject to the requisite sanction of the High Court of Judicature at Bombay or the National Company Law Tribunal (“NCLT”), as the case may be, and such other statutory / regulatory authority(ies), as may be applicable, the Scheme of Arrangement (“the Scheme”) between the Company and EMCO Infrastructure Limited (“EIL” or “the Transferee Company”) and their respective shareholders and creditors providing for sale of the Infrastructure Undertaking of the Transferor Company to EIL, as per the terms and conditions mentioned in the draft scheme placed before this meeting and initialed by the Chairman of the Meeting for the purposes of identification, be and hereby approved.

RESOLVED FURTHER THAT Mr. Rajesh S. Jain (DIN:00005829), Chairman, Mr. Shailesh S. Jain (DIN:00006180), Director, Mr. Amit Sudhakar, Chief Financial Officer, Mr. Ganesh Tawari – Company Secretary and Mr. Balmukund Somani, Mr. Suhas Pawar, Authorised Signatories of the Company be and are severally authorised to give effect to the Scheme and to do all such acts, deeds, matters and things as also to execute such documents, writings, affidavits as may be necessary and to settle any questions or difficulties to give effect to this resolution, give any directions necessary for obtaining approval of and giving effect to the Scheme and to accept such alteration, modification and / or conditions , if any which may be proposed required or imposed by the Hon’ble Court of Judicature at Bombay while sanctioning the Scheme.

Poll / Postal Ballot/ E- Voting

Poll



Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7)=[(5) /(2)]*10 0
Promoter and Promoter Group	30720998	30720998	100.00	30720998	0	100.00	0.00
Public – Institutional holders	3397793	2956455	87.01	2956455	0	100.00	0.00
Public – Others	33457094	1113152	3.32	1113152	0	100.00	0.00
TOTAL	67575885	34790605	51.48	34790605	0	100.00	0.00

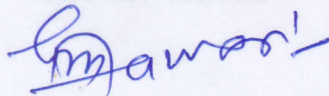
We attach herewith a copy of Scrutinizers Report dated November 17, 2015

The report of the Chairman on the results of the meeting would be filed with the Hon'ble High Court of Bombay within the time period specified under Companies (Court) Rules, 1959.

We request you to take the above disclosures on record and note our compliance under Clause 35A and other relevant provisions, if any, of the listing agreement.

Thanking You.

Yours faithfully,
For EMCO Limited



Ganesh Tawari
Company Secretary & Compliance Officer



Encl: As above

