



Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
55th Annual General Meeting of the Equity Shareholders
Of Elecon Engineering Company Limited held on Friday, 14th Day of August, 2015
at 4.00 PM at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120.

Dear Sir,

I Dinesh G. Bhimani, Proprietor of D. G. Bhimani & Associates, Company Secretaries having its office at 207, Nathwani Chambers, Sardargunj, Anand - 388001 have been appointed as Scrutinizer for remote e-voting (EVSN 150702006) and the poll taken on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of Elecon Engineering Company Limited held on 14th Day of August, 2015 at 4.00 PM at Audio Visual Hall, Eimco Elecon Building, Anand-Sojitra Road, Vallabh Vidyanagar - 388 120, submit my report as under:

1. The e-voting period commenced on 11th August, 2015 from 9.00 AM and concluded on 13th August, 2015 at 5.00 PM. The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
2. The shareholders holding shares as on the cut-off date i.e. 7th August, 2015 were entitled to vote on the proposed resolutions (item No. 1 to 9 as set out in the Notice of 55th Annual General Meeting of the Company.)
3. The votes were unblocked at Vallabh Vidyanagar on 14th August, 2015 at 5.40 p.m. in the presence of two witness Miss. Ami Suthar, Company Secretary (resident of Vallabh Vidyanagar - 388120) and Miss. Ankita Mamtani (resident of Nadiad - 387001) who are not in the employment of the Company.
4. Members have either voted electronically or through ballot. There is no instance of duplication of voting.
5. The results of e-voting along with the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the E-voting website of CDSL. The combined results of the voting is as under :



RESOLUTION NO. 1 – ORDINARY RESOLUTION

Adoption of Audited Financial Statements (Both Standalone and Consolidated) of the Company for the Financial Year ended on 31-03-2015 together with the Report of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
55	67204932	26	94700
Total No. of members voted			81
Total number of votes casted by them			67299632
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
2	255	0	0
Total No. of members voted			2
Total number of votes cast by them			255
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 2 – ORDINARY RESOLUTION

Declaration of Dividend for the Financial Year ended on 31-03-2015.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
57	67222662	26	94700
Total No. of members voted			83
Total number of votes casted by them			67317362
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
1	250	0	0
Total No. of members voted			1
Total number of votes cast by them			250
Percentage of total voting			0



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 3 – ORDINARY RESOLUTION

Appointment of a Director in place of Shri Pradip M. Patel, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
56	67222657	26	94700
Total No. of members voted			82
Total number of votes casted by them			67317357
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
2	255	0	0
Total No. of members voted			2
Total number of votes cast by them			255
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 4 – ORDINARY RESOLUTION

Appointment of M/s. Thacker Butala Desai, Chartered Accountants, as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
55	67204932	26	94700
Total No. of members voted			81
Total number of votes casted by them			67299632
Percentage of total voting			99.97



(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
3	17980	0	0
Total No. of members voted			3
Total number of votes cast by them			17980
Percentage of total voting			0.03

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 5 – ORDINARY RESOLUTION

Appointment of Dr. Sonal V. Ambani as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
56	67222362	26	94700
Total No. of members voted			82
Total number of votes casted by them			67317062
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
2	550	0	0
Total No. of members voted			2
Total number of votes cast by them			550
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 6 – SPECIAL RESOLUTION

Approval of payment of Commission to Non Executive Directors of the Company.



(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
48	65408670	25	44700
Total No. of members voted			73
Total number of votes casted by them			65453370
Percentage of total voting			99.998

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
4	1297	0	0
Total No. of members voted			4
Total number of votes cast by them			1297
Percentage of total voting			0.002

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 7 – SPECIAL RESOLUTION

To adopt new set of Articles of Association of the Company as per the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

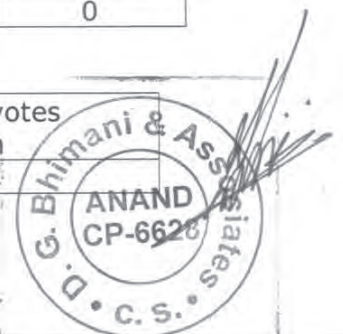
Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
57	67222662	26	94700
Total No. of members voted			83
Total number of votes casted by them			67317362
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
1	250	0	0
Total No. of members voted			1
Total number of votes cast by them			250
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400



RESOLUTION NO. 8 – ORDINARY RESOLUTION

To ratify remuneration to M/s. Y. S. Thakar and Co. as Cost Accountants of the Company for F.Y. 2015-16.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
57	67222662	26	94700
Total No. of members voted			82
Total number of votes casted by them			67317362
Percentage of total voting			100

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
1	250	0	0
Total No. of members voted			1
Total number of votes cast by them			250
Percentage of total voting			0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

RESOLUTION NO. 9 – SPECIAL RESOLUTION

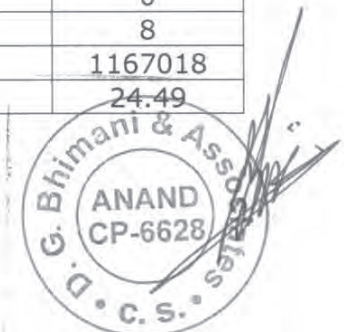
Approval of Related Party Transactions.

(i) Voted **in favour** of the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
25	3503413	26	94700
Total No. of members voted			51
Total number of votes casted by them			3598113
Percentage of total voting			75.51

(ii) Voted **against** the resolution:

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
8	1167018	0	0
Total No. of members voted			8
Total number of votes cast by them			1167018
Percentage of total voting			24.49



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1400

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution through electronic means and ballot papers is enclosed.
7. The relevant records relating to electronic voting and ballot papers shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the 55th Annual General Meeting and the same shall thereafter be handed over to the Chairman/Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For D. G. Bhimani & Associates
(Dinesh G. Bhimani)
Proprietor
(C.P. No. 6628)



Place : Anand
Date : 14.08.2015