



inspired by tomorrow

EMCO LIMITED
CIN: L31102MH1964PLC013011

Corporate Division

Plot No. F-5, Road No. 28,

Wagle Industrial Estate, Thane - 400 604
Maharashtra, India

T +91 22 4040 4500

F +91 22 2582 0571

E emco.corporate@emco.co.in

Registered Office

N-104, MIDC Area, Mehrun,

Jalgaon - 425 003

Maharashtra, India

T +91 257 2272 462

F +91 257 2272 598

E emco.jalgaon1@emco.co.in

September 30, 2016

To,
BSE Limited,
1st Floor, P.J. Towers,
Dalal Street, Mumbai - 400001
Scrip Code: **504008**

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (East), Mumbai 400 051
NSE Symbol - **EMCO**

Sub: Outcome of the 51st Annual General Meeting of the Company held on September 29, 2016

Dear Sir/ Madam,

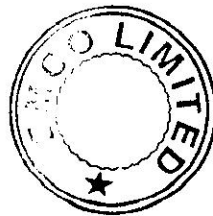
We would like to inform you that 51st Annual general Meeting ("AGM") of the Company was held on Thursday, September 29, 2016, at 11.30 a. m. at N-104, M.I.D.C. Area, Jalgaon - 425 003. In this regard, please find enclosed the following:

1. Proceeding of 51st Annual General Meeting of the Company as required under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), 2015").
2. Voting Results (E-voting and Poll) on the resolutions covered under agenda nos. 1 to 5 as set out in the Notice of AGM of the Company, as required under Regulation 44(3) of the SEBI (LODR), 2015.

We request you to kindly take this information on your record.

Thanking You,
Yours faithfully,
For **EMCO LIMITED**

Ganesh Tawari
Company Secretary & Compliance Officer



Encl.: as above

Products and Solutions for Power Generation, Transmission, Distribution Utilities & Industry



Transformers



Substations



Transmission
Towers and lines



Smart Meters



Services

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EMCO LIMITED

PROCEEDINGS OF THE FIFTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF EMCO LIMITED HELD ON THURSDAY, THE 29TH DAY OF SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT N-104, M.I.D.C. AREA, JALGAON – 425 003 AT 11.30 A.M.

Present:

Mr. Rajesh S. Jain	=> Chairman
Mr. S. V. Deo	=> Authorised Representative of the Audit Committee & Nomination Remuneration Committee

In Attendance:

Mr. Ganesh Tawari	=> Company Secretary and authorized representative of Stakeholders Relationship Committee
Mr. Kunal Shah	=> Scrutinizer M/s. Kunal Shah & Associates Practicing Company Secretaries
Mr. Sanjay Chedda	=> Statutory Auditors M/s. P. Raj & Co., Chartered Accountants

The presence of the members at the meeting was as under:

39 members (in person)
5 members (by proxy)

Mr. Rajesh S. Jain, Chairman of the Company occupied the Chair.

The Chairman after observing that the requisite quorum was present at the meeting, called the meeting in order and commenced the proceedings.

The Chairman informed the members that the Company had received 5 (Five) valid proxies for 1,28,28,770 Equity Shares constituting 18.98% of the total shareholding and





2 corporate representative u/s 113 of the Companies Act, 2013 for 83,56,858 Equity Shares constituting 12.37% of the total shareholding. The Chairman informed that the Proxy Register had been kept open for the inspection of members.

The Chairman further informed the members that all Statutory Registers maintained under the Companies Act, 2013 and Auditors' certificate with respect to Employees Stock Option Scheme – 2006, Employees Stock Option Scheme – 2011 and Employees Stock Option Scheme – 2015 pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Secretarial Audit Report as on 31st March, 2016 had been kept open for the inspection of members.

The Chairman informed that Mr. S. V. Deo was authorized by Mr. Bherulal Choudhary, the Chairman of Nomination and Remuneration Committee and by Mr. Sanjay Bhatnagar, the Chairman of Audit Committee and Mr. Ganesh Tawari was authorized by Mr. Bherulal Choudhary, the Chairman of Stakeholders Relationship Committee to attend this AGM on his behalf.

The Chairman also informed that Mr. Sanjay Chheda, Chartered Accountants and Statutory Auditors of the Company was also present at the meeting. With the permission of members present, M/s. Chaturvedi & Shah, Statutory Auditors of the Company leave of absence was granted for their inability to attend the meeting.

The Chairman further informed that the Meeting has been called, conveyed and conducted in accordance with the provisions of Companies Act, 2013 and the rules made thereunder.

With the consent of the members present, the Notice convening the fifty first Annual General Meeting along with the Explanatory Statement, Annual Accounts and Directors' Report having already been circulated to the members, were taken as read.

Mr. Ganesh Tawari, Company Secretary, then read the Auditor's Report. The members took note of the same.

The Chairman informed that the Mr. Kunal Shah, Practicing Company Secretary was appointed as scrutinizer for e-voting process, the said scrutinizer was further authorised to conduct and witness the poll and to submit its report to the Chairman.

Thereafter, the following resolutions were placed before the meeting :-



ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL AUDITED ACCOUNTS, AUDITORS' REPORT & DIRECTORS' REPORT:

The following resolution was placed by the Chairman as Ordinary Resolution -

"RESOLVED THAT the Audited Balance Sheet of the Company as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors' thereon; standalone as well as consolidated, be and are hereby received , considered and adopted."

Thereafter, the Chairman invited queries from the members on the financial results of the Company for the financial year under review and its general business operations. Some shareholders raised queries which were answered by the Chairman.

The Chairman then put the resolution to vote through the Poll.

2. RE-APPOINTMENT OF MR. SHAILESH S. JAIN WHO IS RETIRING BY ROTATION :

Chairman being interested in this Resolution, members present there requested Mr. S. V. Deo to take the Chair for the next item of business. Accordingly, Mr. S. V. Deo took the Chair

The following resolution was placed by Mr. S. V. Deo as Ordinary Resolution -

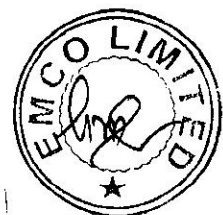
"RESOLVED THAT Mr. Shailesh S. Jain, Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Mr. S. V. Deo then put the resolution to vote through the Poll.

Now, Mr. S. V. Deo requested Mr. Rajesh S. Jain to take back the Chair. Mr. Rajesh S. Jain again took the chair and move on to the next businesses.

3. RATIFICATION OF APPOINTMENT OF JOINT STATUTORY AUDITORS- " M/S P RAJ & CO." AND "M/S CHATURVEDI & SHAH" AND TO FIX THEIR REMUNERATION.

The following resolution was placed by the Chairman as Ordinary Resolution -



"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), re-enactment(s) and amendment(s) thereof for the time being in force), the Company hereby ratifies the appointment of M/s P. Raj & Co. (FRN:108310W), Chartered Accountants, and M/s. Chaturvedi & Shah (FRN:101720W), Chartered Accountants as Joint Statutory Auditors of the Company for a period of 1 (one) year and 4 (four) years respectively, to hold office from the conclusion of this meeting, at such remuneration and applicable taxes and out of pocket expenses as may be decided by the Board of Directors in consultation with the Joint Statutory Auditors of the Company."

The Chairman then put the resolution to vote through the Poll.

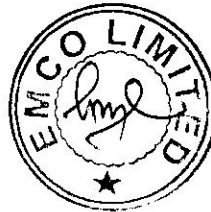
SPECIAL BUSINESS:

4. PAYMENT OF REMUNERATION TO WHOLE TIME DIRECTOR IN CASE OF INADEQUACY OF PROFIT FOR THE FINANCIAL YEAR 2016-17

Chairman being interested in this Resolution, members present there requested Mr. S. V. Deo to take the Chair for the next item of business. Accordingly, Mr. S. V. Deo took the Chair

The following resolution was placed by the Chairman as Special Resolution -

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), recommendation of the Nomination and Remuneration Committee of Directors and subject to such sanctions, approvals and permissions of the Central Government as may required in this regard, and also subject to such conditions and modifications as may be imposed or prescribed by the Central Government while granting such sanctions, approvals and permissions; approval of the Members of the Company be and is hereby accorded for payment of Salary, commission and perquisites (hereinafter referred to as "remuneration") and other terms and conditions of remuneration, within the overall limits set out in this resolution to Mr. Rajesh S. Jain, Whole Time Director (DIN:00005829) of the Company for a period of 1 (one) year from 1stApril, 2016 to 31stMarch, 2017, inter alia on the following terms and conditions:



A. Salary:

Basic salary at the rate of Rs. 6,50,000/- per month shall be effective from 1st April, 2016;

B. Perquisites: _____

Rent-free furnished accommodation or house rent allowance in lieu thereof, not exceeding 50% of the basic salary plus actual electricity charges, gas bill, society maintenance, property tax, water charges, home servant salary for his house.

Leave Travel Allowance/ Concession for self and family once in year as per actual amount spent towards, air ticket, hotel, and other incidental expenses, like car/taxi charge, porter charges etc.

Mr. Rajesh S. Jain shall be covered under Key Managerial Personnel insurance policy or equivalent other insurance policy taken by the Company and personal accident insurance policy as per the rules of the Company.

Reimbursement of all medical expenses for self and family including hospitalization in India or abroad.

The Company's contribution towards Provident Fund. Such contribution shall not be included in the computation of the ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity not exceeding half a month's salary for each completed year of service, which shall not be included in the computation of the ceiling on minimum remuneration.

Leave encashment in accordance with the rules of the Company.

Club fees: Fees for any club (s) use by Mr. Rajesh S Jain and his family.

Use of chauffeur driven Company's maintained Cars for private and official purposes.

Use of Company's telephone at residence for official and personal purposes and Company paid mobile phone for official and personal use.

"Family" for the purpose above shall mean self, spouse, children and parents of Mr. Rajesh S. Jain.



The perquisites and allowances, wherever applicable, shall be valued as per the Income Tax Rules, 1962.

C. Commission:

Such remuneration by way of commission in addition to salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year during the tenure of this appointment, subject to the overall ceiling stipulated in section 197 read with Schedule V of the Companies Act, 2013. The specific amount payable to Mr. Rajesh Jain will be decided by the Board/ Nomination and Remuneration Committee of the Board and will be payable annually after the annual accounts of the Company have been approved by the Board of Directors and adopted by the shareholders.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the current financial year during the tenure of service of Mr. Rajesh S. Jain, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as computed under and subject to the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to sign and submit necessary papers, documents, forms, etc. with the Registrar of Companies (ROC) and/or any other authority and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, for and on behalf of the Company, to give effect to the aforesaid resolution."

The Chairman then put the resolution to vote through the Poll.

Now, Mr. S. V. Deo requested Mr. Rajesh S. Jain to take back the Chair. Mr. Rajesh S. Jain again took the chair and move on to the next business.

5. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2016-17

The following resolution was placed by the Chairman as Ordinary Resolution -

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, 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 remuneration payable during the 2016-17 to M/s. Kishore Bhatia & Associates, Cost Accountants having Firm Registration No.00294 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the



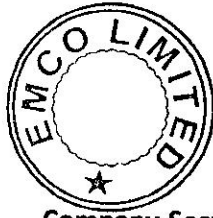


financial year 2016-17 amounting to Rs.2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) plus the payment of service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

The Chairman then put the resolution to vote through the Poll.

The Chairman then requested the members to put the Ballot forms in the Ballot Box and requested the Scrutinizer to take the Charge of the same. He also informed the members that the Consolidated result of the voting (i.e e-voting and Poll) on the resolutions along with the Scrutinizer Report shall be published within 48 hours on the website of the Company and also to be file with CDSL and Stock Exchanges.

Place: Jalgaon
Date: 29th September, 2016



Company Secretary & Compliance Officer

For EMCO Limited

Ganesh Tawari



Report of Scrutinizer on remote E-Voting & Poll (Combined Report)

To,
The Chairman,
M/s EMCO Limited

Subject: Consolidated Scrutinizers Report on remote e-voting and voting through poll paper pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Kunal Shah, Proprietor of M/s Kunal Shah & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by:

- (a) The Board of Directors of M/s. EMCO Limited vide resolution passed at the Board Meeting held on 30th May, 2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 09:00 a.m. on 26th September, 2016 to 05:00 p.m. on 28th September, 2016.
- (b) The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 51st AGM of the members of the Company, held on Thursday, 29th September, 2016 at 11:30 a.m. at N-104, MIDC Area, Jalgaon – 425003.

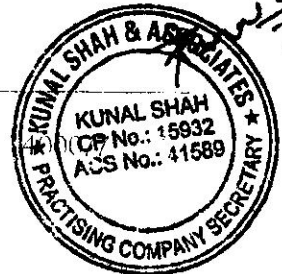
The Company has availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off" date of 23rd September, 2016, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the Notice of the AGM of M/s EMCO Limited.

The voting period for remote e-voting commenced on 26th September, 2016 at 09:00 a.m. and ended on 28th September, 2016 at 05:00 p.m. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses not being in the employment of the Company.

One ballot box kept for polling was locked in my presence with due identification marks placed by me after the time fixed for closing of the poll by the Chairman.

Kunal Shah & Associates Practicing Company Secretary
Address: 88/6 Laxmi Building, Garodia Nagar, Ghatkopar (E), Mumbai
Contact: 9920510128 Email: cskunalshah@hotmail.com





The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting system and the voting done by shareholders/proxies by way of poll at the AGM of the Company.

Thereafter considering the remote e-voting and voting by poll at the AGM, the combined result of the voting was generated and the same is annexed herewith as "Annexure-A".

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

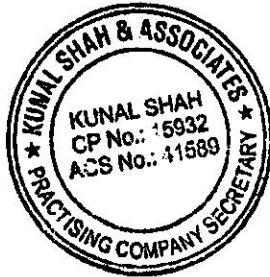
Thanking you,

Yours faithfully,

For Kunal Shah & Associates
Practicing Company Secretaries

Kunal Shah
Proprietor

ACS No.: 41589
COP No.: 15932



For EMCO LIMITED

RAKESH S. JAIN
Chairman

Place: Jalgaon

Date: 29th September, 2016

Disclaimer:

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Ballot Forms on the Resolutions contained in the Notice convening the AGM of the members of the Company. Our responsibility as the Scrutinizers for the remote e-voting process is restricted to make a Scrutinizers report of the votes, cast "in favour" or "against" the Resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the remote e-voting process system provided by CDSL, the authorized agency engaged by the Company to provide remote e-voting facilities.

Kunal Shah & Associates | Practicing Company Secretary
Address : 88/6 Laxmi Building, Garodia Nagar, Ghatkopar (E), Mumbai - 400077
Contact : 9920510128 | Email : cskunalshah@hotmail.com



Annexure - A

Combined Report on the result of the voting through electronic means and poll in respect of the said Resolutions:

Resolution No.: 1

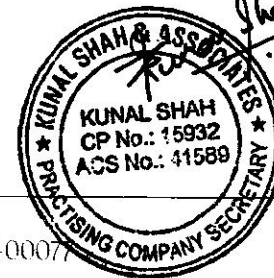
Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Report of the Board of Directors and Auditors thereon.

Voting	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In favour	40	2548575	40	30793796	80	33342371	99.997%
Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstained/ Invalid	NIL	NIL	4	1053	4	1053	0.003%
Total	40	2548575	44	30794849	84	33343424	100%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No.: 1 of the Notice dated 30th may, 2016, has been passed with requisite majority.

Kunal Shah & Associates | Practicing Company Secretary
Address : 88/6 Laxmi Building, Garodia Nagar, Ghatkopar (E), Mumbai - 400077
Contact : 9920510128 | Email : eskunalshah@hotmail.com





Resolution No.: 2

Ordinary Resolution

To appoint a Director in place of Mr. Shailesh S. Jain (DIN: 00006180), Non- Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Voting	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In favour	39	2548356	32	8823	71	2557179	99.950%
Against	1	219	NIL	NIL	1	219	0.009%
Abstained/ Invalid	NIL	NIL	4	1053	4	1053	0.041%
Total	40	2548575	36	9876	76	2558451	100%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No.: 2 of the Notice dated 30th may, 2016, has been passed with requisite majority.





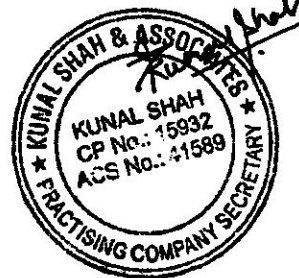
Resolution No.: 3

Ordinary Resolution

To ratify the appointment of M/s P. Raj & Co. (FRN:108310W), Chartered Accountants, Mumbai and M/s Chaturvedi & Shah (FRN:101720W), Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company and to fix their remuneration.

Voting	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In favour	40	2548575	40	30793796	80	33342371	99.997%
Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstained/ Invalid	NIL	NIL	4	1053	4	1053	0.003%
Total	40	2548575	44	30794849	84	33343424	100%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No.: 3 of the Notice dated 30th may, 2016, has been passed with requisite majority.



Kunal Shah & Associates, Practising Company Secretary
Address : 88/6 Laxmi Building, Garodia Nagar, Ghatkopar (E), Mumbai - 400077
Contact : 9920510128 | Email : cskunalshah@hotmail.com



Resolution No.: 4

Special Resolution

Payment of Remuneration to Mr. Rajesh Jain, Whole Time Director in case of inadequacy of profit for the financial year 2016-2017.

Voting	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In favour	39	2548356	32	8823	71	2557179	99.950 %
Against	1	219	NIL	NIL	1	219	0.009%
Abstained/ Invalid	NIL	NIL	4	1053	4	1053	0.041%
Total	40	2548575	36	9876	76	2558451	100%

Based on the aforesaid results, I report that the Special Resolution as contained in the Item No.: 4 of the Notice dated 30th may, 2016, has been passed with requisite majority.



Kunal Shah & Associates : Practicing Company Secretary
Address 88/6 Laxmi Building, Garodia Nagar, Ghatkopar (E), Mumbai 400077
Contact : 9920510128 Email : cskunalshah@hotmail.com



Resolution No.: 5

Ordinary Resolution

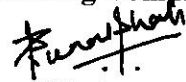
Ratification of payment of remuneration to M/s. Kishore Bhatia & Associates, Cost Accountants for the financial year 2016-2017.

Voting	Remote E-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In favour	39	2548565	40	30793796	79	33342361	99.997 %
Against	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstained/ Invalid	1	10	4	1053	5	1063	0.003%
Total	40	2548575	44	30794849	84	33343424	100%

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No.: 5 of the Notice dated 30th may, 2016, has been passed with requisite majority.

Thanking you,
Yours faithfully,

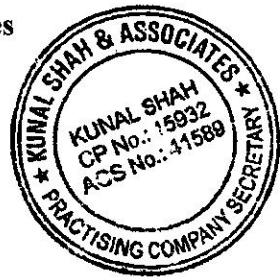
For Kunal Shah & Associates
Practicing Company Secretaries


Kunal Shah
Proprietor

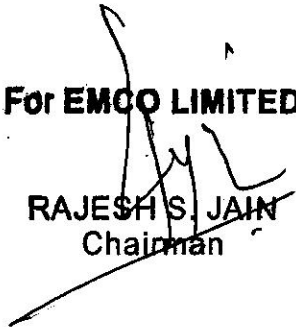
ACS No.: 41589
COP No.: 15932

Place: Jalgaon

Date: 29th September, 2016



For EMCO LIMITED


RAJESH S. JAIN
Chairman

Kunal Shah & Associates | Practicing Company Secretary
Address : 88/6 Laxmi Building, Garodia Nagar, Ghatkopar (E), Mumbai - 400077
Contact : 9920510128 - Email : eskunalshah@hotmail.com