



ECE INDUSTRIES LTD.

REGD. OFFICE : ECE HOUSE

28-A, KASTURBA GANDHI MARG, NEW DELHI-110001

PHONE : 2331 4237, 2331 4238, 2331 4239 FAX : 91-11-2331 0410

E-MAIL : eceho@satyam.net.in

28th March, 2012

The Manager
The Dept. of Corporate Services
Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

The Manager
The Dept. of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai - 400051

Ref : BSE Code No. 532491

Ref : ECE IND

Sub : Clause 31(d) of the Listing Agreement.
Intimation of Result of Postal Ballot.

Dear Sir,

Please find enclosed herewith a copy of the report of Shri Dil Raj Kumar, an Advocate and the Scrutinizer, certifying the results on the following Special Resolution passed through Postal Ballot pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011:

Special resolution to Buy-Back the fully paid-up Equity Shares of the Company of Rs. 10/- each from open market through stock exchange mechanism, for an aggregate amount not exceeding Rs. 862.50 Lacs (Rupees Eight Crores Sixty Two Lacs and Fifty thousand only), up to a maximum of 6,90,000 shares, at a price not exceeding Rs. 125/- per Equity Share.

We wish to further inform that based on the aforesaid Scrutinizer's Report, Shri Prakash Kumar Mohta, Chairman and Managing Director of the Company has declared the above referred resolution passed as special resolution by the shareholders of the Company with requisite majority.

Certified true copy of the special resolution is also enclosed for your ready reference.

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For ECE Industries Ltd.


(Piyush Agarwal)
Company Secretary

Encl: As Above



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CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF ECE INDUSTRIES LIMITED HELD ON WEDNESDAY, 28TH MARCH, 2012 AT ECE HOUSE, 28-A, KASTURBA GANDHI MARG, NEW DELHI RELATING TO DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED 13TH FEBRUARY, 2012

Background:

Reference was invited to the Board of Directors resolution dated 13th February, 2012 in connection with purchase of Company's own fully paid-up equity shares up to the maximum of 6,90,000 shares at a price upto the maximum of Rs.125/- per equity share. Accordingly, Postal Ballot Notice dated February 13, 2012, were dispatched pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing Of Resolution By Postal Ballot) Rules, 2011 along with Postal Ballot Forms to the Members of the Company on February 21, 2012. The members were requested to return the postal ballot forms duly completed along with the *assent (for)* or *dissent (against)*, so as to reach the scrutinizer before the close of working hours (5:00 p.m.) on or before March 26, 2012. Shri Dil Raj Kumar, Advocate was appointed as Scrutinizer for conducting the Postal Ballot process. After due scrutiny of all the postal ballot forms received, Shri Dil Raj Kumar has submitted his report dated March 28, 2012 as under:

S. No.	Particulars	No. of Shareholders	No. of Shares	
1	Total No. of Shareholders as on 10 th February, 2012 (being the cut-off date for dispatch of postal ballot notice)	5550	79,01,310	
2	Total Shareholders to whom Postal Ballot Sent	5550	79,01,310	
		No. of Postal Ballot Forms	No. of Shares	Percentage of shares
3	Total Postal Ballot Forms received	279	5744060	
	Less: Invalid Postal Ballot Forms	7	934	
4	Net Valid Postal Ballot Forms	272	5743126	
(a)	Postal Ballot Forms with assent (For) for the resolution	226	5740188	99.95%
(b)	Postal Ballot Forms with dissent (Against) for the resolution	46	2938	0.05%
	Total			100%

Accordingly, on the basis of the Scrutinizer's Report, the following special resolution was duly passed by the requisite majority.



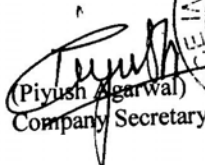
"RESOLVED THAT in accordance with the provisions contained in Article 13 of the Articles of Association of the Company and Sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the provisions contained in the SEBI (Buy Back of Securities) Regulations, 1998 ("Buy Back Regulations") (including any statutory modification(s) or re-enactment of the Act or Buyback Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board"), the consent of the members of the Company be and is hereby accorded to the Board to purchase the Company's own fully paid up Equity Shares of Rs.10/- each ("Equity Shares") not exceeding 6,90,000 (Six lacs Ninety Thousand) Equity Shares ("Maximum Offer Shares") (subject to the aggregate of such Maximum Offer Shares and the shares already bought back during the current financial year not exceeding 25% of the total Paid-up Equity Capital of the Company in the current financial year, 2011-12) and a minimum number of 2,50,000 (Two Lacs Fifty Thousand Only) Equity Shares ("Minimum Offer Shares"), from its existing shareholders, other than those who are Promoters of the Company or form part of the Promoter Group of the Company, the Directors of its Promoter Group entities, Persons in Control and Persons Acting in Concert (all such shareholders hereinafter referred to collectively as "Promoter and Promoter Group") at a price not exceeding Rs. 125/- (Rs. One Hundred Twenty Five only), per Equity Share ("Maximum Offer Price") for a total consideration not exceeding Rs. 862.50 lacs ("Maximum Offer Size") (such maximum offer size being within the prescribed limit 25% of the total Paid-up Capital and Free reserves of the Company as per audited Balance Sheet of the current financial year i.e; 31st March, 2011), from the open market through the methodology of "Open Market Purchases through the Stock Exchanges", using the electronic trading facilities of the Bombay Stock Exchange Limited (BSE) and/or the National Stock Exchange of India Limited (NSE) (hereinafter collectively referred to as the "Stock Exchanges") in one or more tranches from time to time, on the terms and conditions as may be decided by the Board of Directors of the Company, out of its free reserves, in such manner as prescribed under the Act and/or the Buy-Back Regulations and/or any other applicable laws.

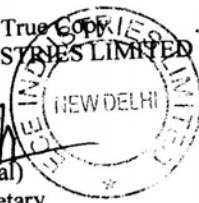
RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buy back any shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper, to be in the best interest of shareholders, including but not limited to the appointment of Merchant Bankers, Brokers, Legal Advisors, Advertising Agencies, Compliance Officer, other Consultants or Representatives, incidental to the implementation of the buyback offer as also to prefer all applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for preparation and issue of public announcement and filing of public announcement with the SEBI and Stock Exchanges, filing of declaration of solvency certificate and filing of certificate of extinguishment and physical destruction of certificates, all other undertakings, agreements, papers and documents required to be filed in the above connection and to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the authorities conferred as above to any Director(s)/Company Secretary/Other officer(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors or consultants."

Certified To be True Copy
For ECE INDUSTRIES LIMITED


(Piyush Agarwal)
Company Secretary



DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

28th March, 2012

The Chairman
ECE Industries Limited
'ECE House', 28-A,
Kasturba Gandhi Marg,
New Delhi – 110 0010.

POSTAL BALLOT – SCRUTINIZER'S REPORT

Dear Sir,

1. The Board of Directors of the Company had appointed me as Scrutinizer for conducting the postal ballot voting process for obtaining the consent of the Shareholders under Section 77A of the Companies Act, 1956 to Buy-Back the fully paid-up Equity Shares of the Company of Rs. 10/- each from open market through stock exchange mechanism, for an aggregate amount not exceeding Rs. 862.50 Lacs (Rupees Eight Crores Sixty Two Lacs and Fifty thousand only), up to a maximum of 690000 shares, at a price not exceeding Rs. 125/- per Equity Share.
2. I submit my report as under:
 - (i) The Company has completed the dispatch of Postal Ballot forms on 21st February, 2012 along with postage prepaid business reply envelop to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 10.02.2012.
 - (ii) Particulars of all the Postal Ballot forms received from the Members have been entered in a register maintained for the purpose.
 - (iii) The Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
 - (iv) The Postal Ballot Forms scrutinized and the shareholding was matched / confirmed with the Registrar of Members of the Company / list of beneficiaries as on 10th February, 2012.
 - (v) All Postal Ballot Forms received up to the close of working hours (05:00 P.M.) on 26th March, 2012, the last date and time fixed by the company were considered for scrutiny.
 - (vi) Envelopes containing postal ballot forms received after 26th March, 2012 were not considered for my scrutiny. These envelopes were not opened and they are kept separately.
 - (vii) Dispatched envelopes contained postal ballot forms and returned undelivered were not opened and they are separately kept.
 - (viii) I did not find any defaced or mutilated ballot paper.

DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

Off.- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res.- B-70, Sector-15, Noida - 201301. (Tele. : 0120 -4262405)

DIL RAJ KUMAR

ADVOCATE

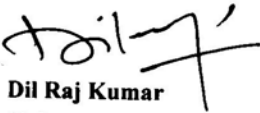
Enrolment No.D-130 / 1971

3. A summary of the Postal Ballot Forms received is given below:

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	Total			100%

Result:- The votes cast in favour of the Special Resolution for Buy-back of shares under Section 77A of the Companies Act, 1956 are more than Three Times the number of votes cast against the resolution.

Thanking you,



Dil Raj Kumar
(Advocate)
SCRUTINIZER

DIL RAJ KUMAR ADVOCATE
349, Lawyers Chambers
Delhi High Court
NEW DELHI-110003

Off:- 349, Lawyer's Chambers, Delhi High Court, New Delhi-110003. (M - 9910152549)
Res:- B-70, Sector-15, Noida - 201301. (Tele. : 0120 -4262405)