



EMCO LIMITED

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@emcoindia.com
W www.emcoindia.com

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@emcoindia.com

September 21, 2012

To,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

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

Security Code BSE: 504008 (Equity)
946054 (Debentures)

Security Symbol NSE: EMCO

Subject: Proceedings of 47th Annual General Meeting held on September 21, 2012 at the registered office of the Company

Dear Sir,

Pursuant to Clause 31 (d) of the Listing agreement this is to inform you that the members of the Company in the Annual General Meeting held on Friday, September 21, 2012 at the registered office of the Company have accorded their approval to the following Ordinary and Special businesses, which were mentioned in the notice of the Annual General Meeting dated May 15, 2012:

ORDINARY BUSINESS:

Item No 1:

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;

The following resolution was proposed as Ordinary Resolution by Mr. Shailesh S Jain and was seconded by Mr. Prashant Umbare.

"RESOLVED THAT the Audited Balance Sheet of the Company as on March 31, 2012, the Audited Profit and Loss Account for the year ended on that date together with the Schedules to and notes thereon and the Reports of the Board of Directors and Auditors thereon; standalone as well as consolidated, be and are hereby approved and adopted."

The aforesaid resolution on being put to vote was adopted unanimously by show of hands.



Prashant



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Item No 2:

To declare dividend of Re.0.20 paisa per share (@ 10%) on 6, 51,36,860 Equity Shares of Rs. 2/- each fully paid up

The following resolution was proposed as Ordinary Resolution by Mr. Abhay M Kulkarni and was seconded by Mr. V L Bangali.

"RESOLVED THAT pursuant to the recommendation by the Board of Directors of the Company made at their meeting held on May 15, 2012, dividend for the financial year ended on March 31, 2012 Re. 0.20 paisa per share (i.e. @10%) on 6,51,36,860 Equity Shares of Rs. 2/- each fully paid up, thus amounting to Rs. 1,30,27,372/- (Rupees One Crores, Thirty Lakhs, Twenty-Seven Thousand, Three Hundred and Seventy Two only) be and is hereby declared, and the same be paid to those Members of the Company whose names appear in the Register of Members on September 10, 2012 or who are notified as beneficiaries by the Depositories as of the close of the business hours on September 7, 2012."

The aforesaid resolution on being put to vote was adopted unanimously by show of hands.

Item No 3:

An ordinary resolution for re-appointment of Mr. K N Shenoy, who retires by rotation and being eligible, offers himself for re-appointment, as Director of the Company

The following resolution was proposed as Ordinary Resolution by Mr. Vinod J Chandsarkar and was seconded by Mr. Y. Y. Rane.

"RESOLVED THAT Mr. K N Shenoy, 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."

The aforesaid resolution on being put to vote, was adopted unanimously by show of hands.

Item No 4:

An ordinary resolution for re-appointment of Mr. T N Ayyar, who retires by rotation and being eligible, offers himself for re-appointment, as Director of the Company

The following resolution was proposed as Ordinary Resolution by Mr. Prashant Umbare and was seconded by Mr. Pralhad K. Patil.

Prashant Umbare



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

The aforesaid resolution on being put to vote, was adopted unanimously by show of hands.

Item No 5:

An ordinary resolution for re-appointment of M/s P. Raj & Co., Chartered Accountants, Mumbai and M/s Chaturvedi & Shah, Chartered Accountants, Mumbai, the retiring Auditors, as Joint Statutory Auditors of the Company and to fix their remuneration.

The following resolution was proposed as Ordinary Resolution by Mr. Jawaharlal H Chaudhari and was seconded by Mr. Y. Y. Rane.

"RESOLVED THAT pursuant to section 224, 225 of the Companies Act, 1956, M/s P. Raj & Co. Chartered Accountants, registered firm of Institute of Chartered Accountants of India, having firm registration number 108310W and M/s. Chaturvedi & Shah, Chartered Accountants, registered firm of Institute of Chartered Accountants of India, having firm registration number 101720W (the retiring auditors), be and are hereby appointed as Joint Statutory Auditors of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors in consultation with Joint Statutory Auditors.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do such other acts, deeds and things as are hereby necessary to give effect to the above resolution."

The aforesaid resolution on being put to vote, was adopted unanimously by show of hands.

SPECIAL BUSINESS:

Item No 6:

Special Resolution for re-appointment of Ms. Meenakshi Jain as President - Corporate Affairs for the period of 3 years w.e.f 24th September 2012.

The following resolution was proposed as Special Resolution by Mr. Praveen Kumar and was seconded by Mr. Vinod J Chandsarkar.

"RESOLVE THAT pursuant to Section 314(1B), Director's Relatives (office or Place of Profit) Rules, 2003 and all other applicable provision, if any, of the Companies Act, 1956 (including any statutory modification and re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and all such other authorities, if any required and



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subject to such conditions as may be prescribed by them while granting the approval as the case may be, Ms. Meenakshi Jain, be and is hereby re-appointed as President – Corporate Affairs with effect from 24th September 2012 for a period of 3 years to hold an office of profit in the company at a remuneration upto Rs. 3,00,000/-p.m. on the terms and conditions mentioned in the draft agreement as placed before this meeting, with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or agreements, so as not to exceed the limits specified in the approval of the Central Government and any amendments thereof, or any amendments and/or modification that may hereafter be made thereto by the Central Government or as may be agreed between the Board and Ms. Meenakshi Jain.

RESOLVED FURTHER THAT any one of Directors and the Company Secretary be and is hereby authorized to do all such act, deeds and things as may be necessary to give effect to this resolution”.

The aforesaid resolution on being put to vote, was adopted unanimously by show of hands.

There being no other business to transact, the meeting was terminated with a vote of thanks to the Chair.

Thanking you,

For EMCO Limited

A handwritten signature in black ink, appearing to read 'Praveen Kumar'.

Praveen Kumar
Company Secretary

