



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

3rd September, 2012

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

The Asst. Vice President
Listing Department
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 conducted vide Notice dated 17.07.2012.

Dear Sir/Madam,

Please find enclosed herewith a copy of the report dated 3rd September, 2012 of Shri Dil Raj Kumar, an Advocate and the Scrutinizer, certifying the results on the Special Resolution(s) for the purpose of altering the Object Clause (Clause 3) of the Memorandum of Association of the Company passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

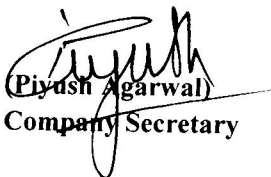
We wish to further inform that based on the aforesaid Scrutinizer's Report, Shri Vikram Prakash, Chairman & Director of the Company has declared the said resolution(s) duly passed as special resolution(s) by the shareholders of the Company with requisite majority.

Certified true copy of the special resolution(s) 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

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

3rd September, 2012

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

POSTAL BALLOT – SCRUTINIZER'S REPORT

(On Notice dated 17.07.2012 sent to Members of ECE Industries Limited)

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 17 of the Companies Act, 1956 for the purpose of alterations / modifications in the Object Clause (Clause 3) of the Memorandum of Association of the Company.
2. I submit my report as under:
 - (i) The Company has completed the dispatch of Postal Ballot forms on 30th July, 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 27.07.2012.
 - (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 27th July, 2012.
 - (v) All Postal Ballot Forms received up to the close of working hours (05:00 P.M.) on 31st August, 2012, the last date and time fixed by the company were considered for scrutiny.
 - (vi) Envelopes containing postal ballot forms received after 31st August, 2012 were not considered for my scrutiny and no record of the same has been kept.
 - (vii) Dispatched envelopes contained postal ballot forms and returned undelivered were not opened and they are separately kept.
 - (viii) I found one ballot paper bearing Serial No. 500 which was mutilated / defaced. Hence, the same was rejected.


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. : 95120 –4262405)

DIL RAJ KUMAR

ADVOCATE

Enrolment No.D-130 / 1971

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

DETAILS OF TOTAL SHAREHOLDING AND POSTAL BALLOT FORMS RECEIVED:

Particulars	No. of Shareholders	No. of Shares	
Total No. of Shareholders as on 27 th July, 2012 (being the cut-off date for dispatch of postal ballot notice) and to whom Postal Ballot sent	5230	7873363	
Total Postal Ballot Forms received	198	3309910	
Less: Invalid Postal Ballot Forms	10	6838	
Net Valid Postal Ballot Forms	188	3303072	100%

VOTING DETAILS & RESULT:

Particulars	Resolution No.1		Resolution No.2		Resolution No.3		Resolution No.4	
	Assent (For)	Dissent (Against)	Assent (For)	Dissent (Against)	Assent (For)	Dissent (Against)	Assent (For)	Dissent (Against)
No. of Postal Ballot Forms	182	5	178	7	173	13	178	8
No. of Shares	3302179	46	3302046	127	3300068	1764	3301521	579
Percentage of Shares	99.973%	0.027%	99.969%	0.031%	99.909%	0.091%	99.953%	0.047%
RESULT	Votes casted in favour of the resolution are more than Three times the number of votes casted against the resolution		Votes casted in favour of the resolution are more than Three times the number of votes casted against the resolution		Votes casted in favour of the resolution are more than Three times the number of votes casted against the resolution		Votes casted in favour of the resolution are more than Three times the number of votes casted 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)
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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 MONDAY, 03RD SEPTEMBER, 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(S) AS SET OUT IN THE NOTICE DATED 17TH JULY, 2012

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956, the other relevant provisions and subject to the necessary approvals, if any, from appropriate authorities and subject to the consent of the Members of the Company by passing the special resolution through ballot, consent of the Board of Directors be and is hereby accorded for amending the Point (1) of the existing Object Clause (Clause 3) of the Memorandum of Association of the Company in the following manner:

- a. Addition of words "and Electronic" between the words "electrical" and "goods" in the fifth line of the said Clause; and
- b. addition of words "including elevators, elevator components, escalators, pathways, switchgears" between the words "industrial equipments" and "and power plants" in the seventh line of the said Clause.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board of Directors of the Company, be adopted as the Memorandum of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956, the other relevant provisions and subject to the necessary approvals, if any, from appropriate authorities and subject to the consent of the Members of the Company by passing the special resolution through ballot, consent of the Board of Directors be and is hereby accorded for altering the Points (14), (21), (22), (33) of the existing Object Clause (Clause 3) of the Memorandum of Association of the Company in the following manner:

- (14) To carry on the business of Real Estate and construction including construction and development of roads and for that purpose, buy, sell, purchase, lease, sub-lease or on rent or on tenancy or on license or other-wise maintain, develop, demolish, construct, build, erect, alter, repair, remodel and turn to account any land or buildings owned or acquired or leased by the Company in which the Company may be interested as owners, lessors, lessees, licensees, architects, builders, interior decorators, designers, vendors, contractors, property developers, and Real Estate owners and agents whether such land or building or water bodies or the development thereof be for or in respect of residential or commercial purposes such as multi-storied buildings, complexes, houses, flats, offices, shops, garages, cinemas, theatres, business and amusement parks, industrial growth centre, hotels, restaurants, motels, pubs, inns, taverns, resorts or other structures and purchasing, holding in stock or selling materials or trading in construction materials and building accessories, electrical, sanitary, plumbing and other fixtures, fittings, equipments, plant, machinery, tools & appliances including furniture, fixtures, household goods, land, decoration materials.
- (21) To advance, deposit or lend money, securities and properties to or with any company, body corporate, firm, person or association to commence or expand any industrial or commercial activity or for any other business purpose, with or without security and on such terms as may be determined from time to time and to discount, buy sell or deal in bills, notes, warrants, coupons and negotiable or transferable securities or documents and guarantee to performance of any contract by any such person. However, the company shall not carry on the business at banking as defined under the Banking Regulation Act, 1949.
- (22) To carry on the business or businesses of a holding and investment company, and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms or body corporate or any other entities whether in India or

elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity carrying out or proposing to carry out any activity whether in India or elsewhere in any manner including but not limited to the following:

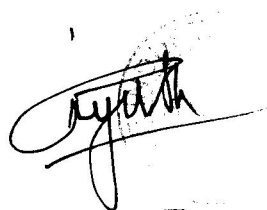
- a. To acquire any such shares, stocks, debenture, debenture stock, bonds, treasury bills, commercial papers, coupons, asset-backed bonds, obligation or securities by original subscription, exchange or otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any central or state government, state, public body, statutory body or authority, firm, body corporate or any other entity or persons in India or elsewhere.
 - b. To purchase or acquire, hold, trade and further to dispose of any long term, short term, negotiable, non-negotiable, right, stake or controlling interest in the shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or partnership firms either singly or jointly with any other person(s), body corporate or partnership firm carrying out or proposing to carry out any activity in India or in any other part of the world.
 - c. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.
 - d. To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligation, shares, stocks, and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
- (33) To transact or carry on all kinds of agency business, and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board of Directors of the Company, be adopted as the Memorandum of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956, the other relevant provisions and subject to the necessary approvals, if any, from appropriate authorities and subject to the consent of the Members of the Company by passing the special resolution through ballot, consent of the Board of Directors be and is hereby accorded for adding the Point (33A) in the existing Object Clause (Clause 3) of the Memorandum of Association of the Company in the following manner:

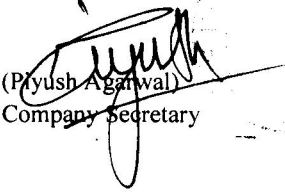
- (33A) To carry on the business as share and stock brokers, underwriters, sub-underwriters, agents and brokers for taking hold, dealing in, converting stocks, shares and commodity, units of Unit Trust of India, units of Mutual Funds, Debentures, Bonds, Government Securities, National Saving, Small Saving Schemes.
- a. To acquire the membership including sub-brokership, dealership, of any Stock Exchanges including over the counter exchange, National Stock Exchange in India or abroad and for the purposes to buy, sell, trade, exchange, deal, barter, swap, borrow, lend, assure, underwrite, pledge, hypothecate, charge, guarantee mortgage, procure or mobilize funds for or arrange placement of or otherwise engage in India or abroad in trade and investment instruments of all kinds and types, whether securities or not, including shares, stocks, securities, debentures, bonds, cumulative, convertible, preference shares, certificates of deposits, commercial papers, participation certificates, treasury bills, bills of exchange.
 - b. To carry on business as brokers, sub-brokers, market makers, arbitrageurs, investors and/or hedgers in agricultural products, metals including precious metals, precious stones, diamonds, petroleum and energy products and all other commodities and securities, in spot markets and in futures and all kinds of derivatives of all the above commodities and securities permitted under the laws of India.
 - c. To become members and participate in trading, settlement and other activities of commodity exchange/s in India (including national multi-commodity exchange/s) facilitating, for itself or for clients, trades and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board of Directors of the Company, be adopted as the Memorandum of Association of the Company.



RESOLVED FURTHER THAT subject to the approval of the Members of the Company by passing the special resolution through postal ballot, consent of the Board of Directors be and is hereby accorded pursuant to the provisions of Section 149(2A) of the Companies Act, 1956 and other applicable provisions, if any, for commencing and carrying on all or any of the new business(es) and activities as included in the Object Clause of the Company as amended / altered / added above, at such time or times as the Board of Directors of the Company may in its absolute discretion deem fit.

Certified True Copy
For ECE Industries Limited


(Piyush Agarwal)
Company Secretary