

MAKARAND M. JOSHI & CO.

Company Secretaries

"Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai - 400080

FORM No. MGT-13 Report of Scrutinizer

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

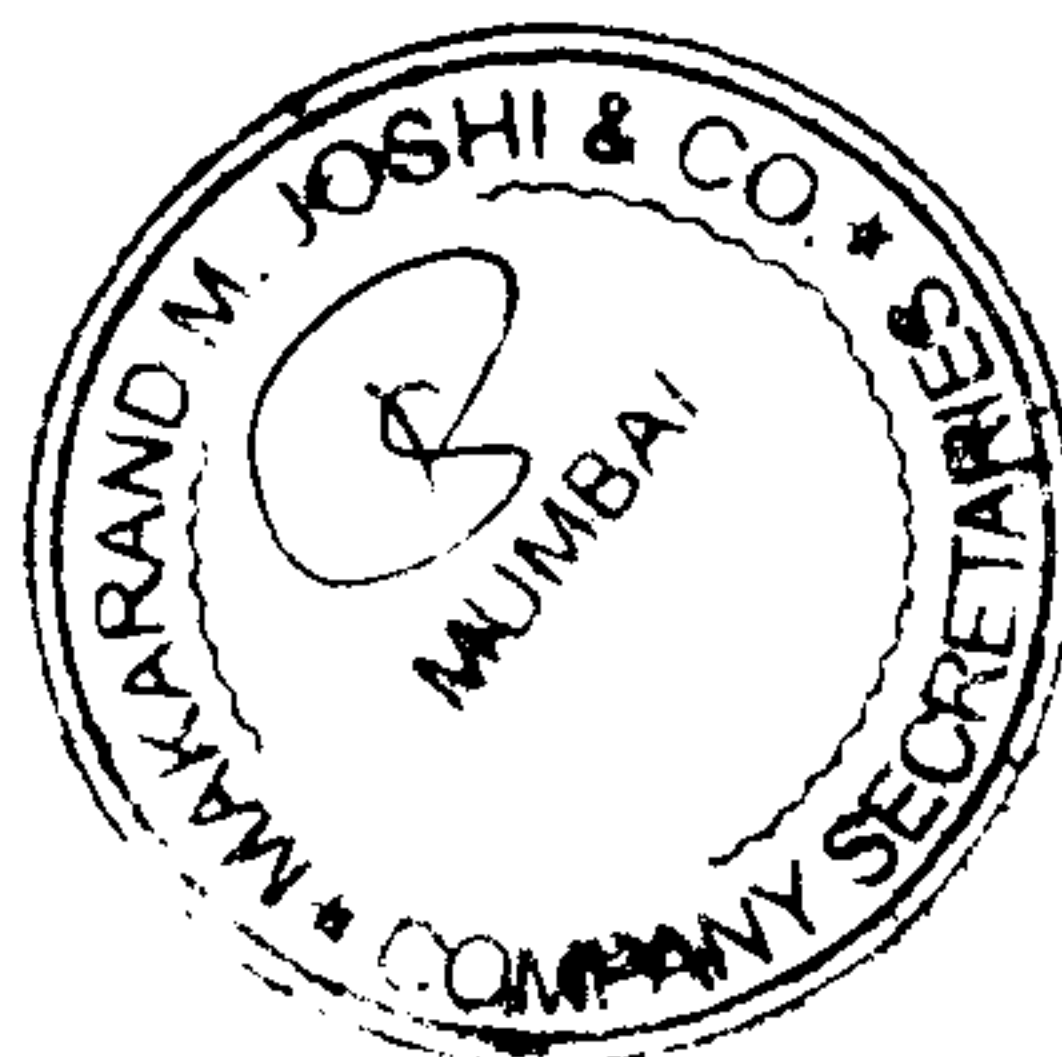
To,
Mr. Rajesh Jain
The Chairman,

Result of Extra Ordinary General Meeting of Shareholders of EMCO Limited, held on
22nd January, 2015 at N-104, MIDC Area, Jalgaon - 425 003.

Dear Sir,

We, Kumudini Paranjape, Partner of M/s. Makarand M. Joshi & Co., Practicing
Company Secretary and Mr. Jawaharlal Hiralal Chaudhari, Member of EMCO
Limited appointed as Scrutinizers for the purpose of the poll taken on the below
mentioned resolutions, at the Extra Ordinary General Meeting of the Shareholders of
the Company, held on 22nd January, 2015 at N-104, MIDC Area, Jalgaon - 425 003
submit our report as under:

- A. After the time fixed for closing of the poll by the Chairman, one ballot box kept
for polling was marked by identification mark placed on it.
- B. The locked ballot box was subsequently opened in our 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
(M/s. Link Intime India Pvt. Ltd) and the authorizations / proxies lodged with
the Company. The voters were also scrutinized for eliminating duplicate voting
i.e. on e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found
defective have been treated as invalid and record for the same was maintained.



D. The result of the Poll is as under:

Resolution No. 1

Adoption of new set of Articles of Association of the Company.

i. Voted in favour of the resolution:

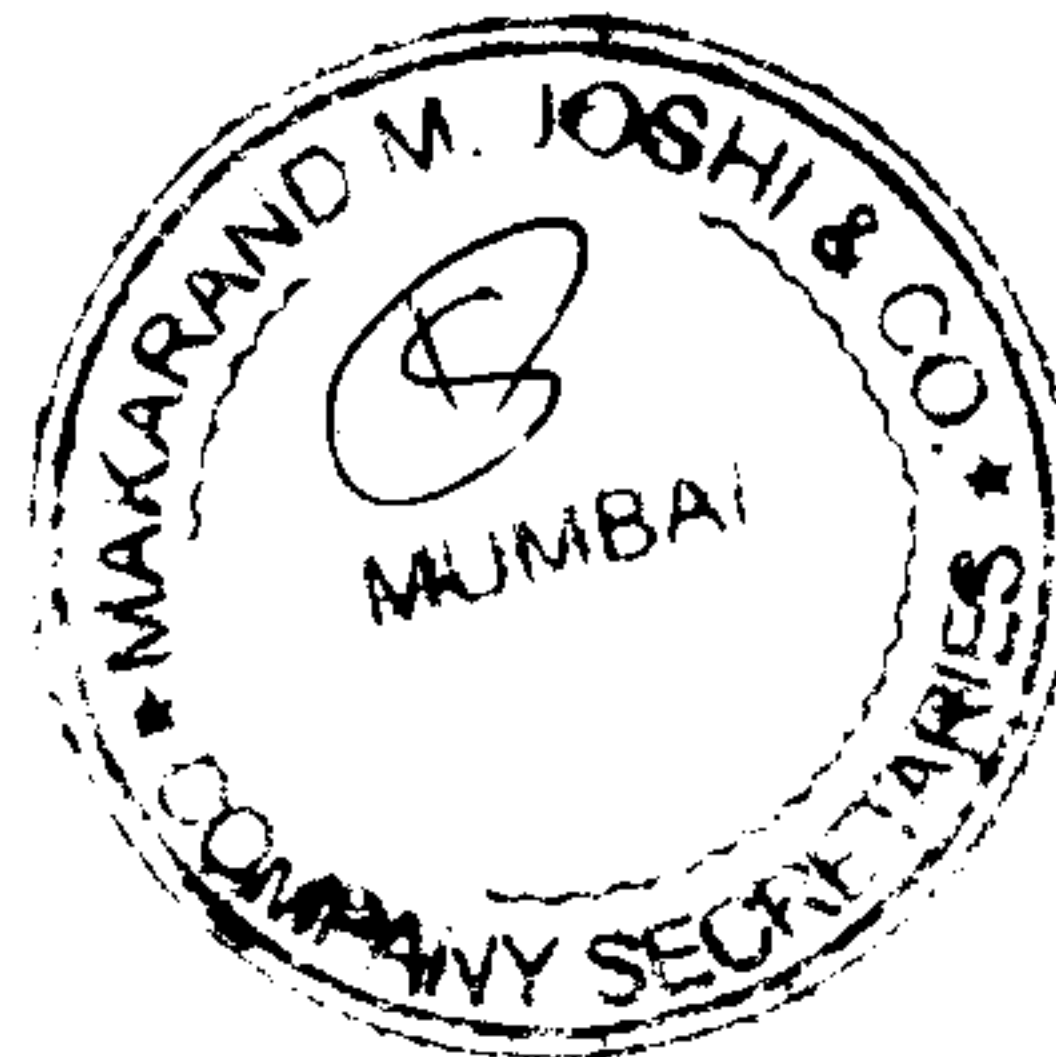
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	28,401,397	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



A handwritten signature in black ink.

Resolution No. 2

Approval for issue of upto 30,00,000 stock options to employees of the Company through EMCO Ltd - ESOP Scheme - 2015.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	28,401,397	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution No. 3

Approval for extending the benefits of the EMCO Ltd - ESOP Scheme - 2015 to employees of Indian / Foreign Subsidiaries or Associate Companies of the Company.

i. Voted in favour of the resolution:

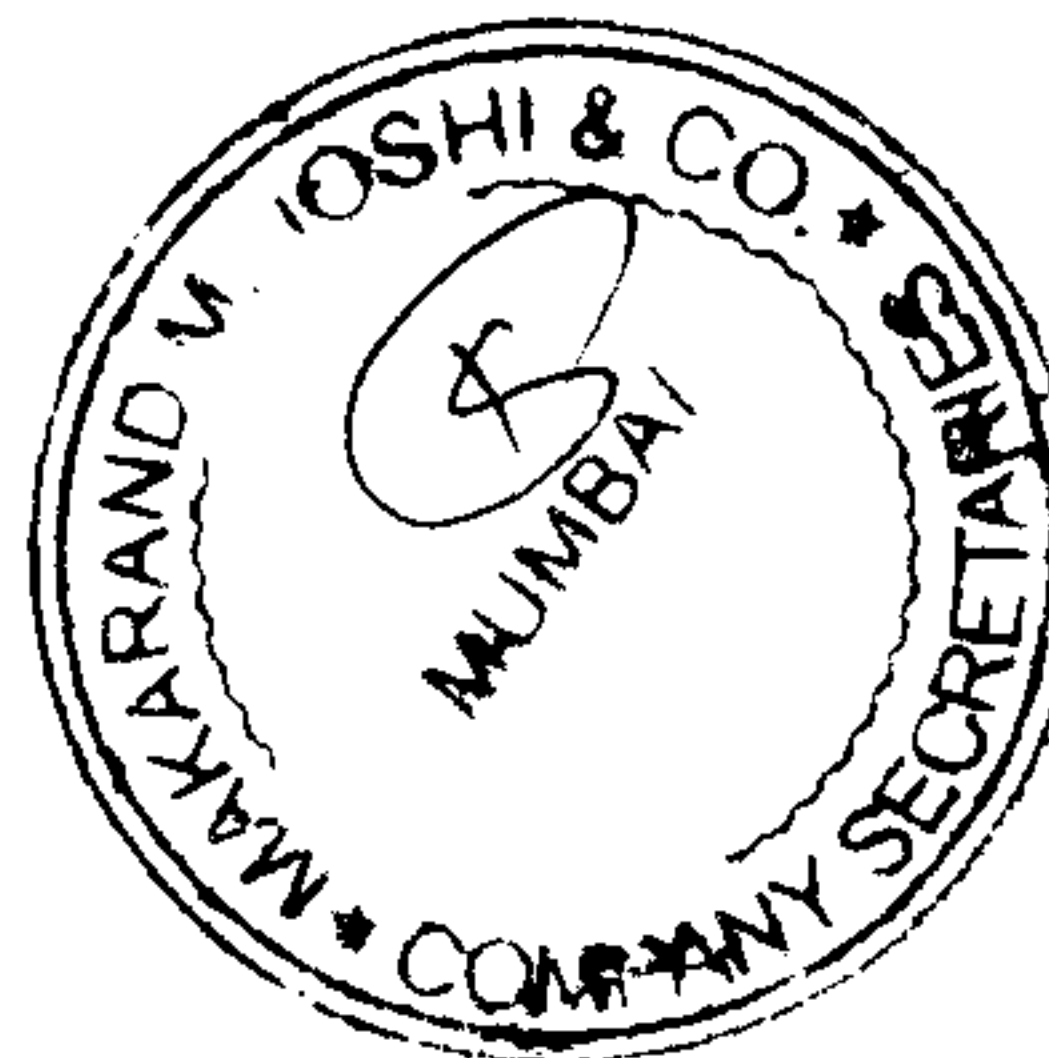
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	28,401,397	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution No. 4

Approval for Preferential Issue of 24,39,025 equity shares of the Company to EMCO Investments Private Limited on Private Placement basis.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	28,401,397	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

E. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

F. The poll papers and all other relevant records were sealed and handed over to person authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For Makarand M. Joshi & Co.,
Practicing Company Secretaries

Kumudini Paranjape
Partner

CP No. 6690

Address - Ecstasy, 803/804, 9th Floor,
Citi of Joy, J.S.D. Road, Mulund (West),
Mumbai - 4000080

Place: Jalgoan

Date: 22nd January, 2015



Jawaharlal Hiralal Chaudhari
Member

Address - 17, Supreme Colony,
MIDC Area,
Jalgoan - 425003

Place: Jalgoan

Date: 22nd January, 2015

MAKARAND M. JOSHI & CO.

Company Secretaries

"Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Report of Scrutinizer for E-voting

Date: 19th January 2015

To,

Mr. Rajesh Jain

The Chairman,

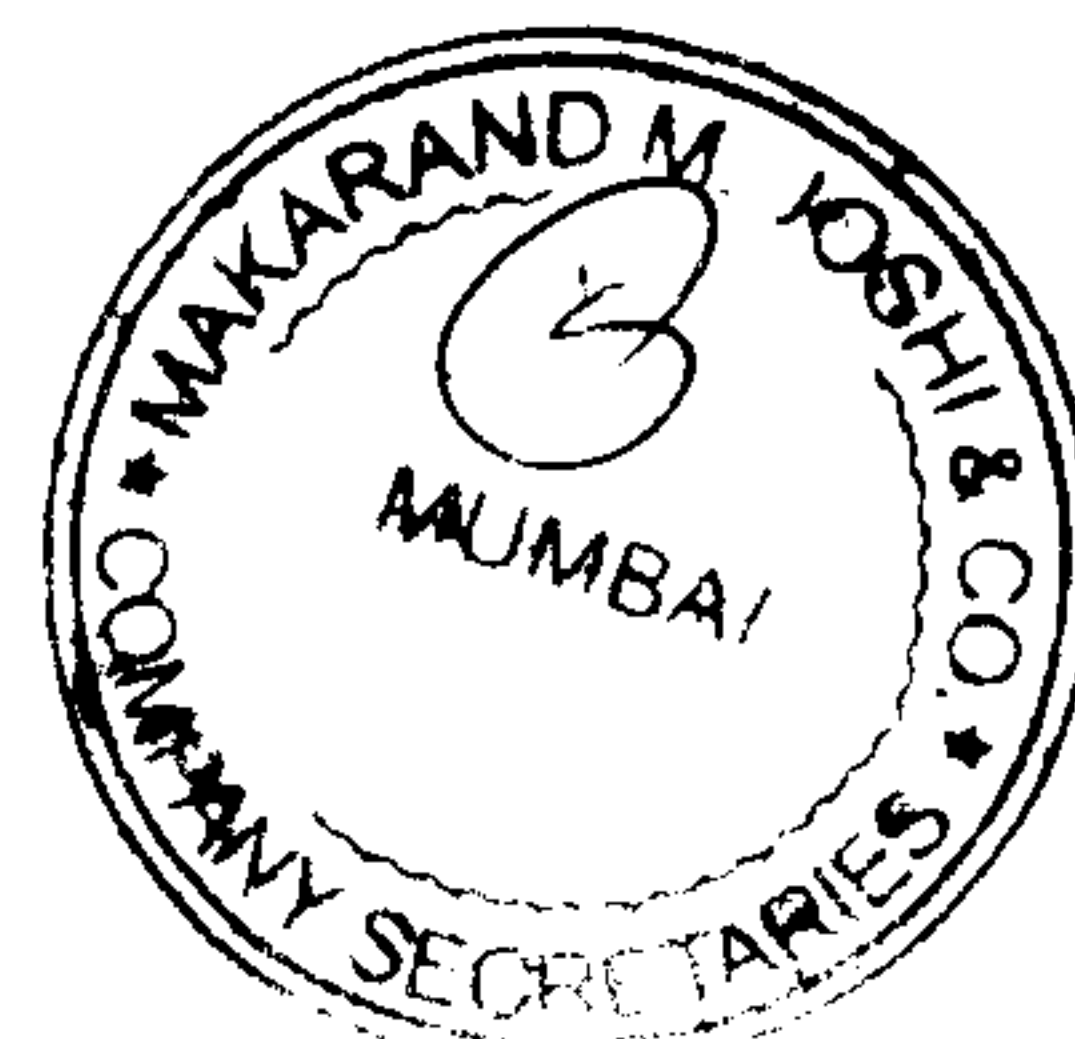
of Extra Ordinary General Meeting of Shareholders of EMCO Limited, to be held on 22nd January 2015 at N-104, MIDC Area, Jalgaon – 425 003.

Dear Sir,

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.

I, Kumudini Paranjape, Partner of Makarand M. Joshi & Co., Practising Company Secretary appointed as Scrutinizer to conduct the voting by way of electronic means in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit our report as under:

1. Pursuant to the Section 101, 108 of the Act and 3(1) of Rule 20 of Companies (Management & Administration) Rules 2014, the Electronic copy of the Notice convening the Extra Ordinary General Meeting of the Company is being sent to all the members at their registered address / e-mail ids.
2. The members of the Company were given an option to vote electronically on e-voting system, provided by Central Depository Services (India) Limited (CDSL).
3. The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation and a vernacular newspaper on 2nd January 2015.
4. The e-voting period commenced on 15th January 2015 (10.00 a.m.) and ended on the 17th January 2015 (5.00 p.m.)



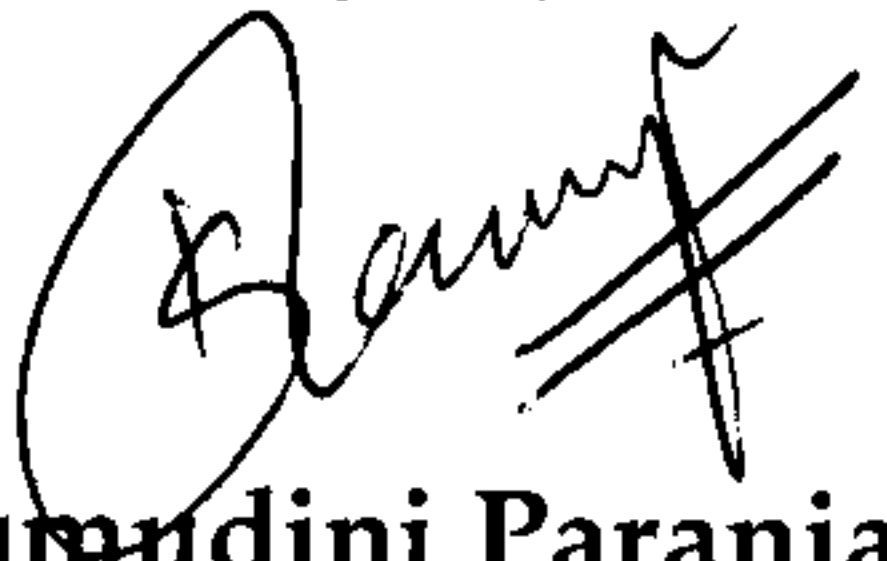
5. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 17th January 2015 the CDSL portal was blocked for voting.
6. The votes cast were unblocked in the presence of two witnesses on 17th January 2015.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
8. Result of the E-voting is as under :

Sr. No.	Resolution No. as given in the Notice of Extra Ordinary General Meeting	Particulars of Votes Cast			Result Declared
			Electronic Voting		
			Nos.	%	
	Special Business				
1.	Adoption of new set of Articles of Association of the Company	Votes Cast in favour	3085780	100.00	Approved by Requisite Majority
		Votes Cast against	0	0.00	
		Total	3085780	100.00	
2.	Approval for issue of upto 30,00,000 stock options to employees of the Company through EMCO Ltd - ESOP Scheme - 2015	Votes Cast in favour	3085780	100.00	Approved by Requisite Majority
		Votes Cast against	0	0.00	
		Total	3085780	100.00	
3.	Approval for extending the benefits of the EMCO Ltd - ESOP Scheme - 2015 to employees of Indian / Foreign Subsidiaries or Associate Companies of the Company	Votes Cast in favour	3085780	100.00	Approved by Requisite Majority
		Votes Cast against	0	0.00	
		Total	3085780	100.00	



4.	Approval for Preferential Issue of 24,39,025 equity shares of the Company to EMCO Investments Private Limited on Private Placement basis	Votes Cast in favour	3085780	94.69	Approved by Requisite Majority
		Votes Cast against	173045	5.31	
		Total	3258825	100.00	

For Makarand. M. Joshi & Co.
Company Secretaries


Kumudini Paranjape
Partner
C.P. No. 6690



Resolution No. 1: Alternation of Articles of Association of the Company							
Resolution required: Special Resolution							
Promoter/Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode Of Voting: E-Voting							
Promoter and Promoter Group	28281973	0	0	0	0	0	0
Public - Institutional holders	3790128	3056455	80.64	3056455	0	100	0
Public- Others	33064759	29325	0.089	29325	0	100	0
Total (A)	65136860	3085780	4.74	3085780	0	100	0
Mode Of Voting: Poll							
Promoter and Promoter Group	28281973	28281973	100	28281973	0	100	0
Public - Institutional holders	3790128	0	0	0	0	0	0
Public- Others	33064759	119424	0.36	119424	0	100	0
Total (B)	65136860	28401397	43.60	28401397	0	100	0
Result (A+B)	65136860	31487177	48.34	31487177	0	100	0

Resolution No. 2 : Approval of ESOS 2015 for the eligible persons of the Company							
Resolution required: Special Resolution							
Promoter/Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode Of Voting: E-Voting							
Promoter and Promoter Group	0	0	0	0	0	0	0
Promoter and Promoter Group	28281973	0	0	0	0	0	0
Public - Institutional holders	3790128	3056455	80.64	3056455	0	100	0
Public- Others	33064759	29325	0.089	29325	0	100	0
Total (A)	65136860	3085780	4.74	3085780	0	100	0
Mode Of Voting: Poll							
Promoter and Promoter Group	28281973	28281973	100	28281973	0	100	0
Public - Institutional holders	3790128	0	0	0	0	0	0
Public- Others	33064759	119424	0.36	119424	0	100	0
Total (B)	65136860	28401397	43.60	28401397	0	100	0
Result (A+B)	65136860	31487177	48.34	31487177	0	100	0

Signature



Resolution No. 3: Approval of ESOS 2015 for the eligible persons of Subsidiaries and/or Associates Companies of the Company							
Resolution required: Special Resolution							
Promoter/Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode Of Voting: E-Voting							
Promoter and Promoter Group	28281973	0	0	0	0	0	0
Public - Institutional holders	3790128	3056455	80.64	3056455	0	100	0
Public- Others	33064759	29325	0.089	29325	0	100	0
Total (A)	65136860	3085780	4.74	3085780	0	100	0
Mode Of Voting: Poll							
Promoter and Promoter Group	28281973	28281973	100	28281973	0	100	0
Public - Institutional holders	3790128	0	0	0	0	0	0
Public- Others	33064759	119424	0.36	119424	0	100	0
Total (B)	65136860	28401397	43.60	28401397	0	100	0
Result (A+B)	65136860	31487177	48.34	31487177	0	100	0

Resolution No. 4: Issue of shares to promoter group on a preferential basis							
Resolution required: Special Resolution							
Promoter/Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode Of Voting: E-Voting							
Promoter and Promoter Group	28281973	0	0	0	0	0	0
Public - Institutional holders	3790128	3229500	85.21	3056455	173045	94.64	5.36
Public- Others	33064759	29325	0.089	29325	0	100	0
Total (A)	65136860	3258825	5.00	3085780	173045	94.69	5.31
Mode Of Voting: Poll							
Promoter and Promoter Group	28281973	28281973	100	28281973	0	100	0
Public - Institutional holders	3790128	0	0	0	0	0	0
Public- Others	33064759	119424	0.36	119424	0	100	0
Total (B)	65136860	28401397	43.60	28401397	0	100	0
Result (A+B)	65136860	31660222	48.61	31487177	173045	99.45	0.55

Signature - 