

26th September, 2017

To,
BSE 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)

Security Symbol NSE: EMCO

Subject: Outcome of 52nd Annual General Meeting held on 25th September, 2017

Dear Sir/ Madam,

We would like to inform you that, 52nd Annual General Meeting ("52nd AGM") of the Company was held on Monday, 25th September, 2017 at the Registered Office of the Company at N-104, MIDC Area, Mehrun, Jalgaon, 425003, Maharashtra, India at 11.30 A.M.

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith proceeding of 52nd AGM of the Company.

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

Thanking you,
Yours faithfully,
For EMCO Limited



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Ganesh Tawari
Company Secretary & Compliance Officer

Encl: as above



Proceeding of an Annual General Meeting

The 52nd Annual General Meeting ("52nd AGM") of members of EMCO Limited ("the Company") was held on Monday, 25th September, 2017 at the Registered Office of the Company at N-104, MIDC Area, Mehrun, Jalgaon 425003, Maharashtra, India and commenced at 11:30 A.M.

In the absence of Mr. Rajesh S. Jain, the Chairman of the Board of Directors, the members present unanimously elected Mr. S. V. Deo, Independent Director of the Company, as the Chairman for this 52nd AGM.

Mr. S. V. Deo chaired the meeting and welcomed the members present at the 52nd AGM of the Company. He announced that the requisite quorum was present, the Chairman called the meeting to order. Total Forty Five (45) Members were present in person including Two (2) Body Corporate Members present through their authorized representatives and Ten (10) Members were represented by their proxies. The quorum was present at the commencement of the meeting as well as at the time of consideration of each item of business.

The Chairman informed that, Mr. Rajesh S. Jain, Mr. Shailesh S. Jain, Mr. Bherulal Choudhary, Mr. Sanjay Bhatnagar and Mrs. Archana Capoor Directors of the Company expressed their inability to attend the meeting due to their pre-occupations. He further informed that Mr. Ganesh Tawari, Company Secretary & Compliance Officer of the Company present at the meeting. He also acknowledges the attendance of Mr. Abhishek Gupta, Authorized Representative of MMJC & Associates LLP, and Secretarial Auditor of the Company.

With the permission of members, leave of absence was granted to M/s. Chaturvedi & Shah and M/s. P.Raj & Co. Statutory Auditors of the Company who had expressed their inability to attend the meeting due to their pre-occupation.

The proceedings of 52nd AGM was initiated with the permission of members present, the notice convening 52nd AGM and report forming part of the Annual Report for the Financial Year 2016-2017 and report of Statutory Auditors thereon (being Non-qualified) were taken as read.

Mr. Ganesh Tawari, Company Secretary & Compliance officer then read out the observations made by the Secretarial Auditors, MMJC & Associates LLP in his report and initiated attention of the members to the explanation provided by the Board of Directors in its report.

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, 2017 had been kept open for the inspection of members.

The Chairman informed that, he has been authorized by Mr. Bherulal Choudhary, the Chairman of Nomination and Remuneration Committee and Mr. Sanjay Bhatnagar, the Chairman of Audit Committee and Mr. Ganesh Tawari has been authorized by Mr. Bherulal Choudhary, the Chairman of Stakeholders Relationship Committee to attend this AGM on their behalf.

The Chairman confirmed the compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, applicable provisions of the Secretarial Standard on General Meeting



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(SS-2) issued under section 118 (10) of the Companies Act, 2013 with respect to calling, convening and conducting the Annual General Meeting.

The Chairman informed the Members that pursuant to provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended to its members facility to exercise their rights to vote by electronic means through remote e-voting facility by Central Depository Services (India) Limited ("CDSL") with respect to the items to be transacted at this 52nd AGM. The e-voting period was commenced from 21st September, 2017 (Thursday) at 9:00 A.M. and ended on 24th September, 2017 (Sunday) 5:00 P.M.

In remote e-voting, the shareholders had voting rights in proportion to their shares in the paid-up equity capital and thereof to maintain parity, a poll was called on the all resolutions, instead of show of hands, members, who had already voted through e-voting process, were not barred from participating in the meeting, but he/she was not be entitled to vote again in the meeting and it was informed that vote cast by him/her through e-voting shall be treated as final.

The Chairman informed the Members in details about the transactions as mentioned all resolution(s) set out in the 52nd AGM notice. The Chairman further informed the Members that, relevant documents for the each resolution(s) were open and accessible during the continuance of the meeting to any member having a right to attend the Meeting. The chairman informed the members at the meeting that the company has adopted Indian Accounting Standards w.e.f. 01.04.2016.

The Chairman explained in details to the members that there were regrouping of certain items of Financial Assets and Liabilities of Balance sheet for Financial Year 2016-17 and corresponding Financial Year 2015-16 due to grouping errors in the Audited Financial results submitted to Stock Exchanges on 27th May, 2017 as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which further has been rectified and updated in Annual Report to the Shareholders of the Company, which is immaterial in nature as per provisions of Schedule III of the Companies Act, 2013 and it do not affect any of the figures of Audited Profit & Loss which was already submitted to the Stock Exchanges.

Ms. Kumudini Bhalerao, partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, was appointed as Scrutinizer to conduct the poll in a fair and transparent manner and report on the result of the poll. In the usual course, the members were requested to propose and second the resolution before the poll was taken on the all resolutions.

The Chairman then invited the Members to ask questions, if any, and/or otherwise offer their views/comments. The queries raised and suggestions made by Members in the meeting were duly and satisfactorily replied by the Chairman and Officers present in the meeting.



The following items were transacted at the Meeting:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon. **(ORDINARY RESOLUTION)**
2. Re- appointment of Mr. Rajesh S. Jain (DIN:00005829), Whole Time Director, who retires by rotation . **(ORDINARY RESOLUTION)**
3. Ratification of Appointment of Statutory Auditors "M/s. Chaturvedi & Shah" and to fix their Remuneration. **(ORDINARY RESOLUTION)**

SPECIAL BUSINESS:

4. Re-appointment of Mr. Rajesh S. Jain as a Whole Time Director of the Company. **(SPECIAL RESOLUTION)**
5. Appointment of Mrs. Archana Capoor as an Independent Director of the Company. **(ORDINARY RESOLUTION)**
6. Ratification of Remuneration to Cost Auditor of the Company. **(ORDINARY RESOLUTION)**
7. Change in place of keeping and inspection of Registers, Returns etc. **(SPECIAL RESOLUTION)**

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.

After completion of voting, the meeting concluded with a vote of thanks to the chair.

This is for your information and record.

For EMCO Limited



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Ganesh Tawari
Company Secretary & Compliance Officer

