



# 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 : ecehodelhi@gmail.com; Website : www.eceindustriesltd.com

CIN : L31500DL1945PLC008279

1<sup>st</sup> October, 2015

The Asstt. Vice President  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East)  
Mumbai - 400051

**Ref : ECE IND**

**Sub : Annual General Meeting Voting Results and Report under Clause 35A of Listing Agreement.**

Dear Sir/ Madam,

In compliance with Clause 35A of the Listing Agreement, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per notice dated 13<sup>th</sup> August, 2015 of the 69<sup>th</sup> Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September, 2015 at 04.30 p.m. at The Executive Club, 439, Sahoarpur, Fatehpur Beri, New Delhi-110074.

S. NO.	DESCRIPTION			AGM		
A	DATE OF AGM			28-09-2015		
B	BOOK CLOSURE DATE			22-09-2015 TO 28-09-2015 (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			4375		
D	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			159		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	1	0	1	1348158	17.45%
	PUBLIC	156	2	158	927	0.01%
	<b>TOTAL</b>	<b>157</b>	<b>2</b>	<b>159</b>	<b>1349085</b>	<b>17.46%</b>
E	No. of shareholders attended the meeting through Video conferencing - <b>NIL</b> . No video conferencing facility was made available.					

Based on the consolidated report of the Scrutinizer, all the resolutions set out in the Notice of 69<sup>th</sup> AGM have been duly approved by the shareholders with requisite majority.

The mode of voting was by way of E-Voting and Poll. The agenda wise details are provided in annexure-1 attached herewith.

Thanking you,

Yours faithfully,  
For ECE Industries Ltd.

(Piyush Agarwal)  
Company Secretary

Encl: As above

**Resolution No. – 1:****Adoption of Audited Financial Statements, Report of the Board of Directors and Auditors (Ordinary Resolution).**

Category	No. of shares held	No. of votes polled / e-voted	% of Votes Polled/ e-voted on outstanding shares	No. of Votes - in favour	No. of Votes – in 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
Promoter and Promoter Group	4866229	4859479	99.86%	4859479	-	100%	-
Public – Institutional holders	555308	-	-	-	-	-	-
Public-Others	2304388	740333	32.13%	740333	-	100%	-
<b>Total</b>	<b>7725925</b>	<b>5599812</b>	<b>72.48%</b>	<b>5599812</b>	<b>-</b>	<b>100%</b>	<b>-</b>

**Resolution No. – 2:****Declaration of Divided on Equity Shares (Ordinary Resolution).**

Category	No. of shares held	No. of votes polled / e-voted	% of Votes Polled/ e-voted on outstanding shares	No. of Votes - in favour	No. of Votes – in 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
Promoter and Promoter Group	4866229	4859479	99.86%	4859479	-	100%	-
Public – Institutional holders	555308	-	-	-	-	-	-
Public-Others	2304388	740333	32.13%	740333	-	100%	-
<b>Total</b>	<b>7725925</b>	<b>5599812</b>	<b>72.48%</b>	<b>5599812</b>	<b>-</b>	<b>100%</b>	<b>-</b>

**Resolution No. – 3:****Re-appointment of Shri Sakate Khaitan as Director retires by rotation (Ordinary Resolution).**

<b>Category</b>	<b>No. of shares held</b>	<b>No. of votes polled / e-voted</b>	<b>% of Votes Polled/ e-voted on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes – in against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)]*100</b>
Promoter and Promoter Group	4866229	3511221	72.15%	3511221	-	100%	-
Public – Institutional holders	555308	-	-	-	-	-	-
Public-Others	2304388	740333	32.13%	740051	282	99.96%	0.04%
<b>Total</b>	<b>7725925</b>	<b>4251554</b>	<b>55.03%</b>	<b>4251272</b>	<b>282</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution No. – 4:****Ratification of appointment & fixing remuneration of VSD & Associates, Chartered Accountants as Statutory Auditors (Ordinary Resolution).**

<b>Category</b>	<b>No. of shares held</b>	<b>No. of votes polled / e-voted</b>	<b>% of Votes Polled/ e-voted on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes – in against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)= [(4)/(2)]*100</b>	<b>(7)= [(5)/(2)]*100</b>
Promoter and Promoter Group	4866229	4859479	99.86%	4859479	-	100%	-
Public – Institutional holders	555308	-	-	-	-	-	-
Public-Others	2304388	740333	32.13%	740051	282	99.96%	0.04%
<b>Total</b>	<b>7725925</b>	<b>5599812</b>	<b>72.48%</b>	<b>5599530</b>	<b>282</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution No. – 5:****Appointment of Mrs. Moulishree Gani as a Non-executive Director (Ordinary Resolution).**

Category	No. of shares held	No. of votes polled / e-voted	% of Votes Polled/ e-voted on outstanding shares	No. of Votes - in favour	No. of Votes – in 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
Promoter and Promoter Group	4866229	3256639	66.92%	3256639	-	100%	-
Public – Institutional holders	555308	-	-	-	-	-	-
Public-Others	2304388	740333	32.13%	740051	282	99.96%	0.04%
<b>Total</b>	<b>7725925</b>	<b>3996972</b>	<b>51.73%</b>	<b>3996690</b>	<b>282</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution No. – 6:****Approval of Remuneration of the Cost Auditors. (Ordinary Resolution).**

Category	No. of shares held	No. of votes polled / e-voted	% of Votes Polled/ e-voted on outstanding shares	No. of Votes - in favour	No. of Votes – in 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
Promoter and Promoter Group	4866229	4859479	99.86%	4859479	-	100%	-
Public – Institutional holders	555308	-	-	-	-	-	-
Public-Others	2304388	740333	32.13%	740333	-	100%	-
<b>Total</b>	<b>7725925</b>	<b>5599812</b>	<b>72.48%</b>	<b>5599812</b>	<b>-</b>	<b>100%</b>	<b>-</b>



# B. L. KHANDELWAL & CO.

## CHARTERED ACCOUNTANTS

Head Office : 1, Doctor's Lane, Gole Market, New Delhi-110001  
Phones : Off. : 23742151, 23744372 Resi. : 27561073  
(M) : 98103-54277  
E-mail : blkhandelwal@yahoo.com

### SCRUTINIZER'S REPORT

(Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(ix) of the Companies (Management and Administration) Rules, 2014)

The Chairman  
ECE Industries Ltd.  
ECE House  
28-A, K.G. Marg  
New Delhi - 110001

Dear Sir,

**Sub. :** Scrutinizer's Report on voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, at the 69<sup>th</sup> AGM of ECE Industries Limited held on 28.09.2015.

I, B. L. Khandelwal, Practicing Chartered Accountant having office at 1, Doctor's Lane, Gole Market, New Delhi - 110001 have been appointed as a Scrutinizer of ECE Industries Ltd. ("the Company") pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended upto date, for the purpose of Scrutinizing the e-voting and Polling process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

1. The e-voting period remained open from 25.09.2015 (09:30 a.m.) to 27.09.2015 (5.00 p.m.).
2. The polling (physical voting) conducted on 28.09.2015 at the AGM of ECE Industries Limited.
3. The votes were unblocked on 29.09.2015 for e-voting and polling (physical voting) in the presence of two witnesses, Mr. Vishal Khandelwal, 1, Doctor's Lane, Gole Market, New Delhi - 110001 and Mr. Sandesh Khandelwal, 1, Doctor's Lane, Gole Market, New Delhi - 110001 who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signature

Signature



Name

Vishal Khandelwal

Name

Sandesh Khandelwal



Branch Office at : 305, 3rd Floor, Rohit House, 3, Tolstoy Marg, New Delhi-110001  
Branch Office at : Z-60, Okhla Industrial Area, Phase-2, New Delhi-110020  
Branch Office at : A-308, Vaishali Nagar, Jaipur - 301021 (Rajasthan)

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Depository Services Limited.
5. The shareholders holding shares as on the "cut off" date i.e. 21<sup>st</sup> September, 2015 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of 69<sup>th</sup> AGM of ECE Industries Ltd.)
6. The results of the e-voting/ Polling are as under:

**A) Resolution 1:- Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31<sup>st</sup> 2015. (Ordinary Resolution)**

**(i) Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	27	5599766	99.999%
Physical	15	46	0.001%
<b>Total Voted</b>	<b>42</b>	<b>5599812</b>	<b>100.00%</b>

**(ii) Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
<b>Total Voted</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**(iii) Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

**B) Resolution 2:- Declaration of Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2015. (Ordinary Resolution)**

**(i) Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	27	5599766	99.999%
Physical	15	46	0.001%
<b>Total Voted</b>	<b>42</b>	<b>5599812</b>	<b>100.00%</b>



(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total Voted	Nil	Nil	Nil

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

C) **Resolution 3:- Re-appointment of Shari Sakate Khaitan as Director retires by rotation. (Ordinary Resolution)**

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	26	5599484	99.994%
Physical	15	46	0.001%
Total Voted	<b>41</b>	<b>5599530</b>	<b>99.995%</b>

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	282	0.005%
Physical	0	0	0
Total Voted	<b>1</b>	<b>282</b>	<b>0.005%</b>

(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil



**D) Resolution 4:- Ratification of appointment of VSD & Associates, Chartered Accountants as the Statutory Auditors and fixing their remuneration. (Ordinary Resolution)**

**(i) Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	26	5599484	99.994%
Physical	15	46	0.001%
<b>Total Voted</b>	<b>41</b>	<b>5599530</b>	<b>99.995%</b>

**(ii) Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	282	0.005%
Physical	0	0	0
<b>Total Voted</b>	<b>1</b>	<b>282</b>	<b>0.005%</b>

**(iii) Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

**E) Resolution 5:- Appointment of Mrs. Moulishree Gani as a Non-executive Director. (Ordinary Resolution)**

**(i) Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	26	5599484	99.994%
Physical	15	46	0.001%
<b>Total Voted</b>	<b>41</b>	<b>5599530</b>	<b>99.995%</b>

**(ii) Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	1	282	0.005%
Physical	0	0	0
<b>Total Voted</b>	<b>1</b>	<b>282</b>	<b>0.005%</b>



(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

**F) Resolution 6:- Approval of remuneration of the Cost Auditor for the financial year ending March 31, 2016. (Ordinary Resolution)**

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	27	5599766	99.999%
Physical	15	46	0.001%
<b>Total Voted</b>	<b>42</b>	<b>5599812</b>	<b>100.00%</b>

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast against resolution	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
<b>Total Voted</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

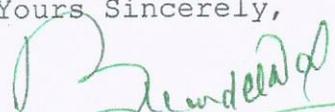
(iii) **Invalid Votes :**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

7. The register, all other papers and relevant records relating to voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Sincerely,

  
CA B. L. Khandelwal  
Partner  
M.No. 012331  
Place: New Delhi  
Date: 30.09.2015



For ECE Industries Limited

  
P.K. Mohta  
Chairman & Managing Director

