

**EICL LIMITED**

CIN : L26939KL1963PLC002039

Registered Office: TC 79/4, Veli, Thiruvananthapuram – 695021, Kerala, India

Corporate Office : 801-803, Tower-B, Global Business Park, M.G. Road, Gurgaon -122 002, Haryana

Name(s) of Shareholder(s)
(In block letters (including joint holders, if any))

Registered Folio No. / *DPID No. & Client ID No.
(*Applicable to investors holding shares in dematerialised form)

No. of Shares held

Dear member,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Friday, June 20, 2014, at 11:00 a.m at the registered office of the company. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
14th June, 2014	16th June, 2014

The following resolutions as per AGM notice dated 02-05-2014 are recommended for the approval of the shareholders:-

S.No.	Resolutions
1.	Consider and adopt audited Financial Statement, Reports of the Board of directors and Auditors.
2.	Declaration of Dividend on 11% Preference Shares and Equity Shares
3.	Re-appointment of Mr. Vijay Rai as an Independent Director for a period of 3 years who retires by rotation.
4.	Re-appointment of Mr. Praveen Sachdev as an Independent Director for a period of one year who retires by rotation
5.	Appointment of Auditors and fixing their remuneration
6.	Appointment of Mr. Vijay Kishore Sharma as an Independent Director for a period of 3 years
7.	Commission @ 1% to the Non-Executive Directors U/s 197/198 of the Companies Act, 2013.
8.	To authorize Board of Directors of the company to create mortgage/charge u/s.180(1)(a) of the Companies Act, 2013
9.	The borrowing powers to the Board of Directors to borrow funds not exceeding Rs.300 Crores.
10.	Amendment in Articles of Association of the Company in view of Companies Act, 2013.

The notice of AGM has already been dispatched electronically/ by post on 27-05-2014 and is also uploaded in the Company's **Website: www.eicl.in**.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on June 20, 2014.

Please read the instructions printed overleaf before exercising the vote.

For EICL Limited

Sd/-
(P.S.Saini)
Company Secretary

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- a. User ID and Password for e-voting is provided in the table given on the face of this annexure to AGM Notice. Please note that the Password is an Initial Password.
- b. Launch the internet browser by typing the following **<https://www.evoting.nsdl.com>** .
- c. Click on “Shareholder-Login:
- d. Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- f. Home page of “e-voting” opens. Click on “e-voting” : Active Voting Cycles.
- g. Select “EVEN (E-Voting Event Number)” of EICL Limited. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for “e-voting” as “Cast Vote” Page opens.
- i. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- j. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : **viswanathan1949@gmail.com** with a copy marked to **evoting@nsdl.co.in**. You can also forward the documents at the Company's email ID: **sect@eicl.in**.
- k. Once the vote on a resolution is cast by the shareholder she/he shall not be allowed to change it subsequently.
- l. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of **<https://www.evoting.nsdl.com>** or contact NSDL by email at **evoting@nsdl.co.in**

Registered Office of the Company:

TC 79/4, Veli, Thiruvananthapuram-695021, Kerala
Corporate Identity Number: L26939KL1963PLC002039
Phone: 91 02833 661444, Fax: 91 02833 662929,
E-mail: **sect@eicl.in**, Website: **www.eicl.in**

Share Transfer Agents:

M/s. RCMC Share Registry Pvt. Ltd.
Unit: EICL Limited,
B-106, Sector – 2, Noida-201301 (U.P.)
Phone: 0120-4015880, Fax: 0120-2444346, Email: **sectshares@rcmcdelhi.com**