

# Elpro International Ltd

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CIN: L51505MH1962PLC012425

October 11, 2020

To,  
Corporate Relationship Department  
BSE Limited PJ. Towers,  
Dalal Street, Fort, Mumbai — 400001

Scrip Code: 504000

Sub: Voting results of the 57th Annual General Meeting ("AGM") of the Company.

Please find enclosed the following:

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 — Annexure 1
2. Consolidated Report of the Scrutinizer dated October 09, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 — Annexure 2

Kindly take the above information on your records and oblige.

Thanking You

Yours' faithfully

For Elpro International Limited

Binal Khosla  
Company Secretary

**Details of voting results at the 56th Annual General Meeting (57th AGM)**

[Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing No. CIR/CFD/CMD/8/2015 dated 4th November, 2015]

<b>Description</b>		<b>Particulars</b>
Date of Annual General Meeting	:	October 09,2020
Total no. of shareholders on October 02, 2020 (being the cut off date to exercise vote at 57th AGM)	:	3965
No. of shareholders present in the meeting either in person or through proxy	:	49
Promoter and Promoter Group	:	6
Public		43
No. of shareholders attending the meeting through Video Conferencing		
Promoter and Promoter Group	:	Not Applicable
Public	:	Not Applicable

## Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon.

Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	127091970	0	0.0000	0	0	0	0
	Poll		127091970	100.0000	127091970	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		127091970	127091970	100.0000	127091970	0	100.0000
Public-Institutions	E-Voting	24323247	10515690	43.2331	10515690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24323247	10515690	43.2331	10515690	0	100.0000
Public- Non Institutions	E-Voting	18063913	824	0.0046	824	0	100.0000	0.0000
	Poll		1987	0.0110	1987	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		18063913	2811	0.0156	2811	0	100.0000
<b>Total</b>		169479130	137610471	81.1961	137610471	0	100.0000	0.0000

## Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Director in place of Mr. Sunil Khandelwal (holding DIN: 02549090) , who retires by rotation and being eligible, offers himself for re-appointment.

Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	127091970	0	0.0000	0	0	0	0
	Poll		127091970	100.0000	127091970	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		127091970	127091970	100.0000	127091970	0	100.0000
Public-Institutions	E-Voting	24323247	10515690	43.2331	10515690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24323247	10515690	43.2331	10515690	0	100.0000
Public- Non Institutions	E-Voting	18063913	824	0.0046	824	0	100.0000	0.0000
	Poll		1987	0.0110	1987	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		18063913	2811	0.0156	2811	0	100.0000
<b>Total</b>		169479130	137610471	81.1961	137610471	0	100.0000	0.0000

### Resolution (3)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Re-appointment of Mr. Deepak Kumar as Managing Director of the Company for a period of three years with effect from 12th November, 2019

Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	127091970	0	0.0000	0	0	0	0
	Poll		127091970	100.0000	127091970	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		127091970	127091970	100.0000	127091970	0	100.0000
Public-Institutions	E-Voting	24323247	10515690	43.2331	10515690	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24323247	10515690	43.2331	10515690	0	100.0000
Public- Non Institutions	E-Voting	18063913	824	0.0046	824	0	100.0000	0.0000
	Poll		1987	0.0110	1987	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		18063913	2811	0.0156	2811	0	100.0000
<b>Total</b>		169479130	137610471	81.1961	137610471	0	100.0000	0.0000

## Resolution (4)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Approval of the transactions under section 185 of the Companies Act, 2013 with related parties for granting of Inter Corporate Deposit.

Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	127091970	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	127091970	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	24323247	10515690	43.2331	0	10515690	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	24323247	10515690	43.2331	0	10515690	0.0000	100.0000
Public- Non Institutions	E-Voting	18063913	824	0.0046	824	0	100.0000	0.0000
	Poll		1987	0.0110	1987	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	18063913	2811	0.0156	2811	0	100.0000	0.0000
<b>Total</b>		169479130	10518501	6.2064	2811	10515690	0.0267	99.9733



*Jayshree A. Lalpuria & Co.*

*Practising Company Secretaries*

14, Adarsh, 9/83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai-400 057.  
Tel. : 2612 1371 Fax : 2611 1371 Cell : 98209 96575 Email : jayshreelalpuria@gmail.com

### **Consolidated Report of the Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of 57<sup>th</sup> Annual General Meeting of  
the Equity Shareholders of Elpro International Limited  
Nirmal, 17<sup>th</sup> Floor,  
Nariman Point,  
Mumbai-400 021.

Dear Sir,

1. I, Jayshree A. Lalpuria, Practising Company Secretary, having office at 14, Adarsh, 83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai -400 057, have been appointed as the Scrutinizer by the Board of Directors of Elpro International Limited, ("the Company") at their meeting held on 27<sup>th</sup> August, 2020 for the purpose of
  - a. scrutinizing the remote e-voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 and;
  - b. scrutinizing the voting process at the 57<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company held on Friday, 9<sup>th</sup> October, 2020 at 11.00 a.m. at the Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021in a fair and transparent manner and ascertaining the requisite majority on the 4(Four) resolutions contained in the notice dated 27<sup>th</sup> August, 2020 convening the said AGM.

#### **Management's Responsibility**

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholder at the said AGM on the resolutions contained in the notice to the said AGM.

#### **Scrutinizer's Responsibility**

3. My responsibility as the Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizers' Report of the total votes cast in





favour or against, if any to the Chairman on the resolutions, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and the report for voting by use of ballots at the meeting.

4. Further to above, I submit my report as under:

**Cut-off date**

4.1 The Shareholders holding shares as on the cut-off date i.e. 2<sup>nd</sup> October, 2020, were entitled to vote on the proposed 4 (Four) resolutions set out in the Notice convening 57<sup>th</sup> Annual General Meeting of the Company.

**Remote e-voting process and Voting at the AGM**

- 4.2 The remote e-voting period remained open from 9.00 a.m. on Tuesday, 6<sup>th</sup> October, 2020 up to 5.00 p.m. on Thursday, 8<sup>th</sup> October, 2020.
- 4.3 The Chairman at the 57<sup>th</sup> Annual General Meeting, at the end of discussions on the resolutions contained in the Notice, allowed voting through ballot at the venue to all those shareholders who were present at the meeting but have not cast their vote by availing remote E-voting.
- 4.4 After the announcement of voting by the Chairman, ballot box kept for voting was locked/sealed in my presence.
- 4.5 On completion of voting at the AGM, the ballot box was subsequently unlocked and poll papers were serially numbered and reconciled with the records maintained by the Registrar & Transfer Agents of the Company and Authorization/proxies lodged with the Company.
- 4.6 The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, namely, Ms. Varsha Kamath and Ms. Poonam Khemka who are not in the employment of the Company. Thereafter, the e-voting results containing, inter-alia the list of Shareholders who have voted in favour or against the resolutions or who have abstained from voting were downloaded from the e-voting website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.com>)

**Consolidated Results**

4.7 The consolidated result of the remote e-voting and voting at the meeting is as under:





a) **Resolution No. 1 – Ordinary Resolution - Adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020, the reports of the Board of Directors and Auditors thereon.**

i) **Voted in favour of the Resolution:**

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	10516514	7.64
Physical ballots	34	127093957	92.36
Total	50	137610471	100.00

ii) **Voted against the Resolution:**

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0



b) Resolution No. 2 – Ordinary Resolution – Appointment of a Director in place of Mr. Sunil Khandelwal (holding DIN: 02549090), who retires from office by rotation and being eligible, offers himself for re-appointment.

i) Voted in favour of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	10516514	7.64
Physical ballots	34	127093957	92.36
Total	50	137610471	100.00

ii) Voted against the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
Total	0	0	0

iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
Total	0	0





c) **Resolution No. 3 – Ordinary Resolution – Re-appointment of Mr. Deepak Kumar as Managing Director of the Company for a period of three years with effect from 12<sup>th</sup> November, 2019**

i) **Voted in favour of the Resolution:**

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	10516514	7.64
Physical ballots	34	127093957	92.36
<b>Total</b>	<b>50</b>	<b>137610471</b>	<b>100.00</b>

ii) **Voted against the Resolution:**

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Physical ballots	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

iii) **Invalid Votes:**

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



d) Resolution No. 4 –Special Resolution – Approval of the transactions under section 185 of the Companies Act, 2013 with related parties for granting of Inter Corporate Deposit.

i) Voted in favour of the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	824	0.01
Physical ballots	28	1987	0.02
Total	42	2811	0.03

ii) Voted against the Resolution:

Voting process	Number of members voted through e-voting system and physical ballots	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	10515690	99.97
Physical ballots	0	0	0
Total	2	10515690	99.97

iii) Invalid Votes:

Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	6	127091970
Total	6	127091970



5. The register and all other papers relating to electronic 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 will be handed over to the Company.

Thanking you,

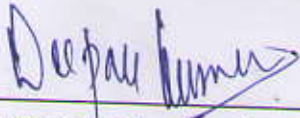
Yours faithfully,  
For Jayshree A. Lalpuria & Co.  
Practising Company Secretary,



Jayshree A. Lalpuria  
(Proprietor)



UDIN: A017629B000889126  
Date: 9<sup>th</sup> October, 2020



Chairman of the Meeting  
Elpro International Limited