

Elpro International Ltd

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Mumbai-400 021, India

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CIN : L51505MH19G2PLC012425

Date: 16.11.2021

To,
Corporate Service Department
BSE Limited
Sir Phiroze Jeejeebhoy Limited
Dalal Street, Fort,
Mumbai – 400001

Dear Sir/ Madam

Sub: Declaration of results of the Postal Ballot as per Securities and Exchange Board of India (Listing Obligations Requirements) Regulations, 2015.

In Continuation to our letter dated October 12, 2021, the Company had issued Postal Ballot Notice dated October 04, 2021 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking approval of the Members of the Company, by way of Special Resolutions in respect of the following special business items as set out in the aforesaid Postal Ballot Notice:

Item No.	Particulars of Resolutions
1.	To approve sale of Company's entire holding of equity shares in PNB Metlife Insurance Company Limited
2.	To approve authority to make loan(s), give guarantees(s), provide security(ies) or make investment(s) in excess of the limits prescribed in Section 186 of the Companies Act, 2013.

We wish to inform you that M/s. Jayshree A. Lalpuria & Co., Practicing Company Secretaries, Mumbai who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on October 04, 2021, for the aforesaid Postal Ballot process, has submitted her report dated November 16, 2021.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolutions as embodied in the Postal Ballot Notice dated October 04, 2021 with requisite majority. The aforesaid resolutions are deemed to be have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on November 13, 2021.

Pursuant to the Regulation 44(3) of the SEBI (LODR), 2015, the details of voting results in the prescribed format is enclosed herewith for your information and records. The same is also uploaded on the Company's website at www.elpro.co.in.

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.
Kindly take the same on your records.

Thanking You,

Yours Sincerely,
For Elpro International Limited


Binal Khosla
Company Secretary



Encl: As above



Jayshree A. Lalpuria & Co.

Practising Company Secretaries

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

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
ELPRO INTERNATIONAL LIMITED
Nirnal, 17th Floor, Nariman Point,
Mumbai - 400 021

Dear Sir,

I, Jayshree A. Lalpuria, Practising Company Secretary, have been appointed by the Board of Directors of ELPRO INTERNATIONAL LIMITED vide resolution dated 4th October, 2021 pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot voting and e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting and for scrutinizing the Physical Postal Ballot Forms received from shareholders in respect resolutions listed in the Notice of Postal Ballot dated 4th October, 2021.

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 postal ballot and electronic means on the resolutions contained in the Notice of Postal Ballot dated 4th October, 2021. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and physical postal ballot are conducted in a fair & transparent manner and to make consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and physical postal ballot forms received.

Further to above I submit my report as under:

1. The members of the Company whose name were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the "cut off" date i.e., 8th October, 2021 were entitled to vote on the proposed 2 (Two) resolutions as mentioned in the notice of the said Postal Ballot.



2. Dispatch of the Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form to the Members of the Company was completed on 12th October, 2021.
3. Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
4. The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 8th October, 2021.
6. All postal ballot forms received upto the close of working hours on 13th November, 2021, last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. I did not find any defaced or mutilated ballot paper
8. The E-voting period remained open from 9.00 A.M. on Friday, 15th October, 2021 up to 5.00 P.M. on Saturday, 13th November, 2021.
9. The e-voting platform was unblocked for vote counting on Monday, 15th November, 2021 at 3.27 p.m. in the presence of two witnesses, namely Ms. Jainisha Mehta and Ms. Yamisni Sharma, who are not in employment of the company.
10. 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>)
11. Based on the report generated from CDSL's e-voting website www.evotingindia.com and the Postal Ballot Forms received from the Members, the result of voting through electronic means and physical postal ballot in respect of the said resolutions are as under.



Resolution No. 1 :- Special Resolution for sale of Company's entire holding of equity shares in PNB MetLife Insurance Company Limited

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	43	9977567	44	127161490	87	137139057	99.99
Voted against the resolution	5	6091	4	6257	9	12348	0.01
Invalid votes	-	-	3	805	3	805	-

Resolution No. 2 :- Special Resolution to make loan(s), give guarantee(s), provide security(ies) or make investment(s) in excess of the limits prescribed in Section 186 of the Companies Act 2013.


	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	38	11647	40	127163279	78	127174926	92.72
Voted against the resolution	10	9972011	7	6776	17	9978787	7.28
Invalid votes	-	-	3	805	3	805	-



12. The Register, all other papers and relevant records relating to electronic voting and physical ballot forms shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the resolutions passed through the postal ballot and thereafter the same will be handed over to the Chairman/Company Secretary for safe keeping.

Thanking You.
Yours faithfully,

For Jayshree A. Lalpuria & Co.
Practicing Company Secretary


Jayshree A. Lalpuria
(Proprietor)

ACS 17629; CP 7109

Scrutinizer appointed for the Voting Process
(including remote e-voting and voting by physical postal ballot)



UDIN: A017629C001452425

Place : Mumbai

Dated: 16th November, 2021

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for sale of Company's entire holding of equity shares in PNB MetLife Insurance Company Limited				
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		0	0.0000	0	0	0	0
	Poll	127091970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		127091970	100.0000	127091970	0	100.0000	0.0000
	Total	127091970	127091970	100.0000	127091970	0	100.0000	0.0000
Public-Institutions	E-Voting		9951529	42.4346	9951529	0	100.0000	0.0000
	Poll	23451436	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23451436	9951529	42.4346	9951529	0	100.0000	0.0000
Public- Non Institutions	E-Voting		32129	0.1697	26038	6091	81.0420	18.9580
	Poll	18935724	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		75777	0.4002	69520	6257	91.7429	8.2571
	Total	18935724	107906	0.5699	95558	12348	88.5567	11.4433
Total		169479130	137151405	80.9252	137139057	12348	99.9910	0.0090

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authority to make loan(s), give guarantee(s), provide security (ies) or make investment(s) in excess of the limits prescribed in Section 186 of the Companies Act 2013				
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		0	0.0000	0	0	0	0
	Poll	127091970	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		127091970	100.0000	127091970	0	100.0000	0.0000
	Total	127091970	127091970	100.0000	127091970	0	100.0000	0.0000
Public-Institutions	E-Voting		9951529	42.4346	0	9951529	0.0000	100.0000
	Poll	23451436	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23451436	9951529	42.4346	0	9951529	0.0000	100.0000
Public- Non Institutions	E-Voting		32129	0.1697	11647	20482	36.2507	63.7493
	Poll	18935724	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		78085	0.4124	71309	6776	91.3223	8.6777
	Total	18935724	110214	0.5820	82956	27258	75.2681	24.7319
Total		169479130	137153713	80.9266	127174926	9978787	92.7244	7.2756