

Elpro International Ltd

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CIN: L51505MH1962PLC012425

Date: 30.09.2021

To,
BSE Limited
Corporate Relationship Department
BSE Limited, P. J. Towers,
Dalal Street, Fort, Mumbai – 400001

Scrip Code: 504000

Sub: Voting results of the 58th 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 September 30, 2021 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014. (Annexure 2)

Thanking You

Yours faithfully
For Elpro International Limited



Binal Khosla
Company Secretary

Details of voting results at the 58th Annual General Meeting

[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]

Description		Particulars
Date of Annual General Meeting	:	September 28, 2021
Total no. of shareholders on September 21, 2021 (being the cut off date to exercise vote at 58th AGM)	:	4663
No. of shareholders present in the meeting either in person or through proxy	:	59
Promoter and Promoter Group	:	6
Public	:	53
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				to consider and adopt the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2021, Reports of Directors and Auditors of the Company 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		0	0.0000	0	0	0	0
	Poll	127091970	118227754	93.0254	118227754	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	127091970	118227754	93.0254	118227754	0	100.0000	0.0000
Public- Institutions	E-Voting		1746659	7.2882	1746659	0	100.0000	0.0000
	Poll	23965597	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23965597	1746659	7.2882	1746659	0	100.0000	0.0000
Public- Non Institutions	E-Voting		19656	0.1067	11357	8299	57.7788	42.2212
	Poll	18421563	4697	0.0255	4697	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18421563	24353	0.1322	16054	8299	65.9221	34.0779
Total		169479130	119998766	70.8045	119990467	8299	99.9931	0.0069

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Surbhit Dabriwala (holding DIN: 00083077), who retires from office 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		0	0.0000	0	0	0	0
	Poll	127091970	118227754	93.0254	118227754	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	127091970	118227754	93.0254	118227754	0	100.0000	0.0000
Public- Institutions	E-Voting		1746659	7.2882	0	1746659	0.0000	100.0000
	Poll	23965597	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23965597	1746659	7.2882	0	1746659	0.0000	100.0000
Public- Non Institutions	E-Voting		19619	0.1065	5137	14482	26.1838	73.8162
	Poll	18421563	4697	0.2555	4697	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18421563	24316	0.1320	9834	14482	40.4425	59.5575
Total		169479130	119998729	70.8044	118237588	1761141	98.5324	1.4676

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve Scheme of loan to employees including Managing Director/ Whole Time Directors of the Company.				
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	118227754	93.0254	118227754	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	127091970	118227754	93.0254	118227754	0	100.0000	0.0000
Public- Institutions	E-Voting		1746659	7.2882	1746659	0	100.0000	0.0000
	Poll	23965597	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23965597	1746659	7.2882	1746659	0	100.0000	0.0000
Public- Non Institutions	E-Voting		19656	0.1067	4509	15147	22.9396	77.0604
	Poll	18421563	4697	0.0255	4697	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18421563	24353	0.1322	9206	15147	37.8023	62.1977
Total		169479130	119998766	70.8045	119983619	15147	99.9874	0.0126



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 58th Annual General Meeting of
the Equity Shareholders of Elpro International Limited
Nirmal, 17th 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 14th August, 2021 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 58th Annual General Meeting ("AGM") of the members of the Company held on Tuesday, 28th September, 2021 at 10.00 a.m. at the Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021

in a fair and transparent manner and ascertaining the requisite majority on the 3 (Three) resolutions contained in the notice dated 14th August, 2021 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. 21st September, 2021, were entitled to vote on the proposed 3 (Three) resolutions set out in the Notice convening 58th 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 Saturday, 25th September, 2021 up to 5.00 p.m. on Monday, 27th September, 2021.

4.3 The Chairman at the 58th 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. Jainisha Mehta 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 31st March, 2021, 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	59	1758016	1.46
Physical ballots	12	118232451	98.53
Total	71	119990467	99.99

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	4	8299	0.01
Physical ballots	0	0	0.00
Total	4	8299	0.01

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. Surbhit Dabriwala (holding DIN: 00083077), 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	56	5137	0.00
Physical ballots	12	118232451	98.53
Total	68	118237588	98.53

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	6	1761141	1.47
Physical ballots	0	0	0.00
Total	6	1761141	1.47

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 – Approval of Scheme of loan to employees including Managing Director/Whole-Time Directors of the Company

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	57	1751168	1.46
Physical ballots	12	118232451	98.53
Total	69	119983619	99.99

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	6	15147	0.01
Physical ballots	0	0	0.00
Total	6	15147	0.01

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



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,

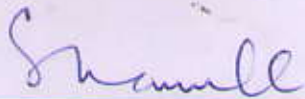
Yours faithfully,
For Jayshree A. Lalpuria & Co.
Practising Company Secretary,



Jayshree A. Lalpuria
(Proprietor)



UDIN: A017629C001055930
Date: 30th September, 2024



Chairman of the Meeting
Elpro International Limited