

Elpro International Ltd

17th Floor, Nirmal, Nariman Point
Mumbai 400 021, India

Date: 25.11.2019

T +91 22 2202 3075, +91 22 4029 9000
F +91 22 2202 7995

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

CIN : L51505MH1962PLC012425

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 22, 2019, the Company had issued Postal Ballot Notice dated October 10, 2019 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 Employee Stock Option Plan – 2019 and issuance of equity shares thereunder to the employees and directors of Elpro International Limited.
2.	To increase the limit of the mortgage/ charge on the assets of the Company.
3.	To increase the borrowing limit of the Company.

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 10, 2019, for the aforesaid Postal Ballot process, has submitted her report dated November 25, 2019.

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 10, 2019 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 23, 2019.

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

Name of the Company		Elpro International Limited						
Date of Postal Ballot		October 10, 2019 (Voting start date: October 25, 2019 9:00 hours to November 23, 2019 17:00 hours)						
Total number of shareholders on October 11, 2019 i.e, cut-off date for voting		4267						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
Resolution Required : (Special)		1 - Approve issuance of equity shares under Employees Stock Option Plan – 2019 to the employees and directors of Elpro International Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	125002053	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		125002053	100.0000	125002053	0	100.0000	0.0000
	Total		125002053	100.0000	125002053	0	100.0000	0.0000
Public Institutions	E-Voting	24482720	10940817	44.6879	0	10940817	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10940817	44.6879	0	10940817	0.0000	100.0000
Public Non Institutions	E-Voting	19994357	6335	0.0317	118	6217	1.8627	98.1373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		69740	0.3488	69554	186	99.7333	0.2667
	Total		76075	0.3805	69672	6403	91.5833	8.4167
Total		169479130	136018945	80.2570	125071725	10947220	91.9517	8.0483

Name of the Company		Elpro International Limited						
Date of Postal Ballot		October 10, 2019 (Voting start date: October 25, 2019 9:00 hours to November 23, 2019 17:00 hours)						
Total number of shareholders on October 11, 2019 i.e, cut-off date for voting		4267						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group:		-						
Public:		-						
Resolution Required : (Special)		2 - Approve increasing the limit for the mortgage / charge on the assets of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	125002053	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		125002053	100.0000	125002053	0	100.0000	0.0000
	Total		125002053	100.0000	125002053	0	100.0000	0.0000
Public Institutions	E-Voting	24482720	10940817	44.6879	10940817	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10940817	44.6879	10940817	0	100.0000	0.0000
Public Non Institutions	E-Voting	19994357	6335	0.0317	118	6217	1.8627	98.1373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		62959	0.3149	62773	186	99.7046	0.2954
	Total		69294	0.3466	62891	6403	90.7597	9.2403
Total		169479130	136012164	80.2530	136005761	6403	99.9953	0.0047

Name of the Company			Elpro International Limited					
Date of Postal Ballot			October 10, 2019 (Voting start date: October 25, 2019 9:00 hours to November 23, 2019 17:00 hours)					
Total number of shareholders on October 11, 2019 i.e, cut-off date for voting			4267					
No. of shareholders present in the meeting either in person or through proxy:			Not Applicable					
Promoters and Promoter Group:			-					
Public:			-					
No. of Shareholders attended the meeting through Video Conferencing			Not Applicable					
Promoters and Promoter Group:			-					
Public:			-					
Resolution Required : (Special)			3 - Approve increasing the borrowing limits of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	125002053	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		125002053	100.0000	125002053	0	100.0000	0.0000
	Total		125002053	100.0000	125002053	0	100.0000	0.0000
Public Institutions	E-Voting	24482720	10940817	44.6879	10940817	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10940817	44.6879	10940817	0	100.0000	0.0000
Public Non Institutions	E-Voting	19994357	6335	0.0317	118	6217	1.8627	98.1373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		62959	0.3149	62773	186	99.7046	0.2954
	Total		69294	0.3466	62891	6403	90.7597	9.2403
Total		169479130	136012164	80.2530	136005761	6403	99.9953	0.0047



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
Nirmal, 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 10th October, 2019 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 10th October, 2019.

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 10th October, 2019. 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., 11th October, 2019 were entitled to vote on the proposed 3 (Three) 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 22nd October, 2019.
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 11th October, 2019.
6. All postal ballot forms received upto the close of working hours on 23rd November, 2019, 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, 25th October, 2019 up to 5.00 P.M. on Saturday, 23rd November, 2019.
9. The e-voting platform was unblocked for vote counting on Saturday, 23rd November, 2019 at 5.51 P.M. in the presence of two witnesses, namely Ms. Janhvi Miyani and Ms. Varsha Kamath, 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 issuance of equity shares under Employees Stock Option Plan - 2019 to the employees and directors of Elpro International 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	14	118	60	125071607	74	125071725	91.95
Voted against the resolution	6	10947034	1	186	7	10947220	8.05
Invalid votes	-	-	9	7219	9	7219	-

Resolution No. 2 :- Special Resolution for increasing the limit for the mortgage / charge on the assets of the Company under section 180(1)(a) of the Companies Act, 2013 upto INR 350 Crores.

	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	16	10940935	56	125064826	72	136005761	99.995
Voted against the resolution	4	6217	1	186	5	6403	0.005
Invalid votes	-	-	9	7219	9	7219	-




Resolution No. 3 :- Special Resolution for increasing the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013 upto INR 350 Crores.

	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	16	10940935	56	125064826	72	136005761	99.995
Voted against the resolution	4	6217	1	186	5	6403	0.005
Invalid votes	-	-	9	7219	9	7219	-

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,



Jayshree A. Lalpuria
Practicing Company Secretary
ACS 17629; CP 7109



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

UDIN: A017629A000300164

Place : Mumbai

Dated: 25th November, 2019