

# Elpro International Ltd

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Mumbai 400 021, India

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CIN : L51505MH1962PLC012425

Date: 03.10.2022

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

Scrip Code: 504000

Sub: Voting results of the 59<sup>th</sup> 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 59<sup>th</sup> 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]

<b>Description</b>		<b>Particulars</b>
Date of Annual General Meeting	:	September 30, 2022
Total no. of shareholders on September 23, 2022 (being the cut-off date to exercise vote at 59th AGM)	:	9278
No. of shareholders present in the meeting either in person or through proxy	:	56
Promoter and Promoter Group	:	6
Public	:	50
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 March 31, 2022, 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	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	0.0000
Public-Institutions	E-Voting		9919374	42.7234	9919374	0	100.0000	0.0000
	Poll	23217634	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23217634	9919374	42.7234	9919374	0	100.0000	0.0000
Public- Non Institutions	E-Voting		30960	0.1615	26947	4013	87.0381	12.9619
	Poll	19169526	35975	0.1877	35975	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	19169526	66935	0.3492	62922	4013	94.0046	5.9954
<b>Total</b>		169479130	137078279	80.8821	137074266	4013	99.9971	0.0029
<b>Whether resolution is Pass or Not.</b>							Yes	

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 Khandeival (DIN:02549090), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.				
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	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	0.0000
Public- Institutions	E-Voting		9919374	42.7234	0	9919374	0.0000	100.0000
	Poll	23217634	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23217634	9919374	42.7234	0	9919374	0.0000	100.0000
Public- Non Institutions	E-Voting		30960	0.1615	19324	11636	62.4160	37.5840
	Poll	19169526	35975	0.1877	35975	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	19169526	66935	0.3492	55299	11636	82.6160	17.3840
<b>Total</b>		169479130	137078279	80.8821	127147269	9931010	92.7552	7.2448
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approve increase in the limit for the mortgage/ charge on the assets of the Company upto Rs. 1000 Crores, in terms of Section 180(1)(a) 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	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	0.0000
Public- Institutions	E-Voting		9919374	42.7234	0	9919374	0.0000	100.0000
	Poll	23217634	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23217634	9919374	42.7234	0	9919374	0.0000	100.0000
Public- Non Institutions	E-Voting		27849	0.1453	19174	8675	68.8499	31.1501
	Poll	19169526	35975	0.1877	35975	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	19169526	63824	0.3329	55149	8675	86.4079	13.5921
<b>Total</b>		169479130	137075168	80.8803	127147119	9928049	92.7572	7.2428
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approve increase in the borrowing limits of the Company upto Rs.1000 Crores, in terms of Section 180(1)(C) 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	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	0.0000
Public- Institutions	E-Voting		9919374	42.7234	0	9919374	0.0000	100.0000
	Poll	23217634	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23217634	9919374	42.7234	0	9919374	0.0000	100.0000
Public- Non Institutions	E-Voting		27849	0.1453	18935	8914	67.9917	32.0083
	Poll	19169526	35975	0.1877	35975	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	19169526	63824	0.3329	54910	8914	86.0335	13.9665
<b>Total</b>		169479130	137075168	80.8803	127146880	9928288	92.7570	7.2430
<b>Whether resolution is Pass or Not.</b>								Yes



*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 59<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 10<sup>th</sup> August, 2022 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 59<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company held on Friday, 30<sup>th</sup> September, 2022 at 9.30 a.m. at the Prince Hall, national Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai - 400 018in a fair and transparent manner and ascertaining the requisite majority on the 4 (Four) resolutions contained in the notice dated 10<sup>th</sup> August, 2022 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. 23<sup>rd</sup> September, 2022, were entitled to vote on the proposed 4 (Four) resolutions set out in the Notice convening 59<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, 27<sup>th</sup> September, 2022 up to 5.00 p.m. on Thursday, 29<sup>th</sup> September, 2022.

4.3 The Chairman at the 59<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 did 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. Priyanka Sharma and Ms. Yamini Sharma 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, 2022, 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	80	9946321	7.2559
Physical ballots	12	127127945	92.7411
Total	92	137074266	99.9970

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	3	4013	0.0029
Physical ballots	0	0	0.0000
Total	3	4013	0.0029

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	3	4
Total	3	4



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	75	19324	0.0141
Physical ballots	12	127127945	92.7411
Total	87	127147269	92.7552

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	8	9931010	7.2448
Physical ballots	0	0	0.0000
Total	8	9931010	7.2448

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	3	4
Total	3	4





- c) Resolution No. 3 – Special Resolution – Increase in the limit for the mortgage/ charge on the assets of the Company upto Rs. 1000 Cores, in terms of Section 180(1)(a) of the Companies Act, 2013

- 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	74	19174	0.0140
Physical ballots	12	127127945	92.7432
Total	86	127147119	92.7572

- 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	8	9928049	7.2428
Physical ballots	0	0	0.0000
Total	8	9928049	7.2428

- 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	3	4
Total	3	4



d) Resolution No. 4 – Special Resolution – Increase in the borrowing limits of the Company upto Rs. 1000 Cores, in terms of Section 180(1)(C) of the Companies Act, 2013

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	73	18935	0.0138
Physical ballots	12	127127945	92.7432
Total	85	127146880	92.7570

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	9	9928288	7.2430
Physical ballots	0	0	0
Total	9	9928288	7.2430

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	3	4
Total	3	4





5. All the resolutions mentioned in the Notice of 59<sup>th</sup> AGM as per above details stand PASSED under remote E-voting and voting conducted at the 59<sup>th</sup> AGM with the requisite majority and hence deemed to be passed as on the date of the AGM. The Chairman of the said AGM may accordingly declare the result of voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).
6. 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)



Date: 30<sup>th</sup> September, 2022  
UDIN: A017629D001087159  
Peer Review No.: 2023/2022



Chairman of the Meeting  
Elpro International Limited