

Elpro International Ltd

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

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CIN : L51505MH1962PLC012425

September 28, 2019

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

Scrip Code: 504000

Sub: Voting results of the 56th 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 27, 2019 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



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Annexure 1

Details of voting results at the 56th Annual General Meeting (56th 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]

Description	Particulars
Date of Annual General Meeting	: 27 th September, 2019
Total no. of shareholders on 20 th September, 2019 (being the cut off date to exercise vote at 56 th AGM)	: 4304
No. of shareholders present in the meeting either in person or through proxy	:
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				Adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31st March, 2019, 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	124767053	0	0.0000	0	0	0	0
	Poll		124765492	99.9987	124765492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	124767053	124765492	99.9987	124765492	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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24482720	10940817	44.6879	10940817	0	100.0000	0.0000
Public-Non Institutions	E-Voting	20229357	13140	0.0650	13140	0	100.0000	0.0000
	Poll		461690	2.2823	460704	986	99.7864	0.2136
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20229357	474830	2.3472	473844	986	99.7923	0.2077
Total	Total	169479130	136181139	80.3527	136180153	986	99.9993	0.0007



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. Surbhit Dabriwala (holding DIN: 00083077) , 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	1247670 53	0	0.0000	0	0	0	0
	Poll		1247654 92	99.9987	1247654 92	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1247670 53	1247654 92	99.9987	1247654 92	0	100.0000	0.0000
Public-Institutions	E-Voting	2448272 0	1094081 7	44.6879	1094081 7	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2448272 0	1094081 7	44.6879	1094081 7	0	100.0000	0.0000
Public-Non Institutions	E-Voting	2022935 7	13140	0.0650	749	12391	5.7002	94.2998
	Poll		461690	2.2823	460704	986	99.7864	0.2136
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2022935 7	474830	2.3472	461453	13377	97.1828	2.8172
Total	Total	1694791 30	1361811 39	80.3527	1361677 62	13377	99.9902	0.0098



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. VSS & Associates, Chartered Accountants (ICAI Firm Registration No. 105787W) as Statutory Auditors of the Company and to fix their remuneration				
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	124767053	0	0.0000	0	0	0	0
	Poll		124765492	99.9987	124765492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	124767053	124765492	99.9987	124765492	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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24482720	10940817	44.6879	10940817	0	100.0000	0.0000
Public-Non Institutions	E-Voting	20229357	13140	0.0650	13140	0	100.0000	0.0000
	Poll		461690	2.2823	460704	986	99.7864	0.2136
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20229357	474830	2.3472	473844	986	99.7923	0.2077
Total	Total	169479130	136181139	80.3527	136180153	986	99.9993	0.0007



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Naresh Agarwal (DIN: 01772950) as an Independent Director of the Company not liable to retire by rotation.				
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	124767053	0	0.0000	0	0	0	0
	Poll		124765492	99.9987	124765492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	124767053	124765492	99.9987	124765492	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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24482720	10940817	44.6879	10940817	0	100.0000	0.0000
Public-Non Institutions	E-Voting	20229357	13140	0.0650	749	12391	5.7002	94.2998
	Poll		461690	2.2823	460704	986	99.7864	0.2136
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20229357	474830	2.3472	461453	13377	97.1828	2.8172
Total	Total	169479130	136181139	80.3527	136167762	13377	99.9902	0.0098

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Resolution (5)								
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) and make investment(s) in other bodies corporate(s) pursuant to the provisions of 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	124767053	0	0.0000	0	0	0	0
	Poll		124765492	99.9987	124765492	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	124767053	124765492	99.9987	124765492	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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24482720	10940817	44.6879	0	10940817	0.0000	100.0000
Public-Non Institutions	E-Voting	20229357	13140	0.0650	749	12391	5.7002	94.2998
	Poll		461690	2.2823	447650	14040	96.9590	3.0410
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20229357	474830	2.3472	448399	26431	94.4336	5.5664
Total	Total	169479130	136181139	80.3527	125213891	10967248	91.9466	8.0534



Resolution (6)								
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	124767053	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
	Total	124767053	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	24482720	10940817	44.6879	0	10940817	0.0000	100.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	24482720	10940817	44.6879	0	10940817	0.0000	100.0000
Public-Non-Institutions	E-Voting	20229357	13140	0.0650	729	12411	5.5479	94.4521
	Poll		461690	2.2823	451808	9882	97.8596	2.1404
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	20229357	474830	2.3472	452537	22293	95.3051	4.6949
Total	Total	169479130	11415647	6.7357	452537	10963110	3.9642	96.0358





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 56th 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, 2019 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 56th Annual General Meeting ("AGM") of the members of the Company held on Friday, 27th September, 2019 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 6 (Six) resolutions contained in the notice dated 14th August, 2019 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. 20th September, 2019, were entitled to vote on the proposed 6 (Six) resolutions set out in the Notice convening 56th 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, 24th September, 2019 up to 5.00 p.m. on Thursday, 26th September, 2019.
- 4.3 The Chairman at the 56th 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. Janhvi Miyani and Ms. Varsha Kamath 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, 2019, 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	15	10953957	8.044
Physical ballots	20	125226196	91.955
Total	35	136180153	99.999

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	1	986	0.001
Total	1	986	0.001

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 Dabrlwala (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	13	10941566	8.035
Physical ballots	20	125226196	91.959
Total	33	136167762	99.990

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	12391	0.009
Physical ballots	1	986	0.001
Total	3	13377	0.010

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 – Appointment of M/s. VSS & Associates, Chartered Accountants (ICAI Firm Registration No. 105787W) as Statutory Auditors of the Company and to fix their remuneration**

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	15	10953957	8.044
Physical ballots	20	125226196	91.955
Total	35	136180153	99.999

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	1	986	0.001
Total	1	986	0.001

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



- d) Resolution No. 4 – Ordinary Resolution - Appointment of Mr. Naresh Agarwal (DIN: 01772950) as an Independent Director of the Company not liable to retire by rotation.

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	13	10941566	8.035
Physical ballots	20	125226196	91.955
Total	33	136167762	99.990

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	12391	0.009
Physical ballots	1	986	0.001
Total	3	13377	0.010

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



e) **Resolution No. 5 –Special Resolution – Authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s) pursuant to the provisions of Section 186 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	11	749	0.001
Physical ballots	14	125213142	91.946
Total	25	125213891	91.947

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	10953208	8.043
Physical ballots	7	14040	0.010
Total	11	10967248	8.053

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



f) **Resolution No. 6 –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	10	729	0.006
Physical ballots	12	451808	3.958
Total	22	452537	3.964

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	5	10953228	95.949
Physical ballots	3	9882	0.087
Total	8	10963110	96.036

iii) **Invalid Votes:**

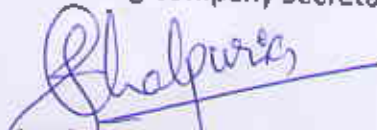
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	6	124765492
Total	0	0



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.

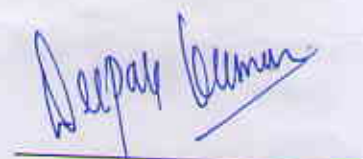
Thanking you,

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


Jayshree A. Lalpuria
(Proprietor)



Date: 27th September, 2019


Chairman of the Meeting
Elpro International Limited

