

Elpro International Ltd

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

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CIN: L51505MH1962PLC012425

September 30, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code - 504000

Sub: Voting Results of the Sixtieth (60th) Annual General Meeting ('AGM') of Elpro International Limited ('the Company')

Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Madam,

This is to inform you that the 60th AGM of the Company was held on Friday, September 29, 2023 at 9:30 a.m. at Prince Hall, National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai – 400018.

Pursuant to Companies Act, 2013, the Company had provided the remote e-voting facility to the Members commenced from Tuesday, September 26, 2023 at 9:00 a.m. and ended on Thursday, September 28, 2023 at 5:00 p.m.

Pursuant to Regulation 44 of the Listing Regulations, 2015, please find enclosed the voting results of the 60th AGM along with the Scrutinizer's Report. All the resolutions set out in the Notice of 60th AGM have been duly passed.

The same will also be made available on the Company's website at www.elpro.co.in.

This is for your information and records.

Thanking you,
Yours faithfully,
For **Elpro International Limited**

Rushabh
Rajen
Ajmera

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Rushabh Rajen
Ajmera
Date: 2023.09.30
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Rushabh Ajmera
Company Secretary

Name of the Company			Elpro International Limited					
Date of Annual General Meeting			Friday, September 29, 2023					
Total number of shareholders on Friday, March 3, 2023 i.e, cut-off date for voting			9708					
No. of shareholders present in the meeting either in person or through proxy:			83					
Promoters and Promoter Group:			6					
Public:			77					
No. of Shareholders attended the meeting through Video Conferencing:			Not Applicable					
Promoters and Promoter Group:			-					
Public:			-					
Resolution No.			1					
Resolution Required: (Ordinary/Special)			Ordinary Resolution - Adoption of the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.					
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	12,70,91,970	12,70,91,970	100.0000	12,70,91,970	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		12,70,91,970	100.0000	12,70,91,970	0.0000	100.0000	0.0000
Public Institutions	E-Voting	2,03,99,026	99,19,374	48.6267	99,19,374	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	
	Total		99,19,374	48.6267	99,19,374	0.0000	100.0000	0.0000
Public Non Institutions	E-Voting	2,19,88,134	38,181	0.1736	27,639	10,542	72.3894	27.6106
	Poll		4,11,362	1.8708	4,11,362	0.0000	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	
	Total		4,49,543	2.0444	4,39,001	10,542	97.6550	2.3450
Total		16,94,79,130	13,74,60,887	81.1079	13,74,50,345	10,542	99.9923	0.0077

Resolution No.			2					
Resolution Required: (Ordinary/Special)			Ordinary Resolution - Appointment of a Director in place of Mr. Surbhit Dabriwala (DIN: 00083077) who retires by rotation and being eligible, offers himself for re-appointment.					
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	12,70,91,970	12,70,91,970.0	100.0000	12,70,91,970	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		12,70,91,970.0	100.0000	12,70,91,970	0.0000	100.0000	0.0000
Public Institutions	E-Voting	2,03,99,026	99,19,374.0	48.6267	99,19,374	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		99,19,374.0	48.6267	99,19,374	0.0000	100.0000	0.0000
Public Non Institutions	E-Voting	2,19,88,134	38,181.0	0.1736	27,639	10,542	72.3894	27.6106
	Poll		4,11,372.0	1.8709	4,11,372	0.0000	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		4,49,553	2.0445	4,39,011	10,542	97.6550	2.3450
Total		16,94,79,130	13,74,60,897	81.1079	13,74,50,355	10,542	99.9923	0.0077

Resolution No.			3					
Resolution Required: (Ordinary/Special)			Special Resolution - Appointment of Mrs. Shruti Bahety (DIN: 05238795) as Non-Executive and Independent Director 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	12,70,91,970	12,70,91,970	100.0000	12,70,91,970	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		12,70,91,970	100.0000	12,70,91,970	0.0000	100.0000	0.0000
Public Institutions	E-Voting	2,03,99,026	99,19,374	48.6267	99,19,374	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	
	Total		99,19,374	48.6267	99,19,374	0.0000	100.0000	0.0000
Public Non Institutions	E-Voting	2,19,88,134	38,181	0.1736	27,639	10,542	72.3894	27.6106
	Poll		4,11,372	1.8709	4,11,372	0	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0	0.0000	0.0000
	Total		4,49,553	2.0445	4,39,011	10,542	97.6550	2.3450
Total		16,94,79,130	13,74,60,897	81.1079	13,74,50,355	10,542	99.9923	0.0077

Rushabh
Rajen
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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 60th 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 9th August, 2023 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 60th Annual General Meeting ("AGM") of the members of the Company held on Friday, 29th September, 2023 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 3 (Three) resolutions contained in the notice dated 9th August, 2023 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 National Securities Depository 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. 22nd September, 2023, were entitled to vote on the proposed 3 (Three) resolutions set out in the Notice convening 60th 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, 26th September, 2023 up to 5.00 p.m. on Thursday, 28th September, 2023.
- 4.3 The Chairman at the 60th 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 Mr. Divya Harsora 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 National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>)

Consolidated Results

- 4.7 The consolidated results of the remote e-voting and voting at the meeting are as under:

a) Resolution No. 1 – Ordinary Resolution – To receive, consider and adopt-

1. **The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon; and**



2. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Report of the 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	109	137038983	99.69
Physical ballots	20	411362	0.30
Total	129	137450345	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	10542	0.01
Physical ballots	0	0	0.00
Total	4	10542	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	2	61
Total	2	61



b) Resolution No. 2 – Ordinary Resolution – To appoint a Director In place of Mr. Surbhit Dabriwala (DIN: 00083077), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 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	109	137038983	99.69
Physical ballots	21	411372	0.30
Total	129	137450345	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	10542	0.01
Physical ballots	0	0	0.00
Total	4	10542	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	2	61
Total	2	61



c) **Resolution No. 3 – Special Resolution – To appoint Mrs. Shruti Bahety (DIN: 05238795) as Non-Executive and Independent Director 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	109	137038983	99.69
Physical ballots	21	411372	0.30
Total	129	137450345	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	10542	0.01
Physical ballots	0	0	0.00
Total	4	10542	0.01

iii) **Invalid Votes:**

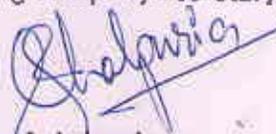
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	2	61
Total	2	61



5. All the resolutions mentioned in the Notice of 60th AGM as per above details stand PASSED under remote E-voting and voting conducted at the 60th 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, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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.

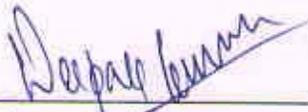
Thanking you,

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


Jayshree A. Lalpuria
(Proprietor)



Date: 29th September, 2023
UDIN: A017629E001118388
Peer Review No.: 2023/2022


Chairman of the Meeting
Elpro International Limited