

# Elpro International Ltd

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

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CIN: L51505MH1962PLC012425

October 1, 2024

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

Scrip Code - 504000

**Sub: Voting Results of the Sixty-first (61<sup>st</sup>) 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 61<sup>th</sup> AGM of the Company was held on Monday, September 30, 2024 at 9:00 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 Friday, September 27, 2024 at 09:00 A.M. and ended on Sunday, September 29, 2024 at 5:00 P.M.

Pursuant to Regulation 44 of the Listing Regulations, 2015, please find enclosed the voting results of the 61<sup>st</sup> AGM along with the Scrutinizer's Report. All the resolutions set out in the Notice of 61<sup>st</sup> AGM have been duly passed.


The same will also be made available on the Company's website at [www.elpro.co.in](http://www.elpro.co.in).

This is for your information and records.

Thanking you,  
Yours faithfully,

For **Elpro International Limited**

Mohit  
Premchand  
Dubey

 Digitally signed by Mohit  
Premchand Dubey  
Date: 2024.10.01  
19:41:35 +05'30'

**Mohit Premchand Dubey**  
**Company Secretary & Compliance Officer**  
**ICSI Membership Number:- ACS67363**

Name of the Company		Elpro International Limited						
Date of Annual General Meeting		Monday, September 30, 2024						
Total number of shareholders on Monday, September 23, 2024 i.e, cut-off date for voting		13074						
No. of shareholders present in the meeting either in person or through proxy:		52						
Promoters and Promoter Group:		6						
Public:		46						
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 Statement (Standalone on Consolidated) for the financial year ended March 31, 2024 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	12,71,08,970	12,71,08,970	100.0000	12,71,08,970	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
	<b>Total</b>		<b>12,71,08,970</b>	<b>100.0000</b>	<b>12,71,08,970</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1,79,22,140	88,01,374	49.1089	88,01,374	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
	<b>Total</b>		<b>88,01,374</b>	<b>49.1089</b>	<b>88,01,374</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2,44,48,020	21,413	0.0876	21,412	1	99.9953	0.0047
	Poll		2,112	0.0086	2,112	0.0000	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>23,525</b>	<b>0.0962</b>	<b>23,524</b>	<b>1</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>16,94,79,130</b>	<b>13,59,33,869</b>	<b>80.2068</b>	<b>13,59,33,868</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution No.			2					
Resolution Required: (Ordinary/Special)			Ordinary Resolution - Appointment of a Director in place of Mr Sunil Khandelwal (DIN: 02549090) 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	12,71,08,970	12,71,08,970.0	100.0000	12,71,08,970	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
	<b>Total</b>		<b>12,71,08,970.0</b>	<b>100.0000</b>	<b>12,71,08,970</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1,79,22,140	88,01,374.0	49.1089	88,01,374	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
	<b>Total</b>		<b>88,01,374.0</b>	<b>49.1089</b>	<b>88,01,374</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2,44,48,020	21,413.0	0.0876	21,412	1	99.9953	0.0047
	Poll		2,112.0	0.0086	2,112	0.0000	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>23,525</b>	<b>0.0962</b>	<b>23,524</b>	<b>1</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>16,94,79,130</b>	<b>13,59,33,869</b>	<b>80.2068</b>	<b>13,59,33,868</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution No.			3					
Resolution Required: (Ordinary/Special)			Ordinary Resolution - Appointment and Fixation of remuneration of M/s Lodha & Co. LLP, Chartered Accountants (Firm Registration No 30105E/ E300284) as Statutory Auditors 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	12,71,08,970	12,71,08,970	100.0000	12,71,08,970	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
	<b>Total</b>		<b>12,71,08,970</b>	<b>100.0000</b>	<b>12,71,08,970</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1,79,22,140	88,01,374	49.1089	88,01,374	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
	<b>Total</b>		<b>88,01,374</b>	<b>49.1089</b>	<b>88,01,374</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2,44,48,020	21,413	0.0876	21,412	1	99.9953	0.0047
	Poll		2,112	0.0086	2,112	0	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0	0.0000	0.0000
	<b>Total</b>		<b>23,525</b>	<b>0.0962</b>	<b>23,524</b>	<b>1</b>	<b>99.9957</b>	<b>0.0043</b>
<b>Total</b>		<b>16,94,79,130</b>	<b>13,59,33,869</b>	<b>80.2068</b>	<b>13,59,33,868</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



**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 61<sup>st</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 9<sup>th</sup> August, 2024 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 61<sup>st</sup> Annual General Meeting ("AGM") of the members of the Company held on Monday, 30<sup>th</sup> September, 2024 at 9.00 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 9<sup>th</sup> August, 2024 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. 23<sup>rd</sup> September, 2024, were entitled to vote on the proposed 3 (Three) resolutions set out in the Notice convening 61<sup>st</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 Friday, 27<sup>th</sup> September, 2024 up to 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2024.

4.3 The Chairman at the 61<sup>st</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. Khushi Jain and Mr. Meet Soni 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 31<sup>st</sup> March, 2024, 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 31<sup>st</sup> March, 2024, 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	118	135931756	99.998
Physical ballots	7	2112	0.002
Total	125	135933868	100.00

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	1	1	00.00
Physical ballots	0	0	00.00
Total	1	1	00.00

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	1	1
Total	1	1



b) Resolution No. 2 – Ordinary Resolution – To appoint a Director in place of Mr. Sunil Khandelwal (DIN: 02549090), 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	118	135931756	99.998
Physical ballots	7	2112	0.002
Total	125	135933868	100.00

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	1	1	00.00
Physical ballots	0	0	00.00
Total	1	1	00.00

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	1	1
Total	1	1





c) **Resolution No. 3 – Ordinary Resolution – To appoint and fix remuneration of M/s. Lodha & Co. LLP, Chartered Accountants (Firm Registration No. 301051E/E300284), as Statutory Auditors 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	118	135931756	99.998
Physical ballots	7	2112	0.002
<b>Total</b>	<b>125</b>	<b>135933868</b>	<b>100.00</b>

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	1	1	00.00
Physical ballots	0	0	00.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>00.00</b>

iii) **Invalid Votes:**

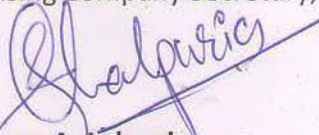
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	1	1
<b>Total</b>	<b>1</b>	<b>1</b>



5. All the resolutions mentioned in the Notice of 61<sup>st</sup> AGM as per above details stand PASSED under remote E-voting and voting conducted at the 61<sup>st</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, 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.

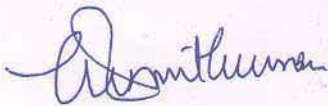
Thanking you,

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

  
**Jayshree A. Lalpuria**  
(Proprietor)



Date: 30<sup>th</sup> September, 2024  
UDIN: A017629F001368924  
Peer Review No.: 2023/2022



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Chairman of the Meeting  
Elpro International Limited