



*Jayshree A. Lalpuria & Co.*  
*Practising Company Secretaries*

14, Adarsh, 9/83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai-400 057.  
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### **Scrutinizer's Report**

[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  
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") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting 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 on the 9 (Nine) resolutions contained in the notice dated 12<sup>th</sup> August, 2015 convening the 52<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company, held on Saturday, 26<sup>th</sup> September, 2015 at 9.30 a.m. at the National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai – 400 018.
2. I was also appointed as the Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 26<sup>th</sup> September, 2015.
3. 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. 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:
  - 4.1 The remote e-voting period remained open from 9.00 a.m. on Wednesday, 23<sup>rd</sup> September, 2015 up to 5.00 p.m. on Friday, 25<sup>th</sup> September, 2015.
  - 4.2 The Shareholders holding shares as on the cut-off date i.e. 19<sup>th</sup> September, 2015, were entitled to vote on the proposed 9 (Nine) resolutions set out in the Notice convening 52<sup>nd</sup> Annual General Meeting of the Company.
  - 4.3 The Chairman at the 52<sup>nd</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 members who were present at the meeting but have not cast their vote by availing remote E-voting.
  - 4.4 After conclusion of the voting at the AGM, the poll papers were reconciled with the records maintained by the Company and Registrar & Transfer Agents with respect to the Authorization/proxies lodged with the Company.
  - 4.5 The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, namely, Ms. Jeethi Pillai and Ms. Ciji Antony 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>)



4.6 The consolidated result of the remote e-voting and voting at the meeting is as under:

a) **Resolution No. 1 – Ordinary Resolution - Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March, 2015, 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	3	1478520	9.38
Physical ballots	19	14288677	90.62
Total	22	15767197	100

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	0	0	0
Total	0	0	0

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	4	321
Total	4	321



b) Resolution No. 2 – Ordinary Resolution – Appointment of a Director in place of Mr. Madhav Srinivasan (DIN: 06797420), 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	3	1478520	9.38
Physical ballots	18	14288676	90.62
Total	22	15767196	100

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	1	0
Total	1	1	0

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	4	321
Total	4	321



c) Resolution No. 3 – Ordinary Resolution – Ratification of appointment of M/s Todarwal & Todarwal, Chartered Accountants (ICAI Firm Registration No. 111009W) 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	3	1478520	9.38
Physical ballots	19	14288677	90.62
Total	22	15767197	100

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	0	0	0
Total	0	0	0

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	4	321
Total	4	321



d) Resolution No. 4 – Ordinary Resolution – Appointment of Mr. Anil Kumar Poddar (DIN: 01627508) as an Independent Director for a term up to 31<sup>st</sup> March, 2019.

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	3	1478520	9.38
Physical ballots	19	14288677	90.62
Total	22	15767197	100

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	0	0	0
Total	0	0	0

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	4	321
Total	4	321



e) Resolution No. 5 – Ordinary Resolution – Regularization of appointment of Mrs. Kalpana Unadkat (DIN: 02490816) as an Independent Director for a term up to 26<sup>th</sup> March, 2020.

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	3	1478520	9.38
Physical ballots	19	14288677	90.62
Total	22	15767197	100

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	0	0	0
Total	0	0	0

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	4	321
Total	4	321



f) Resolution No. 6 – Ordinary Resolution – Approval of transactions with related party for availing 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	2	928520	62.73
Physical ballots	16	1557	0.11
Total	18	930077	62.84

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	550000	37.16
Physical ballots	0	0	0
Total	1	550000	37.16

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	4	321
Total	4	321





g) Resolution No. 7 – Ordinary Resolution – Approval of transaction with related party for availing part of the premises on lease.

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	2	928520	62.73
Physical ballots	16	1557	0.11
Total	18	930077	62.84

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	550000	37.16
Physical ballots	0	0	0
Total	1	550000	37.16

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	4	321
Total	4	321



h) Resolution No. 8 – Ordinary Resolution – Approval of transaction with related party for making advances under the subsisting Joint Development Agreement.

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	3	1478520	99.89
Physical ballots	16	1557	0.11
Total	19	1480077	100

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	0	0	0
Total	0	0	0

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	4	321
Total	4	321



i) Resolution No. 9 – Special Resolution – Approval for keeping the Registers of Members and other related documents at a place other than registered office 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	3	1478520	9.38
Physical ballots	19	14288677	90.62
Total	22	15767197	100

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	0	0	0
Total	0	0	0

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	4	321
Total	4	321



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: 28<sup>th</sup> September, 2015  
Place: Mumbai







Chairman  
Elpro International Ltd.