

# Elpro International Ltd

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CIN : L51505MH1962PLC012425

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT & E-VOTING BY THE MEMBERS OF ELPRO INTERNATIONAL LIMITED AND DECLARED AT THE PROCEEDINGS HELD ON MAY 15, 2015 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 17<sup>TH</sup> FLOOR, NIRMAL, NARIMAN POINT, MUMBAI - 400021**

**1. Sub-division of each Equity Shares of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each.**

The following resolution is passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 5 (Five) Equity Shares of Face value of Rs. 2/- (Rupees Two only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 10,00,00,000/- (Rupees Ten Crores only) would comprise of 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lakhs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each with effect from the "Record Date" to be determined by the Board for this purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, each Equity Share of the Face value of Rs. 10/- (Rupees Ten Only) as existing on the Record Date shall stand sub-divided into 5 (Five) Equity Shares of the Face value of Rs. 2/- (Rupees Two Only) each fully paid-up, with effect from the Record Date.

**RESOLVED FURTHER THAT** on sub-division, the 5 (Five) Equity Shares of the Face value of Rs. 2/- (Rupees Two only) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) to be declared after the sub-division of equity shares.

**RESOLVED FURTHER THAT** upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically



cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 2/- (Rupees Two Only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard."

## 2. Alteration of Memorandum of Association

The following resolution is passed as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association.

**RESOLVED FURTHER THAT** consequent to sub-division of Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) into 5 (Five) Equity Shares of Face value of Rs. 2/- (Rupees Two Only) and pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the following words and figures appearing under Clause V of the Memorandum of Association of the Company viz.

*V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 60,00,000 (Sixty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 40,00,000 (Forty Lacs only) Preference Shares of Rs. 10/- (Rupees Ten only) each.*

be and is hereby altered and substituted by the following words and figures and stand thereof:

*V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each.*



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

### 3. Adoption of new set of Articles of Association

The following resolution is passed as a **Special Resolution**:

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection at the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution."

For Elpro International Limited

*Dr. e. l.*

Ram Swarup Dabriwala  
Chairman & Managing Director  
(DIN: 00108875)



Date : May 15, 2015

Place : Mumbai