

Name of the Company : ELPRO INTERNATIONAL LIMITED

Date of the Annual General Meeting : Saturday, September 26, 2015

Total number of shareholders on record date  
(Cut-off date for e-voting - September 19, 2015) : 2631

No. of shareholders present in the meeting either in person or through proxy

Promoters and Promoter Group : 3 (Three)

Public : 21 (Twenty One)

No. of Shareholders attended the meeting through Video Conferencing - Not Arranged

Promoters and Promoter Group :

Public :

Details of the Agenda :

Item No.	Detail of Agenda / Resolution	Type of Resolution	Mode of Voting	Remarks
1.	Adoption of the Audited Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of Directors and Auditors thereon	Ordinary	E-voting & through ballot/Poll at AGM	Passed Unanimously
2.	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	Ordinary	=do=	Passed with requisite majority
3.	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	Ordinary	=do=	Passed Unanimously
4.	Appointment of Mr. Anil Kumar Poddar (DIN: 01627508) as an Independent Director for a term up to 31st March, 2019.	Ordinary	=do=	Passed Unanimously
5.	Regularization of appointment of Mrs. Kalpana Unadkat (DIN: 02490816) as an Independent Director for a term up to 26th March, 2020.	Ordinary	=do=	Passed Unanimously
6.	Approval of transactions with related party for availing Inter Corporate Deposit.	Ordinary	=do=	Passed with requisite majority
7.	Approval of transaction with related party for availing part of the premises on lease.	Ordinary	=do=	Passed with requisite majority
8.	Approval of transaction with related party for making advances under the subsisting Joint Development Agreement	Ordinary	=do=	Passed Unanimously
9.	Approval for keeping the Registers of Members and other related documents at a place other than registered office of the Company.	Special	=do=	Passed Unanimously

For details of the said results pursuant to e-voting and through ballot/Poll at AGM, please refer annexure attached in the prescribed format.



**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.**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled / e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	14287120	94.37	14287120	0	100	0
Public - Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>15767197</b>	<b>68.38</b>	<b>15767197</b>	<b>0</b>	<b>100</b>	<b>0</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.**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled / e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	14287120	94.37	14287120	0	100	0
Public - Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>15767197</b>	<b>68.38</b>	<b>15767197</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution No. 3 – Ordinary Resolution – Ratification of appointment of M/s Tadarwal & Tadarwal, Chartered Accountants (ICAI Firm Registration No. 111009W) as Statutory Auditors of the Company and to fix their remuneration.**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled/e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	14287120	94.37	14287120	0	100	0
Public – Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>15767197</b>	<b>68.38</b>	<b>15767197</b>	<b>0</b>	<b>100</b>	<b>0</b>

**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.**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled/e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	14287120	94.37	14287120	0	100	0
Public – Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>15767197</b>	<b>68.38</b>	<b>15767197</b>	<b>0</b>	<b>100</b>	<b>0</b>



**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.**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled / e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	14287120	94.37	14287120	0	100	0
Public - Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>15767197</b>	<b>68.38</b>	<b>15767197</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 6 – Ordinary Resolution – Approval of transactions with related party for availing Inter Corporate Deposit.**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled / e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	0	0	0	0	0	0
Public - Institutional Holders	5531550	1478495	26.73	928495	550000	62.80	37.20
Public-Others	2388095	1582	0.07	1582	0	100.00	0
<b>Total</b>	<b>23058385</b>	<b>1480077</b>	<b>6.42</b>	<b>930077</b>	<b>550000</b>	<b>62.84</b>	<b>37.16</b>



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

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled/ e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	0	0	0	0	0	0
Public – Institutional Holders	5531550	1478495	26.73	928495	550000	62.80	37.20
Public-Others	2388095	1582	0.07	1582	0	100.00	0
<b>Total</b>	<b>23058385</b>	<b>1480077</b>	<b>6.42</b>	<b>930077</b>	<b>550000</b>	<b>62.84</b>	<b>37.16</b>

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

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled/ e- voting on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6)=[(4)/(2)] *100	% of Votes against on votes polled/ e-voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	15138740	0	0	0	0	0	0
Public – Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>1480077</b>	<b>6.42</b>	<b>1480077</b>	<b>0</b>	<b>100</b>	<b>0</b>



**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**

Promoter/ Public	No. of shares held (1)	No. of votes polled/ e-voting (2)	% of Votes Polled/ e- voting on outstanding shares (3) = $\frac{[(2)/(1)] * 100}{100}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled/ e-voting (6) = $\frac{[(4)/(2)] * 100}{100}$	% of Votes against on votes polled/ e-voting (7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	15138740	14287120	94.37	14287120	0	100	0
Public – Institutional Holders	5531550	1478495	26.73	1478495	0	100	0
Public-Others	2388095	1582	0.07	1582	0	100	0
<b>Total</b>	<b>23058385</b>	<b>15767197</b>	<b>68.38</b>	<b>15767197</b>	<b>0</b>	<b>100</b>	<b>0</b>

Note:

1. Bonus Shares (46116770 Equity shares of Rs. 2/- each) allotted on 11<sup>th</sup> September, 2015 has not been considered for the above calculations since the credit of the same has not been given by the Depositories to the respective beneficiary account of the shareholders as on the cut-off date i.e. 19<sup>th</sup> September, 2015.
2. Pursuant to Securities & Exchange Board of India Press Release no. 226/2015 dated 3<sup>rd</sup> September, 2015, Resolution no. 6 to 8, pertaining to the approval of Material Related Party transactions are passed as Ordinary resolutions instead of Special resolution as mentioned in the notice of the Annual General Meeting dated 12<sup>th</sup> August, 2015 and the interested related parties did not cast their vote on the resolution no. 6 to 8. The addendum notice for the same was in the Newspapers (Free Press Journal and Navshakti) for the information of the members and stakeholders of the Company.

