

Elpro International Ltd

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

September 27, 2016

To,
Corporate Relationship Department,
BSE Limited,
P. J. Towers, Dalal Street, Fort,
Mumbai - 400001

T +91 22 2202 3075, +91 22 4029 9000
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CIN : L51505MH1962PLC012425

Scrip Code: 504000

Dear Sir,

Sub: Proceedings and Voting Results of the 53rd Annual General Meeting ("AGM") of the Company

This is to inform that the 53rd Annual General Meeting of the Company was held on Monday, September 26, 2016 at 9:30 a.m. at Prince Hall, The National Sports Club of India, Lala Lajpat Rai Marg, Worli, Mumbai – 400 018.

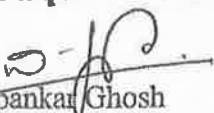
In this regard, please find enclosed the following:

1. Summary of the proceedings of the AGM of the Company as required under Regulation 30 Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") - **Annexure - I**
2. Voting results of the business transacted at the AGM, as required under Regulation 44 of the Listing Regulations - **Annexure – II**
3. Consolidated Report of the Scrutinizer dated September 27, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 – **Annexure III**

Kindly take the above information on your records and oblige.

Thanking you,

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


Bipankar Ghosh
Chairman and Managing Director
(DIN: 07525353)



Annexure - I

September 26, 2016

CIN : L51505MH1962PLC012425

Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001
Fax No. 022 2272 2037 / 2272 3719

Scrip Code: 504000

Sub.: Outcome of the 53rd Annual General Meeting convened on September 26, 2016

Dear Sir,

In accordance with under Regulation 30 Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, we write to inform you that the following business, as set out in the notice convening the 53rd Annual General Meeting of the members of the Company ("AGM"), were transacted at the AGM held on Monday, September 26, 2016 at 9:30 a.m. at Prince Hall, The National Sports Club Of India, Lala Lajpatrai Marg, Worli, Mumbai - 400 018:

Resol- ution No.	Resolution	Remark
Ordinary Business:		
1.	Adoption of Financial Statements for the year ended March 31, 2016	The resolution was passed with requisite majority
2.	Re-appointment of Mr. Ram Swarup Dabriwala, who retires by rotation	The resolution was passed with requisite majority
3.	Ratification of appointment of M/s. Todarwal & Todarwal as Auditors & fixing their remuneration for the F.Y. 2016-17	The resolution was passed with requisite majority
Special Business:		
4.	Regularisation of appointment of Mr. Dipnakar Ghosh as a Director of the Company	The resolution was passed with requisite majority



5.	To appoint Mr. Dipankar Ghosh as Managing Director of the Company	The resolution was passed with requisite majority
6.	To approve the transactions with related parties for availing Inter Corporate Deposit	The resolution was passed with requisite majority
7.	To approve the transactions with related party for availing of part of the premises on lease	The resolution was passed with requisite majority
8.	To approve the transactions with related party for making advances under the subsisting Joint Development Agreement	The resolution was passed with requisite majority

The voting on all the above resolutions was conducted through electronic means and physical ballots pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


The voting results as per regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as "Annexure - II"

You are requested to take note of the same and bring it to the notice of all concerned.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Elpro International Limited



Dipankar Ghosh
Chairman and Managing Director
(DIN: 07525353)



Annexure - II

ELPRO INTERNATIONAL LIMITED

53rd Annual General Meeting (AGM) Voting Results

Date of the AGM	Monday, 26 th September, 2016
Total Number of Shareholders on record date (Cut-off date for e-voting – 19th September, 2016)	2862
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	3 (Three) 33 (Thirty Three)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not arranged



Resolution No. 1:
Adoption of the Audited Standalone and Consolidated Financial Statement for the year ended 31st March, 2016 together with the reports of Directors and Auditors thereon.

Resolution required (Ordinary/Special)	Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of Shares held (1)	No of Votes polled (2)	% of Votes polled 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 (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100		
Promoter & Promoter Group	E voting Poll Total	45,416,220	0 42,861,360 42,861,360	0.00 94.37 94.37	0 42,861,360 42,861,360	0	0.00 100.00 100.00	0.00 0.00 0.00		
Public – Institutions	E voting Poll Total	16,594,650	4,435,485 0 4,435,485	26.73 0.00 26.73	4,435,485 0 4,435,485	0	100.00 0.00 100.00	0.00 0.00 0.00		
Public – Non-institutions	E voting Poll Total	7,164,285	25 4,529 4,554	0.00 0.06 0.06	25 4,526 4,551	0 3 3	100.00 99.93 99.93	0.00 0.07 0.07		
Total		69,175,155	47,301,399	68.38	47,301,396	3	100.00	0.00		



Resolution No. 2:
Appointment of Director in place of Mr. Ram Swarup Dabriwala (DIN: 00108875), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required (Ordinary/Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? Category		No									
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$			
	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			
Promoter & Promoter Group	Evoing Poll Total	45,416,220	42,861,360 42,861,360	0 94.37 94.37	42,861,360 42,861,360	0	100.00 100.00	0.00 0.00	0.00 0.00		
Public – Institutions	Evoing Poll Total	16,594,650	4,435,485 4,435,485	26.73 0.00 26.73	4,435,485 4,435,485	0	100.00	0.00 0.00	0.00 0.00		
Public – Non-institutions	Evoing Poll Total	7,164,285	4,529 4,554	0.06 0.06	4,526 4,551	25	99.93 99.93	0.07 0.07	0.07 0.07		
Total		69,175,155	47,301,399	68.38	47,301,396	3	100.00	0.00	0.00		



Resolution No. 3:
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.

Resolution required (Ordinary/Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? Category		No									
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$			
		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			
Promoter & Promoter Group											
	Evoting	0	0	0.00	0	0	0.00	0.00			
	Poll	45,416,220	42,861,360	94.37	42,861,360	0	100.00	0.00			
	Total		42,861,360	94.37	42,861,360	0	100.00	0.00			
Public - Institutions											
	Evoting	16,594,650	4,435,485	26.73	4,435,485	0	100.00	0.00			
	Poll	0	0	0.00	0	0	0.00	0.00			
	Total		4,435,485	26.73	4,435,485	0	100.00	0.00			
Public - Non-institutions											
	Evoting	25	25	0.00	25	0	100.00	0.00			
	Poll	7,164,285	4,529	0.06	4,526	3	99.93	0.07			
	Total		4,554	0.06	4,551	3	99.93	0.07			
Total		69,175,155	47,301,399	68.38	47,301,396	3	100.00	0.00			



Resolution No. 4:
Appointment of Mr. Dipankar Ghosh (DIN: 07525353) as a Director of the Company.

Resolution required (Ordinary/Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? Category		No									
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100			
		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			
Promoter & Promoter Group	E voting Poll Total	45,416,220	42,861,360	94.37	42,861,360	0	100.00	0.00	0	0	0.00
Public - Institutions	E voting Poll Total	16,594,650	4,435,485	26.73	4,435,485	0	100.00	0.00	0	0	0.00
Public - Non-institutions	E voting Poll Total	7,164,285	4,529	0.06	4,529	25	99.93	0.07	3	3	0.07
Total		69,175,155	47,301,399	68.38	47,301,396	3	100.00	0.00	3	3	0.00



**Resolution No. 5:
Appointment of Mr. Dipankar Ghosh (DIN: 07525353) as a Managing Director of the Company.**

Resolution required (Ordinary/Special)	Special										
Whether promoter/ promoter group are interested in the agenda/resolution? Category	No										
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$			
		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			
Promoter & Promoter Group											
	Evoing Poll	45,416,220	42,861,360	94.37	42,861,360	0	100.00	0.00			
	Total	42,861,360	42,861,360	94.37	42,861,360	0	100.00	0.00			
Public - Institutions											
	Evoing Poll	15,594,650	4,435,485	26.73	4,435,485	0	100.00	0.00			
	Total	4,435,485	4,435,485	26.73	4,435,485	0	100.00	0.00			
Public - Non-institutions											
	Evoing Poll	7,164,285	4,529	0.06	4,526	25	99.93	0.07			
	Total	4,554	4,554	0.06	4,551	3	99.93	0.07			
Total		69,175,155	47,301,399	68.38	47,301,396	3	100.00	0.00			



Resolution No. 6:
Approval of transactions with related party for availing Inter Corporate Deposit.

Resolution required (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution? Category		Yes						
Mode of Voting	No. of Shares held (1)	No of Votes polled (2)	% of Votes polled 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 (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$	
Promoter & Promoter Group	45,416,220	0	0.00	0	0	0.00	0.00	
Evoting Poll		0	0.00	0	0	0.00	0.00	
Total		0	0.00	0	0	0.00	0.00	
Public – Institutions	16,594,650	4,435,485	26.73	4,435,485	0	100.00	0.00	
Evoting Poll		0	0.00	0	0	0.00	0.00	
Total		4,435,485	26.73	4,435,485	0	100.00	0.00	
Public – Non-institutions	7,164,285	4,529	0.06	4,526	25	99.93	0.07	
Evoting Poll		4,554	0.06	4,551	3	99.93	0.07	
Total	69,175,155	4,440,039	6.42	4,440,036	3	100.00	0.00	



Resolution No. 7:

Approval of transaction with related party for availing the premises on lease.

Resolution required (Ordinary/Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? Category		Yes									
		Mode of Voting	No. of Shares held (1)	No of Votes polled (2)	% of Votes polled 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 (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$		
Promoter & Promoter Group		E voting		0	0.00	0	0	0.00	0.00		
		Poll	45,416,220	0	0.00	0	0	0.00	0.00		
		Total		0	0.00	0	0	0.00	0.00		
Public – Institutions		E voting		4,435,485	26.73	4,435,485	0	100.00	0.00		
		Poll	16,594,650	0	0.00	0	0	0.00	0.00		
		Total		4,435,485	26.73	4,435,485	0	100.00	0.00		
Public – Non-institutions		E voting		25	0.00	25	0	100.00	0.00		
		Poll	7,164,285	4,529	0.06	4,526	3	99.93	0.07		
		Total		4,554	0.06	4,551	3	99.93	0.07		
Total			69,175,155	4,440,039	6.42	4,440,036	3	100.00	0.00		



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

Resolution required (Ordinary/Special)		Ordinary													
Whether promoter/ promoter group are interested in the agenda/resolution? Category		Yes													
Mode of Voting	No. of Shares held (1)	No of Votes polled (2)	% of Votes polled 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 (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100								
Promoter & Promoter Group															
Evoting Poll	45,416,220		0.00	0	0	0.00	0.00								
Total			0.00	0	0	0.00	0.00								
Public – Institutions															
Evoting Poll	16,594,650	4,435,485	26.73	4,435,485	0	100.00	0.00								
Total		4,435,485	26.73	4,435,485	0	100.00	0.00								
Public – Non-institutions															
Evoting Poll	7,164,285	25	0.00	25	0	100.00	0.00								
Total		4,529	0.06	4,526	3	99.93	0.07								
Total	69,175,155	4,440,039	6.42	4,440,036	3	100.00	0.07								





Jayshree A. Lalpuria & Co.

Practising Company Secretaries

14, Adarsh, 9/83, Nehru Road, Near HDFC Bank, Vile Parle (East), Mumbai-400 057.
Tel. : 2612 1371 Fax : 2611 1371 Cell : 98209 96575 Email : jayshreealpuria@gmail.com

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, 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") 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 8 (Eight) resolutions contained in the notice dated 12th August, 2016 convening the 53rd Annual General Meeting (AGM) of the Members of the Company, held on Monday, 26th September, 2016 at 9.30 a.m. at Prince Hall, 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 26th September, 2016.
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 Friday, 23rd September, 2016 up to 5.00 p.m. on Sunday, 25th September, 2016.

4.2 The Shareholders holding shares as on the cut-off date i.e. 19th September, 2016, were entitled to vote on the proposed 8 (Eight) resolutions set out in the Notice convening 53rd Annual General Meeting of the Company.

4.3 The Chairman at the 53rd 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. Rashmi and Ms. Riddhi Kulkarni 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 31st March, 2016, 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	4435510	9.38
Physical ballots	19	42865886	90.62
Total	22	47301396	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

- 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	7	966
Total	7	966



b) Resolution No. 2 – Ordinary Resolution – Appointment of a Director in place of Mr. Ram Swarup Dabriwala (DIN: 00108875), 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	4435510	9.38
Physical ballots	19	42865886	90.62
Total	22	47301396	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

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	7	966
Total	7	966



- 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	4435510	9.38
Physical ballots	19	42865886	90.62
Total	22	47301396	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

- 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	7	966
Total	7	966



d) Resolution No. 4 – Ordinary Resolution – Appointment of Mr. Dipankar Ghosh (DIN: 07525353) as 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	3	4435510	9.38
Physical ballots	19	42865886	90.62
Total	22	47301396	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

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	7	966
Total	7	966



e) Resolution No. 5 – Special Resolution – Appointment of Mr. Dipankar Ghosh (DIN: 07525353) as Managing 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	3	4435510	9.38
Physical ballots	19	42865886	90.62
Total	22	47301396	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

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	7	966
Total	7	966



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	3	4435510	99.90
Physical ballots	16	4526	0.10
Total	19	4440036	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

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	7	966
Total	7	966



g) Resolution No. 7 – Ordinary Resolution – Approval of transaction with related party for availing 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	3	4435510	99.90
Physical ballots	16	4526	0.10
Total	19	4440036	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

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	7	966
Total	7	966



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	4435510	99.90
Physical ballots	16	4526	0.10
Total	19	4440036	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	0	0	0.00
Physical ballots	3	3	0.00
Total	3	3	0.00

iii) Invalid Votes:

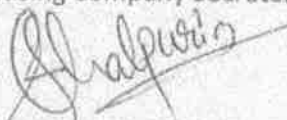
Voting process	Total number of Members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical ballots	7	966
Total	7	966



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: 26th September, 2016
Place: Mumbai


Chairman
Elpro International Ltd.