

# Elpro International Ltd

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

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

September 9, 2017

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

**Scrip Code: 504000**

Dear Sir,

**Sub: Proceedings and Voting Results of the 54<sup>th</sup> Annual General Meeting (“AGM”) of the Company**

This is to inform that the 54<sup>th</sup> Annual General Meeting of the Company was held on Friday, September 8, 2017 at 10:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226 Jammalal Bajaj Marg, Nariman Point, Mumbai - 400021

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 8, 2017 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,**

  
Bina Khosla  
Company Secretary



## Summary of proceedings of the 54<sup>th</sup> Annual General Meeting

The Fifty Fourth Annual General Meeting (AGM) of the Members of Elpro International Limited (hereinafter called as 'the Company') was held on Friday, September 8, 2017 at 10:00 A.M at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226 Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400021.

Mr. Deepak Kumar Siysharan Singh - Chairman and Managing Director of the Company presided over the meeting and welcomed the Members to the 54<sup>th</sup> AGM of the Company. As per the Members attendance register, 44 (Forty four) members attended the AGM in present including 1 proxy member.

Thereafter with permission of the members of the Company, Notice of AGM, Directors' report, Audited Accounts for the year ended March 31, 2017 and Auditor's Report on the Standalone and Consolidated financial statements were taken as read.

The following items of business, as per the Notice of AGM, were transacted at the meeting:

1. Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2017.
2. Appointment of a Director in place of Mr. Surbhit Dabriwala (holding DIN: 00083077) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of M/s. Tadarwal & Tadarwal as Auditors & fixing their remuneration for the F.Y. 2017-18.
4. Regularisation of appointment of Mr. Deepak Kumar Siysharan Singh (DIN: 07512769) as a Director of the Company.
5. Appointment of Mr. Deepak Kumar Siysharan Singh (DIN: 07512769) as Managing Director of the Company.
6. Regularisation of appointment of Mr. Sunil Khandelwal (DIN - 02549090) as a Director of the Company.
7. Approval of Sub-division of face value of Equity Shares of the Company from Rs. 2/- each to Re. 1/- each.
8. Approval of increase in Authorised share capital of the Company
9. Approval of alteration of capital clause of Memorandum of Association of the Company
10. Approval of material related party transaction with IGE (India) Pvt. Ltd.

Several members had raised queries on financials, operations and general working of the Company, which were replied diligently by Chairman, Directors on Board and CFO jointly up to the satisfaction of the members.

Chairman stated that the remote e-voting facility was provided pursuant to Section 108 of the Companies Act, 2015 for voting on all the resolutions. He informed about the ballot paper

voting arrangements made at the AGM for those who are present at the meeting and have not voted through remote e-voting facility. Mrs. Jayshree A. Lalpuria Practicing Company Secretary was appointed as the Scrutinizer to conduct the ballot process in a fair and transparent manner, scrutinize the e-voting process and ballot papers and submit her report.

The Chairman informed that the combined result of e-voting and ballot would be declared within two days of the conclusion of the meeting and the same would be intimated to the Stock Exchange and made available on the website of the Company and Central Depository (India) Limited.

The Chairman thanked all the members for their presence and support and after the casting of votes by all the members present at the 54<sup>th</sup> AGM stood closed at 11:00 a.m.

The Scrutinizer submitted the combined result to the Chairman and all the items as set out in the Notice of 54<sup>th</sup> AGM have been passed with requisite majority.

For Elpro International Limited,

  
Binal Khosla  
Company Secretary



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## Annexure - II

### ELPRO INTERNATIONAL LIMITED

#### 54th Annual General Meeting (AGM) Voting Results

<b>Date of the AGM</b>	Friday, 8 <sup>th</sup> September, 2017
<b>Total Number of Shareholders on record date</b> (Cut-off date for e-voting – 1st September, 2017)	3054
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	3 41
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	Not arranged



Resolution No. 1: Adoption of the Standalone and Consolidated Audited Financial Statement for the year ended 31st March, 2017 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	Evoting		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	12,546	0	100.00	0.00
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,646</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,491</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 2:  
 Appointment of Director in place of Mr. Surbhit Dabriwala (holding DIN: 00083077) , 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?	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	Evoing		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoing		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoing		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,490</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 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.**

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	Evoting		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,490</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 4:  
Appointment of Mr. Deepak Kumar Siysharan Singh (DIN - 07512769) as a Director of the Company.

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		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E voting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	E voting		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,490</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>





Resolution No. 5:  
Appointment of Mr. Deepak Kumar Siysharan Singh (DIN – 07512769) as a Managing Director of the Company.

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	Evoting		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,490</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 6:  
Appointment of Mr. Sunil Khandelwal (DIN - 02549090) as a Director of the Company, liable to retire by rotation

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	Evoing		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoing		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoing		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,490</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 7:  
Sub-division of face value of Equity Shares of the Company from Rs. 2/- each to Re. 1/- each

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	Evoting		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	45	12,501	0.36	99.64
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>5,145</b>	<b>12,502</b>	<b>29.16</b>	<b>70.84</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,301,990</b>	<b>12,502</b>	<b>99.97</b>	<b>0.03</b>



Resolution No. 8:  
Increase in Authorised Share Capital of the Company from Rs. 20 cr to Rs. 26 cr.

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	Evoting		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	45	12,501	0.36	99.64
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>5,145</b>	<b>12,502</b>	<b>29.16</b>	<b>70.84</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,301,990</b>	<b>12,502</b>	<b>99.97</b>	<b>0.03</b>



Resolution No. 9:  
Alteration of Capital Clause of Memorandum of Association of the Company

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	Evoting		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
	<b>Total</b>		<b>42,861,360</b>	<b>94.37</b>	<b>42,861,360</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>47,314,492</b>	<b>68.40</b>	<b>47,314,490</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 10:**  
**Approval of Material Related Party Transaction(s) with IGE (India) Private Limited**

Resolution required (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	Evoting		0	0.00	0	0	0.00	0.00
	Poll	45,416,220	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public – Institutions	Evoting		4,435,485	26.31	4,435,485	0	100.00	0.00
	Poll	16,859,650	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>4,435,485</b>	<b>26.31</b>	<b>4,435,485</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non-institutions	Evoting		12,546	0.18	12,545	1	99.99	0.01
	Poll	6,899,285	5,101	0.07	5,100	1	99.98	0.02
	<b>Total</b>		<b>17,647</b>	<b>0.26</b>	<b>17,645</b>	<b>2</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>69,175,155</b>	<b>4,453,132</b>	<b>6.44</b>	<b>4,453,130</b>	<b>2</b>	<b>100.00</b>	<b>0.00</b>





**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 95575 Email : jayshreelalpuria@gmail.com

Annexure III

### 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 10 (Ten) resolutions contained in the notice dated 25<sup>th</sup> July, 2017 convening the 54<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, 8<sup>th</sup> September, 2017 at 10.00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226, Jammalal Bajaj Marg, Nariman Point, Mumbai - 400 021.
2. I was also appointed as the Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on 8<sup>th</sup> September, 2017.
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 Tuesday, 5<sup>th</sup> September, 2017 up to 5.00 p.m. on Thursday, 7<sup>th</sup> September, 2017.
  - 4.2 The Shareholders holding shares as on the cut-off date i.e. Friday, 1<sup>st</sup> September, 2017, were entitled to vote on the proposed 10 (Ten) resolutions set out in the Notice convening 54<sup>th</sup> Annual General Meeting of the Company.
  - 4.3 The Chairman at the 54<sup>th</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. Kalpita Poojary and Mr. Shanakr Kalatre 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 Standalone and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017, 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	9	4448031	9.40
Physical ballots	21	42866460	90.60
<b>Total</b>	<b>30</b>	<b>47314491</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	0	0	0.00
Physical ballots	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</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	3	3018
<b>Total</b>	<b>3</b>	<b>3018</b>



b) Resolution No. 2 – Ordinary Resolution – Appointment of a Director in place of Mr. Surbhit Dabriwala (holding DIN: 00083077) 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	8	4448030	9.40
Physical ballots	21	42866460	90.60
Total	29	47314490	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	0.00
Physical ballots	1	1	0.00
Total	2	2	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	3	3018
Total	3	3018



- c) 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.

- 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	8	4448030	9.40
Physical ballots	21	42866460	90.60
Total	29	47314490	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	0.00
Physical ballots	1	1	0.00
Total	2	2	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	3	3018
Total	3	3018



**d) Resolution No. 4 – Ordinary Resolution – Appointment of Mr. Deepak Kumar Siysharan Singh (DIN - 07512769) 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	8	4448030	9.40
Physical ballots	21	42866460	90.60
Total	29	47314490	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	0.00
Physical ballots	1	1	0.00
Total	2	2	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	3	3018
Total	3	3018



e) **Resolution No. 5 – Ordinary Resolution – Appointment of Mr. Deepak Kumar Siysharan Singh (DIN – 07512769) 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	8	4448030	9.40
Physical ballots	21	42866460	90.60
Total	29	47314490	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	0.00
Physical ballots	1	1	0.00
Total	2	2	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	3	3018
Total	3	3018



**f) Resolution No. 6 – Ordinary Resolution – Appointment of Mr. Sunil Khandelwal (DIN - 02549090) as a Director of the Company, liable to retire by rotation**

**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	8	4448030	9.40
Physical ballots	21	42866460	90.60
Total	29	47314490	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	0.00
Physical ballots	1	1	0.00
Total	2	2	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	3	3018
Total	3	3018



**g) Resolution No. 7 – Ordinary Resolution – Sub-division of face value of Equity Shares of the Company from Rs. 2/- each to Re. 1/- each**

**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	5	4435530	9.37
Physical ballots	21	42866460	90.60
<b>Total</b>	<b>26</b>	<b>47301990</b>	<b>99.97</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	4	12501	0.03
Physical ballots	1	1	0.00
<b>Total</b>	<b>5</b>	<b>12502</b>	<b>0.03</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	3	3018
<b>Total</b>	<b>3</b>	<b>3018</b>



**h) Resolution No. 8 – Ordinary Resolution – Increase in Authorised Share Capital of the Company from Rs. 20 cr to Rs. 26 cr.**

**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	5	4435530	9.37
Physical ballots	21	42866460	90.60
<b>Total</b>	<b>26</b>	<b>47301990</b>	<b>99.97</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	4	12501	0.03
Physical ballots	1	1	0.00
<b>Total</b>	<b>5</b>	<b>12502</b>	<b>0.03</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	3	3018
<b>Total</b>	<b>3</b>	<b>3018</b>





i) **Resolution No. 9 – Ordinary Resolution – Alteration of Capital Clause of Memorandum of Association of the Company**

j) **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	8	4448030	9.40
Physical ballots	21	42866460	90.60
<b>Total</b>	<b>29</b>	<b>47314490</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	0.00
Physical ballots	1	1	0.00
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00</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	3	3018
<b>Total</b>	<b>3</b>	<b>3018</b>



**j) Resolution No. 10 – Ordinary Resolution – Approval of Material Related Party Transaction(s) with IGE (India) Private Limited**

**k) 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	8	4448030	99.89
Physical ballots	18	5100	0.11
<b>Total</b>	<b>26</b>	<b>4453130</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	0.00
Physical ballots	1	1	0.00
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00</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	3	3018
<b>Total</b>	<b>3</b>	<b>3018</b>





## 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: jayshree@lalpuria@gmail.com

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: 8<sup>th</sup> September, 2017

Place: Mumbai

Dipal Kumar

Chairman

Elpro International Ltd.

