

Elpro International Ltd

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

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F +91 22 2202 7995

CIN: L51505MH1962PLC012425

April 23, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code – 504000

Sub.: Voting Results and Scrutinizer's Report on Postal Ballot

Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir / Madam,

This is in continuation to our letter dated March 20, 2024 enclosing the copy of Postal Ballot Notice seeking approval of the Members of the Company, to pass the resolution(s), as set out below, by means of Postal Ballot through electronic means ("e-voting / remote e-voting").

Type of Resolution(s)	Resolution(s)
Special	<ol style="list-style-type: none">To consider and approve the Re-classification of Authorised Share Capital and consequent alteration of Memorandum of AssociationTo consider and approve the Appointment of Mr. K. R. Anil Kumar (DIN:00505651) as Non-Executive and Independent Director of the CompanyTo consider and approve the Re-appointment of Mr. Naresh Agarwal (DIN: 01772950) as Non-Executive and Independent Director of the Company

The above Special Resolution(s) have been approved by the Members of the Company with requisite majority. The resolution is deemed to have been passed on the last date of e-voting / remote e-voting i.e., on Friday, April 19, 2024.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, 2015, the voting results of the said Postal Ballot in the prescribed format along with the copy of the Scrutinizer's Report are enclosed herewith.

The same will also be made available on the Company's website at www.elpro.co.in and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

Kindly take the same on record.

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

Rushabh
Rajen Ajmera

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Rushabh Rajen Ajmera
Date: 2024.04.23
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Rushabh Ajmera
Company Secretary

Encl.: as above

Name of the Company			Elpro International Limited					
Date of Postal Ballot			Friday, March 15, 2024 (Remote e-voting commenced on Thursday, March 21, 2024 from 09:00 a.m. IST to Friday, April 19, 2024 till 05:00 p.m. IST)					
Total number of shareholders on Friday, March 8, 2024 i.e, cut-off date for voting			9441					
No. of shareholders present in the meeting either in person or through proxy:			Not Applicable					
Promoters and Promoter Group:			-					
Public:			-					
No. of Shareholders attended the meeting through Video Conferencing:			Not Applicable					
Promoters and Promoter Group:			-					
Public:			-					
Resolution Required : (Special Resolution)			To consider and approve the Re-classification of Authorised Share Capital and consequent alteration of Memorandum of Association					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12,71,08,970	12,71,08,970	100.0000	12,71,08,970	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		12,71,08,970	100.0000	12,71,08,970	0.0000	100.0000	0.0000
Public Institutions	E-Voting	1,90,39,920	99,19,374	52.0978	99,19,374	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		99,19,374	52.0978	99,19,374	0.0000	100.0000	0.0000
Public Non Institutions	E-Voting	2,33,30,240	73,844	0.3165	71,063	2,781	96.2340	3.7660
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		73,844	0.3165	71,063	2,781	96.2340	3.7660
Total		16,94,79,130	13,71,02,188	80.8962	13,70,99,407	2,781	99.9980	0.0020

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Date: 2024.04.23
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Resolution Required : (Special Resolution)			To consider and approve the Appointment of Mr. K. R. Anil Kumar (DIN:00505651) as Non-Executive and Independent Director of the Company					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		12,71,08,970	100.0000	12,71,08,970	0.0000	100.0000	0.0000
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	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		99,19,374	52.0978	99,19,374	0.0000	100.0000	0.0000
Public Non Institutions	E-Voting	2,33,30,240	73,844	0.3165	71,072	2,772	96.2461	3.7539
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		73,844	0.3165	71,072	2,772	96.2461	3.7539
Total		16,94,79,130	13,71,02,188	80.8962	13,70,99,416	2,772	99.9980	0.0020

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Public:			-					
No. of Shareholders attended the meeting through Video Conferencing:			Not Applicable					
Promoters and Promoter Group:			-					
Public:			-					
Resolution Required : (Special Resolution)			To consider and approve the Re-appointment of Mr. Naresh Agarwal (DIN: 01772950) as Non-Executive and Independent Director of the Company					
Whether promoter / promoter group are interested in the agenda /resolution?			No					
Category	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
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Promoter and Promoter Group	E-Voting	12,71,08,970	12,71,08,970	100.0000	12,71,08,970	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		12,71,08,970	100.0000	12,71,08,970	0.0000	100.0000	0.0000
Public Institutions	E-Voting	1,90,39,920	99,19,374	52.0978	99,19,374	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
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	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		73,844	0.3165	71,072	2,772	96.2461	3.7539
Total		16,94,79,130	13,71,02,188	80.8962	13,70,99,416	2,772	99.9980	0.0020

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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 : jayshreelalpuria@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman and Managing Director
ELPRO INTERNATIONAL LIMITED
Nirmal, 17th Floor, Nariman Point,
Mumbai - 400 021

Dear Sir,

I, Jayshree A. Lalpuria, Practicing Company Secretary, have been appointed by the Board of Directors of ELPRO INTERNATIONAL LIMITED vide resolution dated 10th February, 2024 pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot through remote e-voting (e-voting) process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting (e-voting) in respect resolution listed in the Notice of Postal Ballot dated 15th March, 2024, which was issued in accordance with General Circular No. 9/2023 dated 25th September, 2023 & other relevant circulars issued by Ministry of Corporate Affairs, Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Management's Responsibility

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 Postal Ballot on the resolutions contained in the Notice of Postal Ballot dated 15th March, 2024.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that the voting process through remote e-voting means is conducted in a fair & transparent manner and to make Scrutinizer's Report of the total votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

Further to above I submit my report as under:

1. The members of the Company whose name were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the "cut off" date i.e., 8th March, 2024 were entitled to vote on the proposed 3 (three) resolutions as mentioned in the notice of the said Postal Ballot.
2. Dispatch of the Postal Ballot Notice along with the Explanatory Statement to the Members of the Company was completed on 20th March, 2024.
3. The remote e-voting period remained open from 9.00 A.M. on Thursday, 21st March, 2024 up to 5.00 P.M. on Friday, 19th April, 2024. Accordingly, e-votes cast upto 5:00 P.M. (IST) on Friday, 19th April, 2024 have been considered for my scrutiny.
4. The e-voting platform was unblocked for vote counting on Saturday, 20th April, 2024 at 5.44 p.m. in the presence of two witnesses, namely Ms. Priyanka Sharma and Ms. Mahima Sanghvi, who are not in employment of the company.
5. 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 National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com>
6. Based on the report generated from NSDL's e-voting website, the results of voting through remote e-voting means in respect of the said resolution are as under.

Resolution No. 1- (Special Resolution) - Re-classification of Authorised Share Capital and consequent alteration of Memorandum of Association:

Sr. No.	Particulars	No. of remote e-voting confirmation	No. of shares on which votes cast
a)	Remote e-voting confirmation received	126	13,71,02,188
	Total	126	13,71,02,188
b)	Less: Invalid Remote e-voting confirmations	-	-
c)	Net valid Remote e-voting confirmations	126	13,71,02,188
	(i) Remote e-voting confirmations with assent for the resolution	119	13,70,99,407
	% of assent	99.99%	
	(i) Remote e-voting confirmations with dissent for the resolution	7	2,781
	% of dissent	0.01%	

Resolution No. 2 -(Special Resolution) - Appointment of Mr. K. R. Anil Kumar (DIN: 00505651) as Non-Executive and Independent Director of the Company:

Sr. No.	Particulars	No. of remote e-voting confirmation	No. of shares on which votes cast
a)	Remote e-voting confirmation received	126	13,71,02,188
	Total	126	13,71,02,188
b)	Less: Invalid Remote e-voting confirmations	-	-
c)	Net valid Remote e-voting confirmations	126	13,71,02,188
	(i) Remote e-voting confirmations with assent for the resolution	119	13,70,99,416
	% of assent	99.99%	
	(i) Remote e-voting confirmations with dissent for the resolution	7	2,772
	% of dissent	0.01%	

Resolution No. 3 -(Special Resolution) - Re-appointment of Mr. Naresh Agarwal (DIN: 01772950) as Non-Executive and Independent Director of the Company:

Sr. No.	Particulars	No. of remote e-voting confirmation	No. of shares on which votes cast
a)	Remote e-voting confirmation received	126	13,71,02,188
	Total	126	13,71,02,188
b)	Less: Invalid Remote e-voting confirmations	-	-
c)	Net valid Remote e-voting confirmations	126	13,71,02,188
	(i) Remote e-voting confirmations with assent for the resolution	119	13,70,99,416
	% of assent	99.99%	
	(i) Remote e-voting confirmations with dissent for the resolution	7	2,772
	% of dissent	0.01%	

The result of the voting by Members through remote e-voting in respect of the above-mentioned Special Resolutions may accordingly be declared by the Company.

Thanking You.
Yours faithfully,

**For Jayshree A. Lalpuria & Co.
Practicing Company Secretary**

Jayshree Digitally signed
by Jayshree
Ashish Ashish Lalpuria
Lalpuria Date: 2024.04.23
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Jayshree A. Lalpuria
(Proprietor)
ACS 17629; CP 7109
Scrutinizer appointed for the Voting Process

UDIN: A017629F000215851
PR No. 2023/2022

Place: Mumbai
Dated: 23rd April, 2024

**Countersigned by
For Elpro International Limited**

DEEPAK Digitally signed by
KUMAR DEEPAK KUMAR
Date: 2024.04.23
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Mr. Deepak Kumar
Chairman and Managing Director
(DIN: 07512769)