



*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  
**ELPRO INTERNATIONAL LIMITED**  
Nirmal, 17<sup>th</sup> Floor, Nariman Point,  
Mumbai - 400 021

Dear Sir,

I, Jayshree A. Lalpuria, Practising Company Secretary, have been appointed by the Board of Directors of ELPRO INTERNATIONAL LIMITED vide resolution dated 28<sup>th</sup> May, 2015 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 voting and e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting and for scrutinizing the Physical Postal Ballot Forms received from shareholders in respect resolutions listed in the Notice of Postal Ballot dated 20<sup>th</sup> July, 2015.

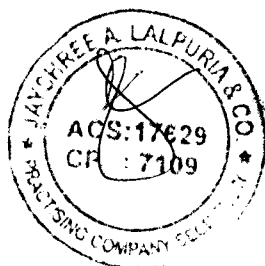
The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through postal ballot and electronic means on the resolutions contained in the Notice of Postal Ballot dated 20<sup>th</sup> July, 2015. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and physical postal ballot are conducted in a fair & transparent manner and to make consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company and physical postal ballot forms received.

Further to above I submit my report as under:

1. The shareholders holding shares as on the "cut off" date i.e., 17<sup>th</sup> July, 2015 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the notice of the said Postal Ballot. The dispatch of Notice of Postal Ballot was completed on 23<sup>rd</sup> July, 2015.



2. Particulars of all the postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
3. The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/list of beneficiaries as on 17<sup>th</sup> July 2015.
5. All postal ballot forms received upto the close of working hours on 25<sup>th</sup> August, 2015, last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
6. Envelopes containing postal ballot forms returned undelivered aggregated to 478 vide serial number 1 to 478. These envelopes were also not opened and they are separately kept.
7. I did not find any defaced or mutilated ballot paper
8. The E-voting period remained open from 9.00 A.M. on Monday, 27<sup>th</sup> July, 2015 up to 6.00 P.M. on Tuesday, 25<sup>th</sup> August, 2015.
9. The e-voting platform was unblocked for vote counting on Tuesday, 25<sup>th</sup> August, 2015 around 7.35 P.M. in the presence of two witnesses, namely Ms. Ciji Antony residing at B-16/104 Shiv Sai CHS Ltd., Shiv Vallabh Road, Ashokvan, Borivali (East), Mumbai - 400 066 and Mr. Ashish O. Lalpuria, residing at 14, Adarsh, 83 Nehru Road, Vile Parle (East), Mumbai - 400 057, who are not in employment of the company and who have signed below in confirmation of votes being unblocked in their presence.
10. 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>)
11. The result of voting through electronic means and physical postal ballot in respect of the said resolutions are as under.



**Resolution No. 1 :- Ordinary Resolution for increase in Authorised Share Capital of the Company from Rs. 10 Cr. to Rs. 20 Cr. pursuant to section 61 of the Companies Act, 2013**

**(i) Voted in favour of Resolution**

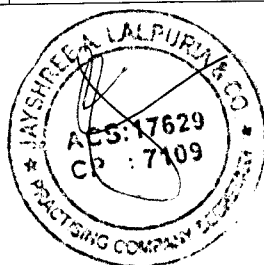
Voting Process	Number of members voted through e-voting system and physical mode	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	6	14,95,390	100.00
Physical	52	1,17,74,040	100.00
Total	58	1,32,69,430	100.00

**(ii) Voted against the Resolution**

Voting Process	Number of members voted through e-voting system and physical mode	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

**(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	12	6,245
Total	12	6,245



**Resolution No. 2 :- Ordinary Resolution for alteration of capital clause of Memorandum of Association under Section 13 of the Companies Act, 2013.**

**(i) Voted in favour of Resolution**

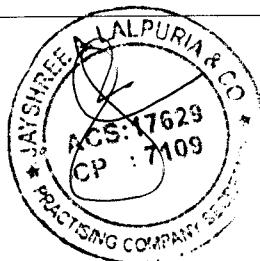
Voting Process	Number of members voted through e-voting system and physical mode	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	6	14,95,390	100.00
Physical	52	1,17,74,040	100.00
Total	58	1,32,69,430	100.00

**(ii) Voted against the Resolution**

Voting Process	Number of members voted through e-voting system and physical mode	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

**(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	12	6,245
Total	12	6,245



**Resolution No. 3 :- Special Resolution for issue of Bonus Shares in the proportion of two equity shares of Rs. 2/- each for every one existing equity share of Rs. 2/- each held by the members under Section 63 of the Companies Act, 2013.**

**(i) Voted in favour of Resolution**

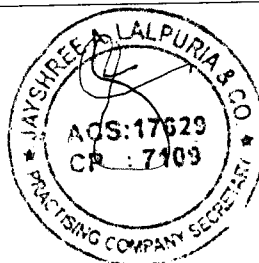
Voting Process	Number of members voted through e-voting system and physical mode	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	6	14,95,390	100.00
Physical	52	1,17,74,040	100.00
Total	58	1,32,69,430	100.00

**(ii) Voted against the Resolution**

Voting Process	Number of members voted through e-voting system and physical mode	Number of votes cast by them	% of Total Number of valid votes cast
E-voting	0	0	0
Physical	0	0	0
Total	0	0	0

**(iii) Invalid Votes**

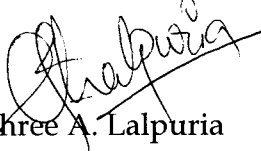
Voting Process	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Physical	12	6,245
Total	12	6,245

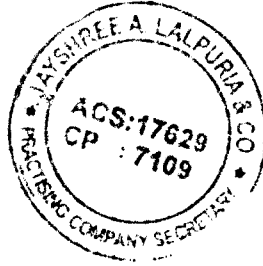


The Register, all other papers and relevant records relating to electronic voting and physical ballot forms shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the resolutions passed through the postal ballot and thereafter the same will be handed over to the Chairman/Company Secretary for safe keeping.

Thanking You.

Yours faithfully,

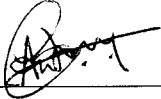
  
Jayshree A. Lalpuria  
Practicing Company Secretary  
ACS 17629; CP 7109  
Scrutinizer

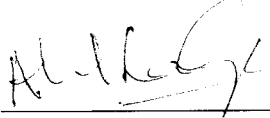


Place : Mumbai

Dated: 27<sup>th</sup> August, 2015

We the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) in our presence at 7.35 p. m. on Thursday, 25<sup>th</sup> August, 2015.

  
Ms. Ciji Antony  
B-16-3/104, Shiv Sai CHS Ltd.,  
Ashokvan, Borivali (East),  
Mumbai -400 066

  
Mr. Ashish Lalpuria  
14, Adarsh,  
83, Nehru Road,  
Vile Parle (East),  
Mumbai - 400 057