

Elpro International Ltd

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11th February, 2013

Bombay Stock Exchange Limited,
P. J. Towers, Dalal Street,
MUMBAI-400 001.

Dear Sir,

Ref: Company Code-504000

**Sub: Declaration of the result of voting conducted by Postal Ballot in terms of
Notice dated 27th December, 2012.**

This is to inform you that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, approval of the members of the Company was sought by means of Postal Ballot vide notice dated 27th December, 2012 for the following Special Businesses:

Based on the Scrutinizer's Report dated 11th February 2013, the results of the postal ballot are as follows:

Item No. 1

Ordinary Resolution under Sections 16 and 94 of the Companies Act, 1956 for reclassification of the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 60,00,000 (Sixty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 40,00,000 (Forty Lacs only) Preference Shares of Rs. 10/- (Rupees Ten only) each.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	2578834	693954	26.91%	693954	--	100 %	--
Public – Institutional holders	1106068	180000	16.27 %	--	180000	--	100 %
Public-Others	926775	115018	12.41 %	114667	351	99.69 %	0.31 %
Total	4611677	988972	21.44%	808621	180351	81.76%	18.24%



The Ordinary Resolution No. 1 as set out in the notice dated 27th December, 2012 is accordingly approved with requisite majority.

Item No. 2

Ordinary Resolution under Section 94 of the Companies Act, 1956 for amendment of Clause V of the Memorandum of Association of the Company in terms of resolution (1) above.

Promoter/Public	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	2578834	693954	26.91%	693954	--	100 %	--
Public – Institutional holders	1106068	180000	16.27 %	--	180000	--	100 %
Public-Others	926775	115018	12.41 %	114917	101	99.91 %	0.09 %
Total	4611677	988972	21.44%	808871	180101	81.79%	18.21%

The Ordinary Resolution No. 2 as set out in the notice dated 27th December, 2012 is accordingly approved with requisite majority.

Item No. 3

Special Resolution under Section 31 of the Companies Act, 1956 for amendment of the Articles of Association of the Company in terms of resolution (1) above.

Promoter/Public	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	2578834	693954	26.91%	693954	--	100 %	--
Public – Institutional holders	1106068	180000	16.27 %	--	180000	--	100 %
Public-Others	926775	115018	12.41 %	114667	351	99.69 %	0.31 %
Total	4611677	988972	21.44%	808621	180351	81.76%	18.24%

The Special Resolution No. 3 as set out in the notice dated 27th December, 2012 is accordingly approved with requisite majority.



Item No. 4

Special Resolution under Sections 80, 81 and 81(1A) of the Companies Act, 1956 to issue and allot 40,00,000 cumulative redeemable preference shares of the Company to International Conveyors Limited and I G E (India) Private Limited on preferential basis in the manner and on such terms as may be deemed appropriate by the Board of Directors.

Promoter/Public	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	2578834	693954	26.91%	693954	--	100 %	--
Public -- Institutional holders	1106068	180000	16.27 %	--	180000	--	100 %
Public-Others	926775	115018	12.41 %	114609	409	99.64 %	0.36 %
Total	4611677	988972	21.44%	808563	180409	81.76%	18.24%

The Special Resolution No. 4 as set out in the notice dated 27th December, 2012 is accordingly approved with requisite majority.

Item No. 5

Special Resolution under Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 for appointment of Mr. Ram Swarup Dabriwala as the Managing Director of the Company and for payment of remuneration and perquisites to him, for a period of 3 years.

Promoter/Public	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	2578834	693954	26.91%	693954	--	100 %	--
Public -- Institutional holders	1106068	180000	16.27 %	180000	--	100 %	--
Public-Others	926775	115018	12.41 %	114517	501	99.56 %	0.44 %
Total	4611677	988972	21.44%	988471	501	99.95%	0.05%



The Special Resolution No. 5 as set out in the notice dated 27th December, 2012 is accordingly approved with requisite majority.

Thanking You,

Yours faithfully,
For Elpro International Ltd.


Sambhaw Jain
CFO, Compliance Officer

