

ELPRO INTERNATIONAL LIMITED

Registered Office: 17th Floor, Nirmal Building, Nariman Point, Mumbai – 400 021
Tel. +91 22 4029 9000; Fax. +91 22 2202 7995; Email: investors@elpro.co.in; Website: www.elpro.co.in
CIN: L51505MH1962PLC012425

POSTAL BALLOT FORM

Ballot No.:

1. Name(s) of shareholder(s)/ Joint Holder(S), if any :
(in block letter)

2. Registered Address of the sole/First named Shareholders/ Beneficial owner :

3. Registered Folio No./DP ID-Client ID* :
(*Applicable to members holding Share in Dematerialized form)

4. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice Dated October 10, 2019 of the company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

| Sr. No. | Description | No. of shares held | I/ We assent to the Resolution (For) | I/We dissent to the Resolution (AGAINST) |
|---------|--|--------------------|--------------------------------------|--|
| 1. | Approve issuance of equity shares under Employees Stock Option Plan – 2019 to the employees and directors of Elpro International Limited | | | |
| 2. | Approve increasing the limit for the mortgage / charge on the assets of the Company upto INR 350 Crores. | | | |
| 3 | Approve increasing the borrowing limits of the Company | | | |

Place:

Date:

(Signature of the Shareholders)

Please Send Your Postal Ballot Form in the Envelope enclosed herewith

Note: Please read the instructions printed below before exercising the vote

Electronic Voting Particulars

| EVSN | USER ID | PASSWORD/ PIN |
|------|---------|---------------|
| | | |

Note: For e-voting, please refer the instructions under “E-voting Facility” in the Postal Ballot Notice attached herewith.

NOTES/ INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 and rules made there under, the assent or dissent of the members in respect of the Special Resolutions contained in the Postal Ballot Notice dated October 10, 2019 is being determined through Postal Ballot.
2. The vote should be cast either in favour or against by putting the tick (✓) Mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid.
3. The Company has authorized M/s. Jayshree A. Lalpuria & Co., Practicing Company Secretary as Scrutinizer for conducting Postal Ballot.
4. The Company has authorised Mr. Deepak Kumar, Managing Director and Ms. Binal Khosla, Company Secretary as the persons responsible for the entire Postal Ballot voting process.
5. Shareholders desiring to exercise voting rights by way of physical ballot may complete the Postal Ballot Form and sent it to the Scrutinizer in the attached self-addressed pre-paid envelop or through e-voting system provided by Central Depository Services Limited. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier at the expense of shareholder will also be accepted.
6. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified herein before. Request for issue of duplicate ballot form shall not be entertained after November 20, 2019.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on the cut-off date i.e. October 11, 2019.
8. The Scrutinizer will submit her final report as soon as possible after the last date of receipt but, not later than Monday, November 25, 2019.
9. The Chairman of the Board and in his absence, any person authorized by the Chairman will announce the result of the Postal Ballot at the Registered Office of the Company at Nirmal, 17 Floor, Nariman Point, Mumbai – 400021 at 4:00 p.m. The members who wish to be present at time of declaration of the result, may do so at the said venue. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the Special Resolutions.
10. The results of the Postal Ballot will also be published in the newspapers within 48 hours of the declaration of the results and will be placed at the website of the Company at www.elpro.co.in.
11. The Postal Ballot form should be completed and signed by the Sole/ first named shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/ her absence, by the next named shareholder.
12. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority with signature(s) of Authorized Signatory (ies), duly attested.
13. Postal Ballot cannot be exercised by a Proxy.
14. Incomplete, unsigned or incorrectly filled or bearing more than one (✓) on the Postal Ballot are subject to rejection by the Scrutinizer.
15. Members are requested not to sent any other matter along with Postal Ballot form in the enclosed pre-paid postage self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
16. All documents referred to in the accompanying Notice & Explanatory Statement are open for inspection at the Registered office of the Company on all working days except Saturdays and Sundays between 10:00 a.m. to 1:00 p.m. upto November 20, 2019 from date of dispatch of Notice.