

Elpro International Ltd

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CIN : L51505MH1962PLC012425

15th May, 2015

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

Dear Sir,

Ref: Company Code-504000

Sub: Declaration of the results of voting conducted by Postal Ballot in terms of Clause 35A of Listing Agreement.

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the members of the Company was sought by means of Postal Ballot vide notice dated 30th March, 2015 for the following Special Businesses:

1. Ordinary Resolution for Sub-division of each Equity Shares of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each.
2. Ordinary Resolution for Alteration of Memorandum of Association under Section 13 of the Companies Act, 2013.
3. Special Resolution for Adoption of new set of Articles of Association under the Companies Act, 2013.

The aforesaid resolutions were duly passed by the shareholders through postal ballot and e-voting on 15th May, 2015. The voting details of said resolutions passed are as under:

Resolution required	Ordinary & Special Resolutions
Mode of Voting	Postal ballot & e-voting
Date of Postal Ballot notice	30 th March, 2015
Record date for reckoning voting rights	27 th March, 2015
Date of Dispatch of Notice	08 th April, 2015
Date of Declaration of Results	15 th May, 2015
Total Number of Shareholders on record date	2402

Based on the Scrutinizer's Report dated 15th May, 2015 and pursuant to clause 35A of the Listing Agreement, the results of each item of special business in the notice of postal ballot dated 30th March, 2015 are as follows:

Item No. 1

Ordinary Resolution for Sub-division of each Equity Shares of Rs. 10/- each into 5 (Five) Equity Shares of Rs. 2/- each.

	Particulars	Physical	E-voting	Total
a)	Postal Ballot form received/E-voting done *	56	3	59
b)	Total No. of Vote casted	25,64,846	5,95,271	31,60,117
c)	Valid No. of vote casted	25,62,023	1,10,000	26,72,023
d)	Total No. of Votes with assent to the resolution	25,62,023	1,10,000	26,72,023
e)	Total No. of Votes with dissent to the resolution	0	0	0
f)	Total No. of invalid vote casted	2,823	4,85,271	4,88,094

* 2 (Two) Postal Ballot Forms were of Promoters & Promoters Group. 1 (One) member of Promoters & Promoters Group voted through e-voting.



Promoter/Public	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 and Promoter Group	3027748	28574249 ^(a)	94.37	2557852	0	89.52	0
Public - Institutional holders	1106310	295699 ^(b)	26.73	110000	0	37.20	0
Public-Others	477619	6994 ^(c)	1.46	4171	0	59.64	0
Total	4611677	3160117	68.52	2672023	0	84.55	0

The number of votes polled in favour of the resolution is 2672023 (100 % of the total valid votes). Thus the Ordinary resolution has therefore been approved by the shareholders with requisite majority.

- a) The total votes polled include 1 case comprising of 299572 invalid votes.
- b) The total votes polled include 1 case comprising of 185699 invalid votes.
- c) The total votes polled include 18 cases comprising of 2823 invalid votes.

Item No. 2

Ordinary Resolution for Alteration of Memorandum of Association under Section 13 of the Companies Act, 2013.

	Particulars	Physical	E-voting	Total
a)	Postal Ballot form received/E-voting done *	56	3	59
b)	Total No. of Vote casted	25,64,846	5,95,271	31,60,117
c)	Valid No. of vote casted	25,62,023	1,10,000	26,72,023
d)	Total No. of Votes with assent to the resolution	25,62,023	1,10,000	26,72,023
e)	Total No. of Votes with dissent to the resolution	0	0	0
f)	Total No. of invalid vote casted	2,823	4,85,271	4,88,094

* 2 (Two) Postal Ballot Forms were of Promoters & Promoters Group. 1 (One) member of Promoters & Promoters Group voted through e-voting.

Promoter/Public	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 and Promoter Group	3027748	28574249 ^(a)	94.37	2557852	0	89.52	0
Public - Institutional holders	1106310	295699 ^(b)	26.73	110000	0	37.20	0
Public-Others	477619	6994 ^(c)	1.46	4171	0	59.64	0
Total	4611677	3160117	68.52	2672023	0	84.55	0

The number of votes polled in favour of the resolution is 2672023 (100 % of the total valid votes). Thus the Ordinary resolution has therefore been approved by the shareholders with requisite majority.

- a) The total votes polled include 1 case comprising of 299572 invalid votes.
- b) The total votes polled include 1 case comprising of 185699 invalid votes.
- c) The total votes polled include 18 cases comprising of 2823 invalid votes.



Item No. 3**Special Resolution for Adoption of new set of Articles of Association under Companies Act, 2013.**

	Particulars	Physical	E-voting	Total
a)	Postal Ballot form received/E-voting done *	56	3	59
b)	Total No. of Vote casted	25,64,846	5,95,271	31,60,117
c)	Valid No. of vote casted	25,62,023	1,10,000	26,72,023
d)	Total No. of Votes with assent to the resolution	25,62,023	1,10,000	26,72,023
e)	Total No. of Votes with dissent to the resolution	0	0	0
f)	Total No. of invalid vote casted	2,823	4,85,271	4,88,094

* 2 (Two) Postal Ballot Forms were of Promoters & Promoters Group. 1 (One) member of Promoters & Promoters Group voted through e-voting.

Promoter/Public	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 and Promoter Group	3027748	28574249 ^(a)	94.37	2557852	0	89.52	0
Public - Institutional holders	1106310	295699 ^(b)	26.73	110000	0	37.20	0
Public-Others	477619	6994 ^(c)	1.46	4171	0	59.64	0
Total	4611677	3160117	68.52	2672023	0	84.55	0

The number of votes polled in favour of the resolution is 2672023 (100 % of the total valid votes). Thus the special resolution has therefore been approved by the shareholders with requisite majority.

- The total votes polled include 1 case comprising of 299572 invalid votes.
- The total votes polled include 1 case comprising of 185699 invalid votes.
- The total votes polled include 18 cases comprising of 2823 invalid votes.

Kindly take the same on record and oblige.

Thanking You,
Yours faithfully,

For Elpro International Limited.

Rashmi Patkar
Company Secretary

