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: admin@elpro.co.on; Website: www.elpro.co.in
CIN: L51505MH1962PLC012425

POSTAL BALLOT NOTICE

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

To,
All the Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 that ELPRO INTERNATIONAL LIMITED (the "Company") is seeking the consent of its members for the Special Business to be transacted by way of Postal Ballot/electronic voting (e-voting).

Approval of the Members is being sought for the following businesses:

1. Increase in Authorised Share Capital of the Company from Rs. 10 cr. to Rs. 20 cr.
2. Alteration of Memorandum of Associations
3. Approval for issue of Bonus Shares

The Company seeks the consent of Members for the aforesaid proposals through resolutions specified below. Explanatory Statement pertaining to the said resolutions is also annexed. Accordingly, the said resolutions and statement along with Postal Ballot Form are being sent to you for your consideration. The Company has appointed Mrs. Jayshree A. Lalpuria, Practising Company Secretary, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf of the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self addressed Business Reply postage pre-paid envelope so as to reach the Scrutinizer **on or before the close of working hours (i.e., 6:00 p.m.) on Tuesday, August 25, 2015.**

Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit her report to Chairman / Managing Director on completion of the scrutiny. The results of the Postal Ballot shall be announced by a Chairman / Managing Director of the Company on Thursday, August 27, 2015 and will be displayed on the Notice Board at the registered office of the Company at 17th Floor, Nirmal Building, Nariman Point, Mumbai – 400 021 at 5:00 pm. Additionally, the result will be communicated to the Bombay Stock Exchange and will be placed on the website of the Company.

Members may note that as required under rule 22 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to members of the Company. The Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately in this notice.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results

Special Business:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation and addition of 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 13, 61 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause V (a) of the Memorandum of Association of the Company be substituted by the following new Clause V (a):

V a. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each."

3. <u>Approval for the issue of Bonus Shares</u>

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum of Association of the Company, the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly authorized in this behalf and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), and such approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium or any other permitted reserve / surplus of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus shares of Rs. 2/- each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of two equity shares for every one existing equity share held by the members.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), as may be necessary.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation listing the additional equity shares on BSE Limited and entering into of any depositary arrangements in regard to any such bonus as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

By Order of the Board
For Elpro International Limited

Sd/-
Rashmi Patkar
Company Secretary

Place: Mumbai
Dated: July 20, 2015

NOTES:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102 read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The Notice is being sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, July 17, 2015. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of members as on July 17, 2015.
4. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the respective Depositories/Company), whose names appear in the Register of Members / Record of Depositories as on July 17, 2015 and these will be considered for voting.
5. The voting through Postal Ballot/e-voting will commence on July 27, 2015 and end on August 25, 2015.
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 6.00 P.M. on August 25, 2015. The Postal Ballot received after the said date will be treated as not having been received.
7. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.

Procedure and instructions for e-voting:

(i) The voting period begins on July 27, 2015 at 9.00 a.m. (IST) and ends on August 25, 2015 at 6.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 17, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the relevant EVSN of Elpro International Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013.

Item nos. 1, 2 and 3

The equity shares of your Company are listed and actively traded on BSE Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on May 28, 2015 considered and approved a bonus issue of two equity shares for every equity share held, as on a record date to be determined by the Company.

Presently, the Authorized Share Capital of your Company is Rs. 10,00,00,000 divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each. The issue of bonus shares as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company, such that the authorized capital is increased to Rs. 20,00,00,000 divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 2/- (Rupees Two Only) each and 40,00,000 (Forty Lacs Only) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

The bonus issue of equity shares, increase in authorized capital and alteration of relevant clauses of the Memorandum of Association of the Company are subject to Members' approval in terms of Sections 13, 14, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, the resolutions in Item Nos. 1, 2 and 3 of the Postal Ballot Notice seek Members' approval for capitalization of the amount standing to the credit of securities premium account or any other permitted reserve/ surplus of the Company, issue of bonus shares on the terms and conditions set out in the resolution. Further, the resolutions seek Members' approval for consequential amendments to the relevant Clause of Memorandum of Association of the Company.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution at Item Nos. 1, 2 and 3 of the Notice except to the extent of their shareholding in the Company. The Board recommends the resolutions set forth in Item Nos. 1, 2 and 3 for the approval of the Members.

By Order of the Board
For Elpro International Limited

Sd/-
Rashmi Patkar
Company Secretary

Place: Mumbai
Dated: July 20, 2015

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: admin@elpro.co.on; Website: www.elpro.co.in

CIN: L51505MH1962PLC012425

POSTAL BALLOT FORM

(PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM)

Sr. No.

1. Name and Registered Address of the Sole/ First Named Shareholder :

2. Name of the Joint Shareholders, if any (In block letters) :
3. Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialised form) :
4. No. of shares held :

I/We hereby exercise my/our Votes in respect of the resolutions to be passed through postal ballot for the Special business stated in the notice by the Company dated July 20, 2015 conveying my/our assent or dissent to the said resolutions by placing a tick (√) mark in the appropriate column below:-

Item	Description of the Resolutions	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	**Increase in Authorised Share Capital of the Company from Rs. 10 cr. to Rs. 20 cr.**			
2.	**Alteration of Memorandum of Association**			
3.	**Approval for the issue of Bonus Shares**			

Place: _____

Date: Signature of Shareholder/Member

ELECTRONIC VOTING PARTICULARS

(Applicable for Individual members only)

EVSN (Electronic Voting Sequence Number)	User ID	(PAN/ Seq. No.)

Note: Last date for receipt of Postal Ballot Form by Scrutinizer: August 25, 2015

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the attached self - addressed postage prepaid envelope. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer.

3. This form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.

4. In case of shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.

5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.

6. A tick (√) mark should be placed in the relevant box signifying assent / dissent for each of the Resolution, as the case may be, before mailing the Postal Ballot Form.

7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s). The photocopies of the Postal Ballot Forms will not he considered valid.

8. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or against.

9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday, the August 25, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on **July 17, 2015.**

11. Votes will be considered invalid on the following grounds:
    i) If the member's signature does not tally.
    ii) If the member has marked all his shares both in favour and also against the resolutions.
    iii) If the Ballot paper is unsigned.
    iv) If the Ballot paper is filled in pencil or signed in pencil.
    v) If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.

12. The Scrutinizer's decision on the validity of the Postal Ballot will be final.