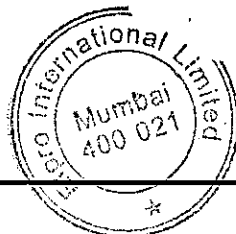


Quarterly Compliance Report on Corporate GovernanceName of the Company : **Elpro International Limited**Quarter ending on : **December 31, 2010**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
I Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	
II Audit Committee	49 II		
(A) Qualified and independent Audit committee	49 (IIA)	YES	
(B) Meetings of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III Subsidiary Companies	49 (III)	YES	
IV Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	YES	
(B) Board Disclosures	49 (IVB)	YES	
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVC)	YES	
(D) Remuneration of Directors	49 (IVD)	YES	
(E) Management	49 (IVE)	YES	
(F) Shareholders	49 (IVF)	YES	Sharex (India) Pvt Ltd., a SEBI registered Share Transfer Registrar, is appointed as STR of the Company w.e.f. 26.04.03
V CEO/CFO Certification	49 (V)	YES	
VI Report on Corporate Governance	49 (VI)	YES	
VII Compliance	49 (VII)	YES	

Place: **Mumbai**Date: **January 14, 2011**For **Elpro International Limited**

CFO, Compliance Officer