

NOTICE

Notice is hereby given that the 52nd ANNUAL GENERAL MEETING of the members of ELPRO INTERNATIONAL LIMITED will be held on Saturday, September 26, 2015 at 9:30 a.m. at The National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai - 400 018, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2015, Profit and Loss Statement, Cash Flow Statement for the year ended on that date, Reports of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Madhav Srinivasan (holding DIN: 06797420), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Auditors**

To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 29, 2014, the appointment of M/s Tadarwal & Tadarwal, Chartered Accountants (ICAI Firm Registration No. 111009W) as the statutory auditors of the Company to hold office till the conclusion of 56th Annual General Meeting of the Company to be held in the calendar year 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2016 as may be determined by the audit committee in consultation with the auditors, and that such remuneration as maybe agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

4. To appoint Mr. Anil Kumar Poddar as an Independent Director of the Company not liable to retire by rotation:

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



“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Anil Kumar Poddar (holding DIN: 01627508), who was appointed as an Independent Director liable to retire by rotation under Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from him proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term upto 31st March, 2019”

5. To regularize appointment of Ms. Kalpana Unadkat as an Independent Director of the Company not liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Kalpana Unadkat (holding DIN 02490816), who was appointed as an Additional Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee, with effect from 27th March 2015, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and Article 89 of Articles of Association of the Company and whose term of office expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from her, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years upto 26th March, 2020.”

6. To approve the transactions with related parties for availing Inter Corporate Deposit

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

“RESOLVED THAT pursuant to the provisions of Clause 49 of Listing Agreement with the Bombay Stock Exchange, consent of the members be and is hereby accorded to the Board of Directors of the Company for material contracts or arrangements with the following related parties which are existing and continuing beyond March 31, 2015, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company:

(Amt. in Lacs)			
Sr. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1.	I.G.E. (India) Pvt. Limited	Inter Corporate Deposit (ICD)	6000.00
2.	International Conveyors Limited		1000.00



3.	RCA Limited	taken	1000.00
4.	International Belting Limited		500.00

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

7. To approve the transactions with related party for availing of part of the premises on lease.

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), and provisions of Clause 49 of Listing Agreement with the Bombay Stock Exchange, consent of the members be and is hereby accorded to the Board of Directors of the Company for the contracts or arrangements with the following related party, which are existing and continuing beyond March 31, 2015, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company:

Sr. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1.	I.G.E. (India) Pvt. Ltd.	Rent	Monthly rent upto Rs. 1,50,000/-

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

8. To approve the transactions with related party for making advances under the subsisting Joint Development Agreement.

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and provisions of Clause 49 of Listing Agreement with the Bombay Stock Exchange, consent of the members be and is hereby accorded to the Board of Directors of the Company for Joint Development Agreement (JDA) dated 3rd June, 2008 entered with the following related party which is existing and continuing beyond March 31, 2015, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company:

Sr. No.	Name of Related Party	Nature of Transaction	(Amt. in Lacs)
			Value of Transaction per annum
1.	Elpro Estates Limited	Advance as per JDA	3000.00



		Agreement	
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RESOLVED FURTHER THAT Board of Directors be and is hereby jointly/severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

9. To keep the registers at a place other than registered office of the Company.
To consider and if thought fit, to pass the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded to maintain Register of Members, Index of Members, Register of renewed and duplicate share certificates, copies of Annual Return, together with the copies of certificates and documents, required to be annexed thereto and other related books or any one or more of them be kept at the office of the Company's Registrar and Transfer Agent viz. Sharex Dynamic India Private Limited, at Luthra Industrial Premises, Unit -1, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072.

By Order of the Board
For Elpro International Limited



Rashmi Patkar
Rashmi Patkar
Company Secretary

Date : August 12, 2015
Place : Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting.

4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The relevant Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of items 4 to 9 of the Notice as set out above, is annexed hereto and forms part of the Notice.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's corporate office.
8. Members are requested to:
 - (a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - (b) Quote Folio Numbers in all their correspondence.
 - (c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.
10. The Register of Members and the Share Transfer Books of the Company will be closed on Thursday September 10, 2015 for the purpose of Annual General Meeting of the Company.
11. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their vote electronically. The members may cast their vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting"). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

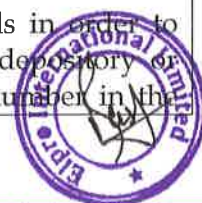
The facility for voting through polling paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



The instructions for members for remote e-voting are as under:

- (i) The voting period begins on Wednesday, September 23, 2015 at 9.00 a.m. and ends on Friday, September 25, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Saturday September 19, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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



- (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 EVSN for the relevant '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.
12. Once the vote on a resolution is cast by the shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently.
 13. The voting right of the shareholders shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date.
 14. A copy of this notice is placed on the website of the Company and the website of CDSL.
 15. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Certificate of Practice Number 7109) has been appointed as scrutinizer for conducting the e-voting in fair and transparent manner.
 16. The Scrutinizer shall after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 3 days of the conclusion of AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
 17. The result declared along with the Scrutinizer Report shall be placed on the Company's website - www.elpro.co.in, and the website of CDSL within two days of passing the resolutions at the AGM of the Company and communicated to BSE Ltd.

By Order of the Board
For Elpro International Limited



Rashmi Patkar
Rashmi Patkar
Company Secretary

Date : August 12, 2015
Place : Mumbai

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 9 of the accompanying Notice dated August 12, 2015:

Item No. 4

Section 149 of the Companies Act, 2013 requires all listed public companies to have at least one-third of the total number of directors as Independent Directors and Clause 49 requires having at least one-half of the Board as Independent Directors, since the Chairman of the Board is Executive Director. Your Company complies with this requirement.

Sub-section (10) of section 149 of the Companies Act, 2013 further provides that Independent Directors are required to hold office for a term up to five consecutive years on the Board of a company and can be re-appointed thereafter subject to the limit under sub-section (11) of section 149 of the Act which provides that they shall not hold office for more than two consecutive terms.

Further, in terms of sub-section (13) of section 149 read with Explanation to sub-section (6) of section 152 of the Act, Independent Directors are not liable to retire by rotation.

Mr. Anil Kumar Poddar, a Director was duly appointed under the Companies Act, 1956 as Director liable to retire by rotation. In order to give effect to the aforesaid provisions of the Act, it is proposed that Mr. Anil Kumar Poddar be appointed as an Independent Directors under Section 149 of the Companies Act, 2013 read with the amended clause 49 of the Listing Agreement, to hold office for a term upto 31st March, 2019.

Mr. Anil Kumar Poddar is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and have given his consent to act as Director.

The Company has received notice in writing from him, along with the deposit of requisite amount under section 160 of the Act, proposing his candidature for the office of Director of the Company.

The Company has received declaration from him that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, he fulfill the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, rules and the Listing Agreement. He is independent of the management.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Anil Kumar Poddar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day.



Apart from Mr. Anil Kumar Poddar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

A brief profile of Mr. Anil Kumar Poddar:

Mr. Anil Kumar Poddar was appointed in Elpro International Limited as Chief Corporate Officer in 2002. He is having around 38 years of experience in different field like Textiles – Yarn & Fabrics, Engineering Plastics, Machineries & Accessories, Steel & other related Products. His specialization is General Management International & National Marketing, Techno-Commercial

Mr. Anil Kumar Poddar does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He holds the directorship in M/s. Elpro Estates Limited only.

Item No. 5

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the “Act”) and Article 89 of Articles of Association of the Company, Ms. Kalpana Unadkat as an Additional Director of the Company with effect from March 27, 2015 and she holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from her alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Kalpana Unadkat for the office of Director of the Company.

Mrs. Kalpana Unadkat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term upto 5 (five) consecutive years on the Board and she shall not be included in the total number of Directors for retirement by rotation. As per Section 150(2) of the Companies Act, 2013, the appointment of Independent Director shall be approved by the members at the general meeting.

The Company has received a declaration from Ms. Kalpana Unadkat that she meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Ms. Kalpana Unadkat fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement and is independent of management.

Keeping in view her expertise and knowledge, the Board considers that her continued association would be of immense benefit to the Company and hence, it is desirable to



appoint her as the Independent Director of the Company for the term of 5(five) years, not liable to retire by rotation.

Copy of the draft letter for appointment of Ms. Kalpana Unadkat setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day.

Apart from Ms. Kalpana Unadkat, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Brief profile of Ms. Kalpana Unadkat:

Ms. Kalpana Unadkat is LLB from Government Law College (1993), Solicitor, England & Wales (1999) & Solicitor, Mumbai (1995). Currently she is a solicitor and partner at Khaitan & Co. at Mumbai. Prior to joining Khaitan, she worked at Ashurt's London office for 10 years. Kalpana is qualified to practice both Indian Laws and English Laws. She has professional affiliations with Bar Council of Maharashtra & Goa, The Bombay Incorporated Law Society and Law Society of England & Wales. She specializes in cross border joint ventures and mergers & acquisitions. Her practice has always been broad based.

Ms. Kalpana Unadkat does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is holding directorship in Essel Mining & Industries Limited. Also she does not hold membership/chairmanship in Committees of other listed companies.

Item No. 6

The Securities and Exchange Board of India ("SEBI") had vide Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 read with Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, have prescribed that all existing material related party transactions as on the date of the circular i.e. April 17, 2014 and which are likely to continue beyond March 31, 2015 shall be placed for approval of members in the first General Meeting subsequent to October 1, 2014. A transaction with a related party shall be considered material, if the transaction(s) entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company has availed various Inter Corporate Deposits from its related parties in past to meet its general corporate requirements and propose to continue availing the same in future. Considering the above provisions of the revised Clause 49, your Board of Directors are of the view that it would be in the best interest of the Company to seek shareholders approval at the ensuing Annual General Meeting in respect of the following material related party transactions relating to the Inter Corporate Deposits taken by the Company. Brief particulars of the transactions are provided herein below:

(Amt. in Lacs)

Sr. No.	Name of Related Party & Nature of Relationship with the Company	Nature of Transaction	Value of Transaction	Name of the Director or Key Managerial Personnel who is related
1.	I.G.E. (India) Pvt. Ltd - Promoter	Inter	6000.00	Mr. Surbhit Dabriwala



	Company	Corporate Deposit (ICD)		Mr. Sambhaw Kumar Jain
2.	International Conveyors Limited - Promoter Company		1000.00	Mr. Surbhit Dabriwala
3.	RCA Limited - Promoter Company		1000.00	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
4.	International Belting Limited - Enterprise over which Promoter exercise Significant influence		500.00	Mr. Surbhit Dabriwala

Other than Mr. Surbhit Dabriwala and his relatives, Mr. Sambhaw Kumar Jain and the afore mentioned list of related parties, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 6 of the Notice.

Your Board recommends passing of the resolutions under item no. 6 of the Notice as Special Resolution.

According to the provisions of Section 188 and the provisions of the Clause 49 (VII) (E) of the Listing Agreement with Stock Exchanges, the related parties shall abstain from voting on such Resolution.

Item No. 7

The Company has entered into Business Arrangement Agreement with M/s. IGE (India) Private Limited dated 28th March, 2014 for usage of following facilities on rental basis for a period of 3 years commencing from 1st April, 2014, at the premises located at 17th Floor, Nirmal, Nariman Point, Mumbai - 400 021:

- Cabin - One
- Work Station - Four
- Electricity Charges, Cleaning Services, and Reception & Messaging Services.

The above services are existing and continuing beyond March 31, 2015. Considering the provisions of the revised Clause 49 of the Equity Listing Agreement and applicable provision of Companies Act, 2013, if any, and the rules made thereunder, your Board of Directors seeks shareholders approval at the ensuing Annual General Meeting in respect of the related party transactions for taking the property on rental basis by the Company. Brief particulars of the transactions are provided herein below:

(Amt. in Lacs)

Sr. No.	Name of Related Party & Nature of Relationship with the Company	Nature of Transaction	Value of Transaction	Name of the Director or Key Managerial Personnel who is related
1.	I.G.E. (India) Pvt. Ltd - Promoter Company	Rent	Monthly rent of Rs. 1.05 lakhs	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain

Other than Mr. Surbhit Dabriwala and his relatives, Mr. Sambhaw Kumar Jain and the afore mentioned related party, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 7 of the Notice.

Your Board recommends passing of the resolutions under Item No. 7 of the Notice as Special Resolution.



According to the provisions of Section 188 and the provisions of the Clause 49 (VII) (E) of the Listing Agreement with Stock Exchanges, the related parties shall abstain from voting on such Resolution.

Item No. 8

The Company has entered into Joint Development Agreement ('JDA') dated 3rd June, 2008 with its subsidiary Company 'Elpro Estates Limited' for the joint development of the Commercial project for development/construction of Commercial mall admeasuring 7,29,641.90 sq ft built up area in Chinchwad, Pune. As per the terms & conditions of the said JDA, the Company is providing interest free advance for the development/construction of Commercial mall to Elpro Estates Limited. The said advance provided by the Company shall be repaid as and when demanded by the Company.

Considering the above provisions of the revised Clause 49 of the Equity Listing Agreement, your Board of Directors seeks shareholders approval at the ensuing Annual General Meeting in respect of the following material related party transactions relating to the advances paid by the Company. Brief particulars of the transactions are provided herein below:

(Amt. in Lacs)				
Sr. No.	Name of Related Party & Nature of Relationship with the Company	Nature of Transaction	Value of Transaction	Name of the Director or Key Managerial Personnel who is related
1.	Elpro Estates Limited - Subsidiary Company	Advance as per JDA Agreement	3000.00	Mr. Anil Kumar Poddar Mr. Narayan Atal Mr. Ram Swarup Dabriwala

Other than Mr. Ram Swarup Dabriwala, Mr. Anil Kumar Poddar, Mr. Narayan Atal and the afore mentioned related party, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item No. 8 of the Notice.

Your Board recommends passing of the resolutions under Item No. 8 of the Notice as Special Resolution.

According to the provisions of Section 188 and the provisions of the Clause 49 (VII) (E) of the Listing Agreement with Stock Exchanges, the related parties shall abstain from voting on such Resolution.

Item No. 9

Under the provisions of the Companies Act, 2013, (the "Act") certain documents such as the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorising the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of



members reside.

M/s. Sharex Dynamic (India) Private Limited, Mumbai is Company's Registrar and Share Transfer Agent (RTA), situated at Unit No. 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, who have been providing depository related services for the shares / debentures / securities held in demat mode and also acting as the Share Transfer Agent for the shares / debentures / securities held in physical segment.

In view of the enabling provisions of Companies Act, 2013 as explained above, it is proposed to keep the aforementioned Registers and documents at the premises of the R & T Agents as stated in the resolution.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Mumbai, as required under the said Section 94(1) of the Companies Act, 2013. Pursuant to the provisions of Section 94(2) of the Companies Act, 2013, the Registers, Indexes, Returns, documents etc. as aforesaid shall be kept open for inspection by the members during the business hours on any working day of the RTA except when the Registers and Books are closed.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is, in any way, deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolutions under Item No. 9 of the Notice as Special Resolution.

Disclosure pursuant to Clause 49 of the Listing Agreement

Brief profile of Mr. Madhav Srinivasan (holding DIN: 06797420), who retires from office by rotation and being eligible, offers himself for re-appointment:

Mr. Madhav Srinivasan is a B.E. (Mech) from College of Engg., Pune. He has over 38 years of experience in various Manufacturing concerns in the Automobile and Electric equipments sector, operations, planning, Supply Chain Management, Domestic and Overseas Marketing. He is associated with your Company since 1998 up until and was working as a Chief Executive. Thereafter he was appointed as Director w.e.f. 28th January, 2014.

Mr. Madhav Srinivasan does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He does not hold any other directorship apart from Elpro International Limited.

By Order of the Board
For Elpro International Limited



Rashmi
Rashmi Patkar
Company Secretary

Date : August 12, 2015
Place : Mumbai