

ELPRO INTERNATIONAL LIMITEDRegd Office: 'Nirmal', 17th Floor, Nariman Point, Mumbai - 400 021

CIN: L51505MH1962PLC012425

NOTICE

Notice is hereby given that the 56th ANNUAL GENERAL MEETING of the members of ELPRO INTERNATIONAL LIMITED will be held on Friday, 27th September, 2019 at 11:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400021 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements for the year ended March 31, 2019, Reports of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Surbhit Dabriwala (holding DIN: 00083077), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. VSS & Associates, Chartered Accountants as a Statutory 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, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendations of the Audit Committee and Board of Directors of the Company, M/s. VSS & Associates, Chartered Accountants (Firm Registration No. 105787W) who have given their consent for appointment as Statutory Auditors of the Company and have confirmed their appointment and eligibility to be appointed as Auditors of the Company in terms of provision of Section 141 of the Act be and are hereby appointed as Statutory Auditors of the Company for the first term of 5(five) years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 61st Annual General Meeting to be held in the calendar year 2024 on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. **To appoint Mr. Naresh Agarwal (DIN: 01772950) 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Agarwal (holding DIN 01772950), who was appointed as an Additional and Independent Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee, with effect from 14th May 2019, 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 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 of five consecutive years upto 13th May, 2024.”

5. **Authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s)**

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

“RESOLVED THAT in supersession of the earlier resolution passed at August 30, 2010 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s)/provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign

currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto a limit of ₹ 1000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.

6. To approve transaction with related parties for granting of Inter Corporate Deposit.

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

“RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company be and is hereby authorised:

-To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member; any body corporate at a general meeting of which not less than twenty five percent of the total voting power may be exercised or controlled by any such Director or by two or more such directors, together; any body corporate, the BoD, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provided that such loans are utilised by the Borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested:

(Amt in Lacs)

Sr. No.	Name of Related Party	Nature of Transaction	Maximum Value of Transaction per annum
1	IGE (India) Private Limited	Inter Corporate Deposit (ICD) given	10,000.00
2	International Conveyors Limited		5,000.00
3	RCA Limited		5,000.00
4	International Belting Limited		1,000.00
5	Zenox Trading & Manufacturing Private Limited		5,000.00

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By Order of the Board
For Elpro International Limited**

Binal Khosla
Company Secretary

Date : 14.08.2019

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 3 to 6 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 shareholder(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. The Securities and Exchange Board of India has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the company and its RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
10. 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.
11. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 20th September, 2019 to Friday 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting of the Company.

12. 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 Tuesday, September 24, 2019 at 9:00 a.m. and ends on Thursday, September 26, 2019 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 September 20, 2019, 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 tab to cast your votes.
- (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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 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 a demat account holder has forgotten the login 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 linked in the login 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.
- (xx) 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.
13. 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.
14. 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.
15. A copy of this notice is placed on the website of the Company and the website of CDSL.
16. 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.
17. 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.
18. 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**

Binal Khosla
Company Secretary

Date : 14.08.2019
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 No. 3 to 6 of the accompanying Notice dated 14th August, 2019:

Item No. 3

This explanatory statement is provided through strictly not required as per section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013, a Company cannot appoint an audit firm as statutory auditors for more than two terms of five consecutive years. At the Annual General Meeting held on September 29, 2014, M/s. Todarwal & Todarwal, Chartered Accountants (ICAI Firm Registration No. 111009W), Statutory Auditors of the Company, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. The Company received a letter from the Statutory Auditors stating that their firm “M/s. Todarwal and Todarwal” has been converted into Limited Liability Partnership (LLP) under the provisions of the Limited Liability Partnership Act, 2008 and is known as “M/s. Todarwal & Todarwal LLP” (Firm Registration No. 111009W/W100231). Accordingly the audit of the Company for financial year 2017-18 & 2018-19 was conducted by M/s. Todarwal & Todarwal LLP.

M/s. Todarwal & Todarwal LLP are completing their term as statutory auditors in the Company at the ensuing Annual General Meeting.

In view of above, and based on recommendation of Audit Committee, the Board of Directors has, at its meeting held on May 30, 2019, proposed the appointment of M/s. VSS & Associates (Firm Registration No. 105787W), statutory auditor for a period of five years to hold office from the conclusion of this AGM till the conclusion of Sixty – first AGM of the Company to be held in the year 2024, subject to approval of members of the Company.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No: 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed, Mr. Naresh Agarwal as an Additional Director and also an Independent Director, of the Company not liable to retire by rotation, for a term of 5 years i.e. from 14th May, 2019 to 13th May, 2024, subject to approval of the Members. 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 he holds office upto the date of the ensuing Annual General Meeting. A notice in writing under section 160 of the Act, has been received from him satisfying his candidature for the office of the Independent Director of the company. Mr. Naresh Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his 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 Act, the appointment of Independent Director shall be approved by the members at the general meeting.

The Company has received a declaration from Mr. Naresh Agarwal that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In the opinion of the Board, Mr. Naresh Agarwal fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of management.

Keeping in view his expertise and knowledge, the Board considers that his continued association would be of immense benefit to the Company and hence, it is desirable to appoint him 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 Mr. Naresh Agarwal 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. Naresh Agarwal, 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. 4 of the Notice for approval by the shareholders.

Brief profile of Mr. Naresh Agarwal:

Mr. Naresh Agarwal, aged 41 years, has passed Chartered Accountancy in the year 2004 and is in practice since 2006. Areas of expertise- finance, auditing and taxation. Mr. Naresh Agarwal is a Certified Insolvency Professional registered with IBBI.

Mr. Naresh Agarwal holds directorship in the following Companies:

1. Eoan Electro Devices Private Limited
2. Buckbean Heights Private Limited

Further details of Mr. Naresh Agarwal are provided in the "Annexure" to this Notice

Item No.5

As per the provisions of Section 186 of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or any person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is proposed that the Board of Directors of the Company be authorized to make investment/ extend guarantee/ provide security/ give loan upto an amount of ₹ 1000 Crores (Rupees One Thousand Crores only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company.

Since, decisions for investment or for providing guarantee/security for facilities availed by the Company and/or associate/group companies are required to be taken on quick basis it may not be feasible for the Company to seek shareholders' consent by general meeting each and every time, in view of the timings and the expenses involved. The Board proposes to make investment/ give loan, inter-alia, out of internal accruals/mobilizations including external financing, as may be done by the Company from time to time.

Hence, as per the provisions of Section 186 of the Companies Act, 2013, approval of the Members is sought to fix the ceiling of Rs 1000 (Rupees One Thousand Crores Only), upto which loans/investments can be made, security/ guarantee may be provided by the Board of Directors of the Company. In accordance with the provisions of the Companies Act, 2013, the said limit may also be considered as an annual limit fixed by the shareholders for extending guarantee till the time the same is fully utilized/exhausted.

As per the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of limit as specified under Section 186(2) of the Companies Act, 2013 can be passed only through general meeting.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in the Resolution No.5 of the accompanying Notice.

Item No. 6

As a measure of achieving greater financial flexibility, to enable optimal financial structure and to earn reasonable profit from surplus financial resources, the permission of members of the company is sought pursuant to section 185 of the companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee there of, for making further investment, providing loans or give guarantee or provide security in connection with inter corporate deposits or loans to body corporates or persons as per the limits specified in the resolution. The Interest rate on such Inter Corporate Deposit shall not be less than prevailing Bank Interest Rate or government Bond rates.

Sr. No.	Name of Related Party & Nature of relationship with the Company	Nature of Transaction	Maximum Value of Transactions per annum (Rs. in lakhs)	Name of the Director or relative or KMP who is related
1	IGE (India) Private Limited - Promoter Company	Inter Corporate Deposit (ICD)	10,000.00	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
2	International Conveyors Limited - Promoter Company		5,000.00	Mr. Surbhit Dabriwala
3	RCA Limited - Promoter Company		5,000.00	Mr. Surbhit Dabriwala Mr. Sambhaw Kumar Jain
4	International Belting Limited - Enterprise over which Promoter exercise significant influence		1,000.00	Mr. Surbhit Dabriwala
5	Zenox Trading & Manufacturing Private Limited		5,000.00	Mr. Surbhit Dabriwala

The provisions of Section 185 of the Companies Act, 2013, as amended by Companies Amendment Act, 2017, mandates that such Inter- Corporate Deposits/ Loans can be granted if a Special Resolution at the General Meeting of the shareholders is passed.

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 resolution set out at the Item No.6 of the Notice.

Your Board recommends passing of the resolutions under Item No. 6 of the Notice as a Special Resolution.

According to the provisions of Section 188 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

**By Order of the Board
For Elpro International Limited**

Binal Khosla
Company Secretary

Date : 14.08.2019

Place : Mumbai

Annexure I

Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of Securities and Exchange of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:

Name of the Director	Mr. Surbhit Dabriwala	Mr. Naresh Agarwal
DIN	00083077	01772950
Qualification	a Bachelor of Arts & Science in 1998 from University of Pennsylvania Graduate	Practicing Chartered Accountant
Expertise in specific functional areas	Diversified experience in the line of real estate, insurance service	Areas of expertise- finance, auditing and taxation. Mr. Naresh Agarwal is a Certified Insolvency Professional registered with IBBI.
Date of appointment on the Board of the Company	December 14, 1998	May 14, 2019
Details of Shares held in the Company as on 31.03.2019	14,41,281 shares representing 0.85% of paid up capital of the Company	NIL
List of Companies in which outside Directorships held as on 31.03.2019	<ol style="list-style-type: none"> 1. PNB Metlife India Insurance Company Limited 2. Dabri Properties & Trading Co Ltd 3. First Apartments Private Limited 4. Amaranth Education Private Limited 	<ol style="list-style-type: none"> 1. Eoan Electro Devices Private Limited 2. Buckbean Heights Private Limited
Chairman / Member of the Committees of other Companies on which he / she is a Director as on 31.03.2019	PNB Metlife India Insurance Company Limited <ol style="list-style-type: none"> 1. CSR Committee - Member 2. NRC Committee - Member 	NIL
Category	Non- Executive Director Non-Independent Director	Non- Executive Director Independent Director
Relationship with other Directors	NIL	NIL

Form No. MGT-11 – Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L51505MH1962PLC012425
Name of the company : ELPRO INTERNATIONAL LIMITED
Registered office : 17th Floor, Nirmal, Nariman Point, Mumbai – 400 021
Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

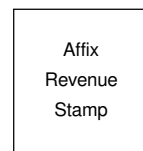
I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the company, to be held on Friday, September 27, 2019 At 11:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226 Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.:

Item No.	Resolutions	For	Against
1.	Adoption of Financial Statements for the year ended 31st March, 2019		
2.	Re-appointment of Mr. Surbhit Dabriwala, who retires by rotation.		
3.	Appointment of M/s. VSS & Associates as Statutory Auditors of the Company for a period of 5 years		
4.	Regularisation of appointment of Mr. Naresh Agarwal as Independent Director Non- Executive Director of the Company		
5.	Approve limit of loan(s), guarantee(s) and investment(s) in other bodies corporate(s)		
6.	Approve transaction with related parties for granting of Inter Corporate Deposit		



Signature of shareholder

Date :

Place:

Signature of Proxy holder(s)

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those members who have multiple folios with different joint holders may use copies of this Attendance slip / proxy form.

ELPRO INTERNATIONAL LIMITED

Registered Office: 'Nirmal', 17th Floor, Nariman Point, Mumbai - 400 021

ATTENDANCE SLIP

For 56th Annual General Meeting to be held on Friday, September 27, 2019

DP ID		Folio		No. of Shares	
Client ID					

Name of the Member : _____

Name of the Proxy : _____

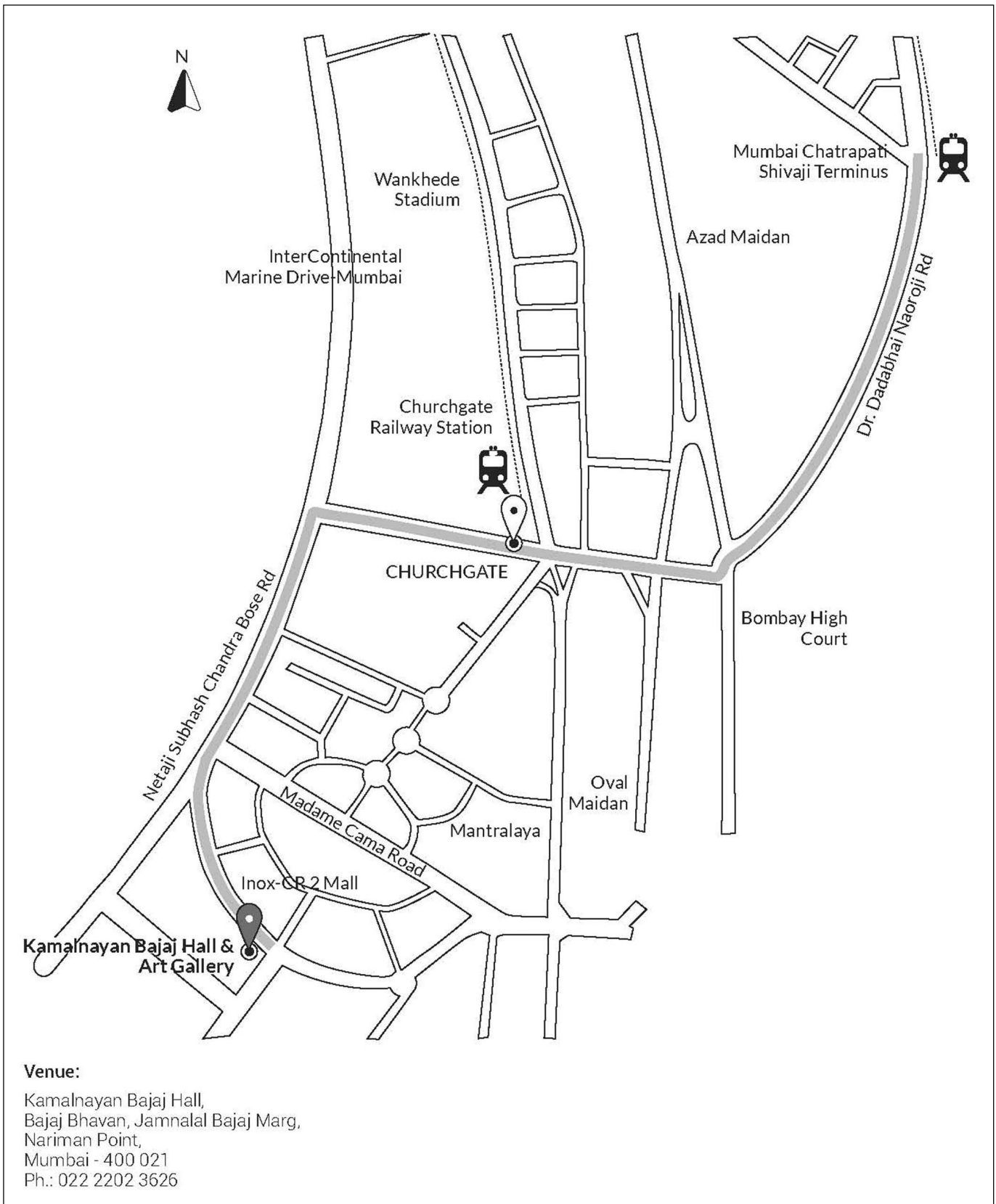
I certify that I am a registered shareholder / proxy / representative for the registered shareholder of the Company. I hereby record my presence at the 56th Annual General Meeting of the Company held on Friday, September 27, 2019 at 11:00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhawan, Ground Floor, 226 Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400021.

Signature of Proxy

Signature of Member

Notes: A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. **Sign at appropriate place as applicable to you.**

Route Map to the AGM Venue



E-COMMUNICATION REGISTRATION FORM

Dear Members,

This Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Report and General Notices in electronic mode to members who have registered their email addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow members to contribute towards a Greener Environment. This is a golden opportunity for every member of Elpro International Limited to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our members to contribute to contribute to the cause by filling up the form given below the receive communication from the Company in electronic mode. You can also download the attached registration form from our website www.elpro.co.in.

Let's be part of this "Green Initiative"!

Please note that as a Member of the Company you will be entitles to receive all such communication in physical form, upon request.

Best Regards,

Binal Khosla

Company Secretary & Compliance Officer

Folio No./ DP ID and Client Id: _____

Name of the member (s) : _____

Registered address : _____

E-mail Id (to be registered) : _____

DP ID : _____

I/We shareholders(s) of Elpro International Limited agree to receive communication from the Company in electronic mode.

Please register my above e-mail address in your records for sending communication through e-mail.

Date:

Signature:

Note: Member(s) are requested to keep the Company informed as and when there is any change in the registered e-mail address.