

June 19, 2019

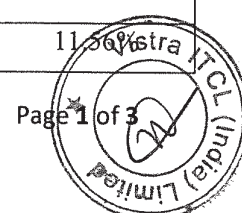


To,

General Manager, Department of Corporate Services, 14 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Binal Khosla Company Secretary & Compliance Officer, Elpro International Limited 17th Floor, Nariman Point, Maharashtra Mumbai - 400021
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

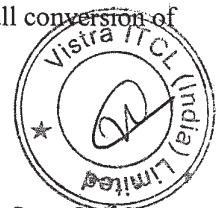
1. Name of the Target Company (TC)	Elpro International Limited ("Company")		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ("Vistra ITCL") (In our capacity as Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	1,95,84,000	11.56%	11.56%
c) Voting rights (VR) otherwise than by shares	-----	-----	-----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-----	-----	-----
Total (a+b+c+d)	1,95,84,000	11.56%	11.56%



Details of acquisition/ Sale			
a) Shares carrying voting rights acquired (pledge) / sold	----	----	----
b) VRs acquired/sold otherwise than by shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	----	----	----
d) Shares encumbered/ invoked /released by the acquirer	10,00,000 (2,05,84,000)	0.59% (12.15%)	0.59% (12.15%)
Total (a+b+c+d)	(1,95,84,000)	(11.56%)	(11.56%)
After the acquisition/ sale holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
Total (a+b+c+d)	Nil	Nil	Nil
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Release of shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge dates: December 21, 2018 Release dates: June 17, 2019		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	16,94,79,130 Equity Shares (As per shareholding pattern available on BSE website for the quarter ended March 2019)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	16,94,79,130 Equity Shares (As per shareholding pattern available on BSE website for the quarter ended March 2019)		
Total diluted share/voting capital of the TC after the said acquisition	16,94,79,130 Equity Shares (As confirmed by the Company via Email dated June 18, 2019)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.




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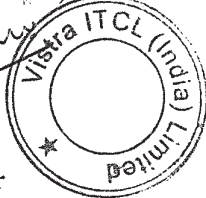
Note:

- (i) 10,00,000 Equity Shares of have been Pledged with Vistra ITCL (India) Limited (“Vistra ITCL”) on December 21, 2018 in capacity as a Security Trustee for Term loan facility availed by International Conveyors Limited.
- (ii) 2,05,84,000 (1,80,84,000 + 15,00,000 + 10,00,000) Equity Shares of have been released from Vistra ITCL (India) Limited (“Vistra ITCL”) on June 17, 2019 in capacity as a Security Trustee for Term loan facility availed by International Conveyors Limited.

As per the Securities Exchange Board of India letter dated August 08, 2014 (enclosed for your reference), the primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra ITCL in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited


Jatin Chonani
Compliance officer



Place: Mumbai

Date: June 19, 2019

Encl.: As above