

I G E (India) Private Limited

17th Floor, Nirmal Building,
Nariman Point,
Mumbai 400 021.
India.

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CIN : U74999WB1930PTC152570

Dated :- 17.11.2021

To

Department of Corporate Services

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai – 400 001

Dear Sir,

Scrip Code- 504000

Ref:- Disclosures under Regulation 10(6) and 29(2) in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and disclosure under Regulation 7(2)(a) of SEBI (Prevention of Insider Trading) Regulations 2015.

Please find attached disclosure under Regulation 10(6), 29(2) of SEBI (**Substantial Acquisition of Shares and Takeovers) Regulations , 2011 and disclosure under Regulation 7(2)(a) of SEBI (Prevention of Insider Trading) Regulations 2015.** in relation to purchase of 13480000 equity shares of M/s. Elpro International Limited among Inter Se Promoters under exchange block window .

You are requested to kindly take the same on record

Thanking you

Yours faithfully

For I.G.E (India) Private Limited



Encl:- As Above

C.C to- Company Secretary, Elpro International Limited, 17th Floor, Nirmal, Nariman Point, Mumbai 400 021

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|----|--|---|-------------------------------|
| 1. | Name of the Target Company (TC) | ELPRO INTERNATIONAL LIMITED | |
| 2. | Name of the acquirer(s) | I.G.E.(INDIA) PRIVATE LIMITED | |
| 3. | Name of the stock exchange where shares of the TC are listed | BOMBAY STOCK EXCHANGE LIMITED | |
| 4. | Details of the transaction including rationale, if any for the transfer/acquisition of shares. | INTER SE PROMOTER. FOR RECONSTITUTION OF PROMOTERS HOLDINGS | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | 10(1) (a) (ii) | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. | YES 09.11.2021 | |
| 7. | Details of acquisition | Disclosures required to be made under regulation 10(5) | Whether the disclosures under |
| | a. Name of the transferor / seller | International Conveyors Ltd. | YES |
| | b. Date of acquisition | 16.11.2021 | |
| | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | 1,34,80,000 shares | |
| | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | Proposed – 1,34,80,000 shares 7.95% of the diluted share capital of TC (Kindly refer disclosure under Regulations 10(5) submitted on dated 09.11.2021 Actually Acquired – 1,34,80,000 shares 7.95% of diluted share capital of TC | |



| | | | | | |
|----|---|---|-----------------------------------|--------------------|---------------------|
| e. | Price at which shares are proposed to be acquired / actually acquired | Proposed – At market rate (Kindly refer disclosure under Regulations 10(5) submitted on dated 09.11.2021) | | | |
| | | Actually Acquired – Rs. 60.50 per shares | | | |
| 8. | Shareholding details | Pre-Transaction | | Post-Transaction | |
| | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % tot sha capit T C |
| a | Each Acquirer /Transferee I.G.E (INDIA) (P) LTD. | 98549326 | 58.15% | 112029326 | 66.10% |
| b | Each Seller / Transferor.-INTERNATIONAL CONVEYORS LIMITED | 13480077 | 7.95% | 77 | 0.00004% |

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**** The trading of the shares has been done in accordance with and in compliance with Regulation 4 of the SEBI (Prohibition of Insider Trade) Regulations 2015. There is no mis match of possession of Unpublished price sensitive information among Acquirer and Seller. Both Acquirer and Seller has obtained pre clearance from the Compliance Officer of the Company .**

Signature of the acquirer / seller / Authorised Signatory
Place: MUMBAI
Date: 17.11.2021



Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|---|---|---|--|
| Name of the Target Company (TC) | ELPRO INTERNATIONAL LIMITED | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | I.G.E (India) Private Limited (Acquirer) R.C.A Limited (PAC) Rajendra Kumar Dabriwala (PAC) Surbhit Dabriwala (PAC) Yamini Dabriwala (PAC) International Conveyors Limited (Seller/PAC) | | |
| Whether the acquirer belongs to Promoter/Promoter group | YES | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE limited | | |
| Details of the acquisition 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 | 94591970 | 55.81% | 55.81% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | 32500000 | 19.18% | 19.18% |
| c) Voting rights (VR) otherwise than by shares | N/A | N/A | N/A |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each | N/A | N/A | N/A |



| | | | |
|--|--|--------|--------------|
| category) | | | |
| e) Total (a+b+c+d) (#) | 127091970 | 74.99% | 74.99% |
| Details of acquisition | | | |
| a) Shares carrying voting rights acquired | 13480000 | 7.95% | 7.95% |
| b) VRs acquired /sold otherwise than by shares | N/A | N/A | N/A |
| 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 | N/A | N/A | N/A |
| d) Shares encumbered / invoked/released by the acquirer | N/A | N/A | N/A |
| e) Total (a+b+c+/-d) | 13480000 | 7.95% | 7.95% |
| After the acquisition , holding of: | | | |
| a) Shares carrying voting rights | 94591970 | 55.81% | 55.81% |
| b) Shares encumbered with the acquirer | 32500000 | 19.18% | 19.18% |
| c) VRs otherwise than by shares | N/A | N/A | N/A |
| 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 | N/A | N/A | N/A |
| e) Total (a+b+c+d) (#) | 127091970 | 74.99% | 74.99% |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | inter-se among Promoters through Exchange under Block Window | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | 16.11.2021 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | 169479130 equity shares of Rs. 1/- each | | |



| | |
|--|---|
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | 169479130 equity shares of Rs. 1/- each |
| Total diluted share/voting capital of the TC after the said acquisition | 169479130 equity shares of Rs. 1/- each |

(*) 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.

(§) As the Seller and Acquirer are both part of the promoter and promoter group of the Target Company, they are deemed to be persons acting in concert with each other as per regulation 2(1)(q)(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013.

(#) Since the transaction was carried out through exchange , 13480000 equity shares of the Target Company sold by the Seller International Conveyors Limited, and 13480000 equity shares of the Target Company were acquired by I.G.E (India) Pvt. Ltd. The shareholding of the Acquirer and each of the PACs before and after the transaction are detailed herein below.

** The trading of the shares has been done in accordance with and in compliance with Regulation 4 of the SEBI (Prohibition of Insider Trade) Regulations 2015. There is no mis match of possession of Unpublished price sensitive information among Acquirer and Seller. Both Acquirer and Seller has obtained pre clearance from the Compliance Officer of the Company .

The shareholding of the Acquirer and each of the PACs before and after the transaction are detailed herein below.

| NAME(S) OF THE ACQUIRER AND PACs | Whether Promoter/ Promoter group | HOLDING BEFORE THE TRANSACTION | | Holding after the transaction | |
|--|----------------------------------|--------------------------------|---------------|-------------------------------|---------------|
| | | Number | Percentage | Number | Percentage |
| I.G.E (India) Private Limited (Acquirer) | Promoter | 98549326 | 58.15% | 112029326 | 66.10% |
| Yamini Dabriwala (PAC) | Promoter | 1856219 | 1.10% | 1856219 | 1.10% |
| R.C.A Limited (PAC) | Promoter | 11608548 | 6.84% | 11608548 | 6.84% |
| Rajendra Kumar Dabriwala (PAC) | Promoter | 156519 | 0.09% | 156519 | 0.09% |
| Surbhit Dabriwala (PAC) | Promoter | 1441281 | 0.85% | 1441281 | 0.85% |
| International Conveyors Limited (Seller) | Promoter | 13480077 | 7.95% | 77 | 0.0004% |
| Total | - | 127091970 | 74.99% | 127091970 | 74.99% |

For I.G.E (INDIA) PRIVATE LIMITED

Place: MUMBAI

Date: 17.11.2021




FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 | (Regulation 7(2) read with Regulation 6(2) - Continual disclosure)

Name of the company: ELPRO INTERNATIONAL LIMITED

ISIN of the company: INE579B01039

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, CIN/DIN address without contact nos. | Category of person (promoter/s/ KMP/ directors/ immediate relative to/ others etc.) | Securities held prior to acquisition / disposal | | Securities acquired / disposed | | Securities held post acquisition / disposal | | Date of allotment advice/ acquisition of shares/ sale of shares (specify) | | Date of intimation to company | Mode of acquisition / disposal (on market/public/rights/preferential offer/off market/inter-se transfer, ESOPs etc.) | | |
|--|---|---|---------------------------|---|-------------------|---|--|---|---------------------------|-------------------------------|--|------------|---|
| | | Type of security (for eg. - Share warrants, convertible debentures, etc.) | No. and % of shareholding | Type of security (for eg. - Share warrants, convertible debentures, etc.) | No. | Value | Transaction type (buy/sale/pledge / revoke / invoke) | Type of security (for eg. - Share warrants, convertible debentures, etc.) | No. and % of shareholding | | | From | To |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| IGE (INDIA) LTC. AAACI2678B | Prompter | Equity Shares | 98549326 58.15% | Equity | 13480000 7.95% | 815540000 | Buy | Equity | 112029326 66.10% | 16.11.2021 | 16.11.2021 | 17.11.2021 | On market transfer among Promoters under block deal |

Note: "Securities" shall have the meaning as defined under regulation 2(f)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015



Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Type of contract | Contract specifications | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed |
|------------------|-------------------------|---|--|----------------|--|--|
| | | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| NA | NA | NA | NA | NA | NA | Bombay Stock Exchange Limited |

Note: In case of Options, Notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation: Director

Date: 17.11.2021

Place: Mumbai

