

# Elpro International Ltd

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CIN L51505MH1962PLG012425

Date: 13.11.2020

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001


Sub: Disclosure pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith the disclosure as per to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 received from R.C.A. Limited on November 11, 2020.

Request you to kindly take in your records.

Thanking You  
For Elpro International Limited

  
Binal Khosla  
Company Secretary



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	Elpro International Limited		
Whether the acquirer belongs to Promoter/Promoter group	R.C.A Limited (Acquirer) International Conveyors Limited (PAC) I.G.E (India) Private Limited (PAC) Rajendra Kumar Dabriwala (PAC) Surbhit Dabriwala (PAC) Yamini Dabriwala (Seller /PAC)		
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 (**)
<b>Before the acquisition under consideration, holding of:</b>			
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 TC (specify holding in each	N/A	N/A	N/A

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category)			
e) Total (a+b+c+d) (#)	127091970	74.99%	74.99%
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	450000	0.26%	<b>0.26%</b>
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)	450000	0.26%	0.26%
<b>After the acquisition, holding of:</b>			
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		
Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	09.11.2020		
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	169479130 equity shares of Rs. 1/- each		

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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, 450000 equity shares of the Target Company sold by the Seller Yamini Dabriwala, and 450000 equity shares of the Target Company were acquired by R.C.A Limited. 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 (PAC)	Promoter	84437376	49.82%	84437376	49.82%
International Conveyors Limited (PAC)	Promoter	26960077	15.91%	26960077	15.91%
R.C.A Limited (Acquire)	Promoter	11158548	6.58%	11608548	6.84%
Rajendra Kumar Dabriwala (PAC)	Promoter	156519	0.09%	156519	0.09%
Surbhit Dabriwala (PAC)	Promoter	1441281	0.85%	1441281	0.85%
Yamini Dabriwala (Seller)	Promoter	2938169	1.73%	2488169	1.47%
<b>Total</b>	-	<b>127091970</b>	<b>74.99%</b>	<b>127091970</b>	<b>74.99%</b>



For R.C.A Limited

Place: MUMBAI

Date: 11.11.2020