



**International
Conveyors
Limited**

Corporate Office : 10, Middleton Row
Post Box No. 9282, Kolkata - 700 071
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ICL/NK/2018-19/813

November 30, 2018

Bombay Stock Exchange Limited

P.J.Towers, Dalal Street,
Mumbai – 400 001
Fax No. 22722037/22723121
Kind Attn: General Manager,
Department of Corporate Services
Scrip Code No. 504000 (BSE)

Dear Sir,

Sub: Disclosure under Regulation 29(2) & 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Ref: Elpro International Limited

Please find enclosed herewith a copy of disclosure under Regulation 29(2) and 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your perusal and necessary action.

We request you to take the same on record.

Thanking You,

Yours faithfully,

For **INTERNATIONAL CONVEYORS LTD**

Neha Khandelwal

Neha Khandelwal
Company Secretary & Compliance Officer

Encl: As above



Registered Office & Works I :
Falta SEZ, Sector - II, Near Pump House No. 3
Village & Mouza - Akalmegh
Dist. South 24 Parganas, West Bengal-743 504

Works II :
E-39, M.I.D.C. Area, Chikalthana
Aurangabad - 431 006
Maharashtra

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	International Conveyors Limited (Acquirer) I.G.E (India) Private Limited (PAC) R.C.A Limited (PAC) Rajendra Kumar Dabriwala (PAC) Surbhit Dabriwala (PAC) (S) Yamini Dabriwala (PAC) (S)		
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 / 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	104503053	61.66%	61.66%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	18084000	10.67%	10.67%
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 category)	N/A	N/A	N/A



e) Total (a+b+c+d) (#)	122587053	72.33%	72.33%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	3266000	1.93%	1.93%
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)	3266000	1.93%	1.93%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	104503053	61.66%	61.66%
b) Shares encumbered with the acquirer	18084000	10.67%	10.67%
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) (#)	122587053	72.33%	72.33%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	On market transfer inter-se among Promoters		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	28.11.2018		
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	169479130 equity shares of Rs. 1/- each		



the said acquisition / sale	
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 Surbhit Dabriwala, Yamini Dabriwala and the Acquirer are all 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 the electronic order matching system on the regular trading window (and not by way of a block trade), 3266000 equity shares of the Target Company sold by the Sellers, Surbhit Dabriwala and Yamini Dabriwala, and 3266000 equity shares of the Target Company were acquired by International Conveyors Limited. 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	83437376	49.23%	83437376	49.23%
International Conveyors Limited (Acquirer)	Promoter	20189160	11.91%	23455160	13.84%
R.C.A Limited (PAC)	Promoter	11158548	6.58%	11158458	6.58%
Rajendra Kumar Dabriwala (PAC)	Promoter	156519	0.09%	156519	0.09%
Surbhit Dabriwala (PAC)	Promoter	3711281	2.19%	1441281	0.85%
Yamini Dabriwala (PAC)	Promoter	3934169	2.32%	2938169	1.73%
Total	-	122587053	72.33%	122587053	72.33%

For **INTERNATIONAL CONVEYORS LTD**

Neha Khandelwal

Neha Khandelwal
Company Secretary & Compliance Officer

Place: KOLKATA
Date: 30.11.2018