

December 10, 2018

To,

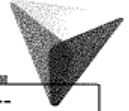
General Manager,
Department of Corporate Services,
14th Floor, BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Binal Khosla
Company Secretary & Compliance Officer,
Elpro International Limited
17th Floor, Nariman Point,
Mumbai, Maharashtra, 400021

**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES
AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Elpro International Limited		
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)	NIL	NIL	----
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)	NIL	NIL	---
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	1,95,84,000	11.56 %	---
Total (a+b+c+d)	1,95,84,000	11.56%	----
After the acquisition/sale-holding of:			
a) Shares carrying voting rights	----	----	----
b) Shares encumbered with the acquirer	1,95,84,000	11.56%	----
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)	1,95,84,000	11.56%	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge of shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge dates: November 29, 2018 and December 06, 2018		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	16,94,79,130 Shares		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	16,94,79,130 Shares		
Total diluted share/voting capital of the TC after the said acquisition	16,94,79,130 Shares		

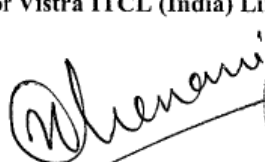



Note:

1,95,84,000 (1,80,84,00 + 15,00,000) Equity Shares of Elpro International Limited have been pledged with Vistra ITCL (India) Limited on November 29, 2018 and December 06, 2018 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(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For Vistra ITCL (India) Limited

Jatin Chohanani

Compliance Officer

Place: Mumbai

Encl.: As above