

I G E (India) Private Limited

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Mumbai 400 021.
India.

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CIN : U74999WB1930PTC152570

Date: July 14, 2026

To,

- 1) **BSE Limited**
Floor 25, P. J. Towers,
Dalal Street, Mumbai,
Mumbai – 400001.
- 2) **Elpro International Limited**
17th Floor, Nirmal, Nariman Point
Mumbai, Maharashtra - 400021

Dear Sir,

Sub: Disclosure pursuant to Regulation 31 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“Takeover Regulations”) and SEBI Circular No. SEBI/HO/CFD/DCRI/CIR/P/2019/90 dated August 7, 2019 read with SEBI Circular No. CIR/CFD/POLICYCELL/3/2015 dated August 5, 2015 (“SEBI Circulars”), in relation to the extension of existing pledge and creation of other encumbrances over the equity shares of Elpro International Limited (“Target Company”) for the Additional Facility (as defined below).

Ref: Disclosures dated June 19, 2026 and June 23, 2026, made pursuant to Regulation 31 of the Takeover Regulations.

We refer to the disclosures dated June 19, 2026 and June 23, 2026 respectively, made pursuant to Regulation 31 of the Takeover Regulations in respect of creation of pledge and other encumbrances over the equity shares of the Target Company.

Pursuant to Regulation 31 of the Takeover Regulations read with the SEBI Circulars, we wish to inform you that IGE (India) Private Limited has *inter alia* extended the existing pledge over the equity shares of the Target Company in favour of CTL Trusteeship Limited (in the capacity of ‘Security Trustee’ for the benefit of the ‘Lender’ i.e., Kotak Mahindra Bank Limited), along with creation of encumbrance pursuant to non-disposal undertaking and other covenant based encumbrances, for additional fund based and non-fund based facilities (“**Additional Facility**”). For completeness, it is clarified that no additional equity shares of the Target Company have been pledged for the Additional Facility.

Pursuant to the aforesaid extension of pledge, creation of encumbrance pursuant to non-disposal undertaking and other covenant-based encumbrances over the equity shares of the Target Company for the Additional Facility, please find attached the disclosures in “**Annexure I**” and “**Annexure II**”, in accordance with Regulation 31 of the Takeover Regulations read with the SEBI Circulars.

Please take the same on record and disseminate the same.

For **I G E (India) Private Limited**

Arpit Tapadia
Director
DIN: 09837980

Encl.: Annexure I and Annexure II

ANNEXURE – 1

Disclosure by the Promoters to the Stock Exchanges and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulations 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target Company (TC)					Elpro International Limited (“Company” or “Target Company”)								
Names of the stock exchanges where the shares of the target company are listed					BSE Limited								
Date of reporting					July 14, 2026								
Names of the promoters or PAC on whose shares encumbrance has been created/ released/invoked					IGE (India) Private Limited (<i>for pledge and other encumbrance</i>) and other members of the promoter/ promoter group of the Company (excluding International Conveyors Limited) (<i>for other encumbrance</i>)								
Details of the creation of encumbrance:													
Pledge of shares													
Name of the promoter(s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)]/invocation [(1)-(3)] }	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation + release + invocation)	Date of creation/ release/invocation of encumbrance	Type of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Reasons for encumbrance**	Number	% of share capital	Name of the entity in whose favour shares encumbered ***	Number	% of total share capital
Yamini Dabriwala	56,219	0.03%	-	-	-	-	-	-	-	-	-	-	-
Surbhit Dabriwala	3,97,800	0.23%	-	-	-	-	-	-	-	-	-	-	-
International Conveyors Limited	77	0.00%	-	-		-	-	-	-	-	-	-	-
R.C.A. Limited	1,16,08,548	6.85%	1,16,08,548	6.85%	-	-	-	-	-	-	-	-	-
I G E (India) Private Limited	11,50,46,326	67.88%	9,82,97,894	58.00%	Creation (i.e., extension of pledge for additional facility)	July 11, 2026	Pledge	Security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited	8,64,34,355	51.00%	In favour of CTL Trusteeship Limited acting as Security Trustee	9,82,97,894	58.00% ⁽¹⁾
Total	12,71,08,970	75.00%	10,99,06,442	64.85%	-	-	-	-	8,64,34,355	51.00%	-	9,82,97,894	58.00 ⁽¹⁾ %

(1) Pursuant to the Unattested Share Pledge Agreement dated June 17, 2026 executed by and amongst IGE (India) Private Limited (as the pledgor) and CTL Trusteeship Limited (as the debenture trustee), I G E (India) Private Limited has created a pledge over 8,64,34,355 equity shares of the Target Company (representing 51% of share capital) in favour of CTL Trusteeship Limited (acting as Debenture Trustee). Pursuant to the Deed of Confirmation dated July 11, 2026 to the Unattested Share Pledge Agreement (Pre-Acquisition Target) dated June 17, 2026, IGE (India) Private Limited has extended the existing pledge over 8,64,34,355 equity shares of the Target Company (representing 51% of share capital) in favour of CTL Trusteeship Limited (in the capacity of ‘Security Trustee’ for the benefit of the ‘Lender’ i.e., Kotak Mahindra Bank Limited), for the additional rupee term loan facility (with bank guarantee facility as a sub-limit) availed by Zenox Technology Services Private Limited from Kotak Mahindra Bank Limited (lender), in terms of the facility agreement dated July 11, 2026 entered into between Zenox Technology Services Private Limited, Kotak Mahindra Bank Limited (lender) and CTL Trusteeship Limited (security trustee), as may be amended/ restated from time to time (“**Additional Facility**”). For completeness, it is clarified that no additional equity shares of the Target Company has been pledged for the Additional Facility.

Other Encumbrance													
Name of the promoter(s) or PACs with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)]/invocation [(1)-(3)] }	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation + release + invocation)	Date of creation/ release / invocation of encumbrance	Type of encumbrance (pledge / lien / non-disposal / undertaking / others)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number	% of total share capital
Yamini Dabriwala ⁽¹⁾	56,219	0.03%	-	-	Creation (security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited)	July 11, 2026	Others	Security for the additional rupee term loan facility (with bank guarantee facility as a sub-limited) availed by Zenox Technology Services Private Limited	56,219 ⁽¹⁾	0.03% ⁽¹⁾	In favour of CTL Trusteeship Limited acting as Security Trustee	56,219 ⁽¹⁾	0.03% ⁽¹⁾
Surbhit Dabriwala ⁽¹⁾	3,97,800	0.23%	-	-	Creation (security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited)	July 11, 2026	Others	Security for the additional rupee term loan facility (with bank guarantee facility as a sub-limited) availed by Zenox Technology Services Private Limited	3,97,800 ⁽¹⁾	0.23% ⁽¹⁾	In favour of CTL Trusteeship Limited acting as Security Trustee	3,97,800 ⁽¹⁾	0.23% ⁽¹⁾
International Conveyors Limited	77	0.00%	-	-	-	-	-	-	-	-	-	-	-
R.C.A. Limited ⁽²⁾	1,16,08,548	6.85%	1,16,08,548	6.85%	Creation (security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited)	July 11, 2026	Others	Security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited	1,16,08,548 ⁽²⁾	6.85 ⁽²⁾	In favour of CTL Trusteeship Limited acting as Security Trustee	1,16,08,548 ⁽²⁾	6.85 ⁽²⁾

I G E (India) Private Limited ⁽²⁾	11,50,46,326	67.88%	11,50,46,326	67.88%	Creation (security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited)	July 11, 2026	Others	Security for the additional rupee term loan facility availed by Zenox Technology Services Private Limited	11,50,46,326 ⁽²⁾	67.88 ⁽²⁾	In favour of CTL Trusteeship Limited acting as Security Trustee	11,50,46,326 ⁽²⁾	67.88 ⁽²⁾
Total	12,71,08,970	75.00%	12,66,54,874	74.73%	-	-	-	-	12,71,08,893	75.00% ⁽³⁾	-	12,71,08,893	75.00% ⁽³⁾

- (1) The facility agreement dated July 11, 2026 entered into between Zenox Technology Services Private Limited, Kotak Mahindra Bank Limited (lender) and CTL Trusteeship Limited (security trustee), as may be amended/ restated from time to time (“**Facility Agreement**”), contains a contractual covenant in respect of IGE to procure non-dilution of shareholding of individual promoters in the Company, which may fall within the definition of “encumbrance” under Chapter V of the Takeover Regulations and is being disclosed out of abundant caution. Further, the deed of corporate guarantee dated July 11, 2026 entered into between I G E (India) Private Limited (as the guarantor) and CTL Trusteeship Limited (as the security trustee) (“**Deed of Corporate Guarantee**”) contains a contractual covenant in respect of IGE to procure non-dilution of shareholding of individual promoters in the Company, which may fall within the definition of “encumbrance” under Chapter V of the Takeover Regulations and is being disclosed out of abundant caution.
- (2) The Facility Agreement and Deed of Corporate Guarantee contain certain contractual covenants in relation to the equity shares of the Company, which may fall within the definition of “encumbrance” under Chapter V of the Takeover Regulations.
- (3) This has been rounded off to two decimal points, and does not include shares held by International Conveyors Limited in the Target Company.

Other encumbrance - Non disposal undertaking													
Name of the promoter(s) or PACs with him	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ release {(2)-(3)}/invocation {(1)-(3)} }	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation + release invocation)	Date of creation/ release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number	% of total share capital
Yamini Dabriwala	56,219	0.03%	-	-	-	-	-	-	-	-	-	-	-
Surbhit Dabriwala	3,97,800	0.23%	-	-	-	-	-	-	-	-	-	-	-
International Conveyors Limited	77	0.00%	-	-	-	-	-	-	-	-	-	-	-
R. C. A. Limited	1,16,08,548	6.85%	1,16,08,548	6.85%	-	-	-	-	-	-	-	1,16,08,548	6.85%
I G E (India) Private Limited	11,50,46,326	67.88%	11,50,46,326	67.88%	Creation (non-disposal undertaking)	July 11, 2026	Non-disposal undertaking ⁽¹⁾	As stated below ⁽¹⁾	1,67,48,431 ⁽²⁾	9.88% ⁽¹⁾	CTL Trusteeship Limited acting as Debenture Trustee	11,50,46,326	67.88%
Total	12,71,08,970	75.00%	12,66,54,874	74.73%	-	-	-	-	1,67,48,431	9.88%	-	12,66,54,874	74.73%

(1) I G E (India) Private Limited has provided a non-disposal undertaking dated July 11, 2026 in favour of CTL Trusteeship Limited (acting as Debenture Trustee), pursuant to the debenture trust deed dated June 17, 2026 executed between Zenox Technology Services Private Limited and CTL Trusteeship Limited, as may be amended/restated from time to time read with the deed of confirmation dated July 11, 2026 entered into, inter alia, between I G E (India) Private Limited, Zenox Technology Services Private Limited and CTL Trusteeship Limited (in its capacity as the debenture trustee and the security trustee), in respect of 1,67,48,431 equity shares representing 9.88% of the share capital of the Target Company.

For IGE (India) Private Limited

Arpit Tapadia
Director
DIN: 09837980

Place: Mumbai
Date: July 14, 2026

ANNEXURE – II

Disclosure of reasons for encumbrance - Pledge
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Elpro International Limited (“ Company ” or “ Target Company ”)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	IGE (India) Private Limited
Total promoter shareholding in the listed company	No. of shares: 12,71,08,970 % of total share capital: 75.00%
Encumbered shares as a % of promoter shareholding	68.00%
Whether encumbered share is 50% or more of promoter shareholding	YES NO
Whether encumbered share is 20% or more of total share capital	YES NO

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

		Encumbrance (Date of creation of encumbrance: July 11, 2026)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge
No. and % of shares encumbered		8,64,34,355 (51%) ⁽¹⁾
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	In favour of CTL Trusteeship Limited acting as Security Trustee
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NO Trusteeship services
	Names of all other entities in the agreement	Deed of Confirmation dated July 11, 2026 to the Unattested Share Pledge Agreement (Pre-Acquisition Target) dated June 17, 2026, entered into, inter alia, between I G E (India) Private Limited, Zenox Technology Services Private Limited and CTL Trusteeship Limited (in its capacity as the debenture trustee and the security trustee) (“ Deed of Confirmation ”).
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes, 1. Name of the issuer: NA 2. Details of the debt instrument: NA 3. Whether the debt instrument is listed on stock exchanges?: NA 4. Credit Rating of the debt instrument: NA 5. ISIN of the instrument: NA
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 15,06,11,86,358.75
	Amount involved (against which shares have been encumbered) (B)	INR 4,98,00,00,000
	Ratio of A / B	3.02
End money use of	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (c) Any other reason (please specify)	The borrower shall apply the amounts towards part-financing the acquisition of equity shares of the Company and expenses in relation to the facility.

(1) Pursuant to the Unattested Share Pledge Agreement dated June 17, 2026 executed by and amongst IGE (India) Private Limited (as the pledgor) and CTL Trusteeship Limited (as the debenture trustee), I G E (India) Private Limited has created a pledge over 8,64,34,355 equity shares of the Target Company (representing 51% of share capital) in favour of CTL Trusteeship Limited (acting as Debenture Trustee). Pursuant to the Deed of Confirmation, I G E (India) Private Limited has extended the existing pledge over 8,64,34,355 equity shares of the Target Company (representing 51% of share capital) in favour of CTL Trusteeship Limited (in the capacity of ‘Security Trustee’ for the benefit of the ‘Lender’ i.e., Kotak Mahindra Bank Limited,), for the additional rupee term loan facility (with bank guarantee facility as a sub-limited) availed by Zenox Technology Services Private Limited from Kotak Mahindra Bank Limited, in terms of the facility agreement dated July 11, 2026 entered into between Zenox Technology Services Private Limited, Kotak Mahindra Bank Limited and CTL Trusteeship Limited, as may be amended/ restated from time to time (“Additional Facility**”). For completeness, it is clarified that no additional equity shares of Elpro have been pledged for the Additional Facility.*

Disclosure of reasons for encumbrance – Other Encumbrance
(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Elpro International Limited (“ Company ” or “ Target Company ”)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	IGE (India) Private Limited and other members of the promoter/ promoter group of the Target Company (except International Conveyors Limited)
Total promoter shareholding in the listed company	No. of shares: 12,71,08,970 % of total share capital: 75%
Encumbered shares as a % of promoter shareholding	99.99%
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

		Encumbrance (Date of creation of encumbrance: July 11, 2026)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Other*
No. and % of shares encumbered		12,71,08,893 (75.00%) ⁽¹⁾⁽²⁾
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	In favour of CTL Trusteeship Limited acting as Security Trustee
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NO Trusteeship Services
	Names of all other entities in the agreement	Facility Agreement dated July 11, 2026 entered into between Zenox Technology Services Private Limited, Kotak Mahindra Bank Limited (lender) and CTL Trusteeship Limited (security trustee), as may be amended/ restated from time to time (“ Facility Agreement ”). Deed of corporate guarantee dated July 11, 2026 entered into between I G E (India) Private Limited (as the guarantor) and CTL Trusteeship Limited (as the security trustee) (“ Deed of Corporate Guarantee ”).
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes, 1. Name of the issuer: NA 2. Details of the debt instrument: NA 3. Whether the debt instrument is listed on stock exchanges?: NA 4. Credit Rating of the debt instrument: NA
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 22,14,87,24,605.25
	Amount involved (against which shares have been encumbered) (B)	INR 498,00,00,000
	Ratio of A / B	4.45
End money use of	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	The borrower shall apply the amounts towards part-financing the acquisition of equity shares of the Company and expenses in relation to the facility.

	(c) Any other reason (please specify)	
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- (1) The Facility Agreement and Deed of Corporate Guarantee contain certain contractual covenants in relation to the equity shares of the Company, which may fall within the definition of “encumbrance” under Chapter V of the Takeover Regulations. Further, the Facility Agreement and Deed of Corporate Guarantee contain a contractual covenant in respect of IGE to procure non-dilution of shareholding of individual promoters in the Company, which may fall within the definition of “encumbrance” under Chapter V of the Takeover Regulations and is being disclosed out of abundant caution.
- (2) This has been rounded off to two decimal points, and does not include shares held by International Conveyors Limited in the Target Company.

Disclosure of reasons for encumbrance – Other Encumbrance (Non-Disposal Undertaking)

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Elpro International Limited (“ Elpro ”)
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	IGE India Private Limited
Total promoter shareholding in the listed company	No. of shares: 12,71,08,970 % of total share capital: 75%
Encumbered shares as a % of promoter shareholding	13.18%
Whether encumbered share is 50% or more of promoter shareholding	YES / NO
Whether encumbered share is 20% or more of total share capital	YES / NO

DETAILS OF ALL THE EXISTING EVENTS/ AGREEMENTS PERTAINING TO ENCUMBRANCE

		Encumbrance (Date of creation of encumbrance: July 11, 2026)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Non-disposal undertaking ⁽¹⁾
No. and % of shares encumbered		1,67,48,431 (9.88%) ⁽¹⁾
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	In favor of CTL Trusteeship Limited (in its capacity as Debenture Trustee and the Security Trustee)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	NO Trusteeship Services
	Names of all other entities in the agreement	Non-disposal undertaking dated July 11, 2026 provided by I G E (India) Private Limited in favour of CTL Trusteeship Limited (acting as Debenture Trustee), pursuant to the debenture trust deed dated June 17, 2026 executed between Zenox Technology Services Private Limited and CTL Trusteeship Limited, as may be amended/restated from time to time read with the deed of confirmation dated July 11, 2026 entered into, inter alia, between I G E (India) Private Limited, Zenox Technology Services Private Limited and CTL Trusteeship Limited (in its capacity as the debenture trustee and the security trustee).
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes, 1. Name of the issuer: NA 2. Details of the debt instrument: NA 3. Whether the debt instrument is listed on stock exchanges?: NA 4. Credit Rating of the debt instrument: NA
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 2,91,84,14,101.75
	Amount involved (against which shares have been encumbered) (B)	INR 4,98,00,00,000
	Ratio of A / B	0.59
End money use of	Borrowed amount to be utilized for what purpose – (d) Personal use by promoters and PACs (e) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (f) Any other reason (please specify)	The borrower shall apply the amounts towards part-financing the acquisition of equity shares of the Company.

(1) I G E (India) Private Limited has provided a non-disposal undertaking dated July 11, 2026 in favour of CTL Trusteeship Limited (acting as Debenture Trustee), pursuant to the debenture trust deed dated June 17, 2026 executed between Zenox Technology Services Private Limited and CTL Trusteeship Limited, as may be amended/restated from time to time read with the deed of confirmation dated July 11, 2026 entered, inter alia, between I G E (India) Private Limited, Zenox Technology Services Private Limited and CTL Trusteeship Limited (in its capacity as the debenture trustee and the security trustee), in respect of 1,67,48,431 equity shares representing 9.88% of the share capital of the Target Company.

For IGE (India) Private Limited

Arpit Tapadia
Director
DIN: 09837980

Place: Mumbai
Date: July 14, 2026