

Elpro International Ltd.

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

T +91 22 2202 3075, +91 22 4029 9000
F +91 22 2202 7995

CIN: L51505MH1962PLC012425

October 18, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code – 504000

Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the SEBI Listing Regulations, as amended, we enclosed herewith a copy of Notice of Postal Ballot, seeking approval of the Members of the Company, to pass the resolution, as set out below, by means of Postal Ballot through electronic means (“e-voting / remote e-voting”):

Type of Resolution	Resolution
Ordinary	To approve the related party transaction(s)

The Postal Ballot Notice, has been sent electronically to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, October 10, 2025 ("cut-off date") and whose email addresses are registered with the Company / Depositories, in accordance with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022; No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023; No. 9/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025, issued by Ministry of Corporate Affairs in this regard.

The copy of said Postal Ballot Notice will be available on the website of the Company at www.elpro.co.in and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. This Notice can also be accessed from the website of the Stock Exchange on which shares of the Company are listed i.e., www.bseindia.com.

Kindly take the same on records.

Thanking you,
Yours faithfully,

For **Elpro International Limited**

Rushabh
Rajen
Ajmera
Digitally signed
by Rushabh
Rajen Ajmera
Date: 2025.10.18
15:57:32 +05'30'

Rushabh Ajmera
Company Secretary

Encl: as above

ELPRO INTERNATIONAL LIMITED

CIN: L51505MH1962PLC012425

Registered Office: 17th Floor, Nirmal Building, Nariman Point, Mumbai - 400 021

Tel.: +91 22 4029 9000; **Fax:** +91 22 2202 7995

Email: ir@elpro.co.in; **Website:** www.elpro.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

E-voting starts on	Sunday, October 19, 2025
E-voting ends on	Monday, November 17, 2025

Dear Member(s),

NOTICE is hereby given to the members of Elpro International Limited ("the Company") that the resolution appended below is proposed to be passed by the members of the Company through Postal Ballot Process ("Postal Ballot") by way of electronic means only ("e-voting / remote e-voting"), pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (SS-2) and other applicable rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant circulars issued by the Ministry of Corporate Affairs ("MCA") in this regard.

Special Business:

1. To approve Related Party Transaction(s):

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with applicable Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's policy on materiality of related party transactions and on dealing with related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted/to be constituted

by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) in respect of advancing interest bearing inter-corporate deposits ("ICDs") / loans or give guarantee or provide security by the Company or its Wholly-owned subsidiary company, Ultra Sigma Private Limited, in one or more tranches, to entities falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for a period of one (1) year from the date of according approval of members through this Notice, more specifically set out in the explanatory statement and on such material terms and conditions as detailed in the explanatory statement to this resolution, provided that the said Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) shall be at arm's length basis;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to finalise the terms and conditions of the ICDs/ loans to be advanced and/or guarantee/security to be provided and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members of the Company (except as may be required, pursuant to the applicable provisions of the SEBI Listing Regulations and the Act, as amended from time to time), and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT a copy of the above resolution certified by any Director or Chief Financial Officer or Company Secretary of the Company be submitted with all such authorities or parties as may be required from time to time in order to give effect to the above resolution."

**By Order of the Board of Directors
For Elpro International Limited**

**Sd/-
Rushabh Ajmera
Company Secretary**

Mumbai, September 30, 2025

Registered Office:

Nirmal, 17th Floor,
Nariman Point,
Mumbai - 400021
Tel.: +91 22 4029 9000
Fax: +91 22 2202 7995
CIN: L51505MH1962PLC012425
Email: ir@elpro.co.in
Website: www.elpro.co.in

NOTES:

1. The relevant Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rules made thereunder, each as amended, setting out the material facts is annexed hereto and forms part of this Notice.
2. Ministry of Corporate Affairs ("MCA") in terms of the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 10/2021 dated June 23, 2021; No. 20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022; No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023; No. 9/2024 dated September 19, 2024 and No. 3/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") has advised companies to take all decisions requiring members' approval, other than items of ordinary business, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a General Meeting.

In compliance of the aforesaid MCA Circulars, this Notice is being sent by electronic mode only to those members who have registered their email addresses with the Company / Depositories and the communication of assent / dissent of the members will only take place through e-voting (remote e-voting) system.

Please note that physical copies of Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelope are not being sent to the members and no physical ballot forms will be accepted. Members are requested to provide their assent or dissent through e-voting (remote e-voting) system only.

3. In compliance with the provisions of Sections 108 and 110 of the Act read with applicable Rules made thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to offer remote e-voting facility to its members, to enable to cast their votes electronically. In this regard, the Company has appointed National Securities Depository Limited ("NSDL") for facilitating e-voting (remote e-voting) system to enable the members to cast their votes electronically.
4. The Notice is being sent to all members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, October 10, 2025, and who have registered their email addresses with the Company / Depositories. The members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, October 10, 2025, being "cut-off date", are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on cut-off date should treat this Notice for information purposes only.
5. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, October 10, 2025, being the cut-off date fixed for the purpose.

In case of joint holders, only one shareholder can exercise their right for e-vote for every Folio No. / DP - Client Id.
6. Members may note that the Notice of Postal Ballot will also be available on the website of the Company at www.elpro.co.in and the website of NSDL at www.evoting.nsdl.com. This Notice can also be accessed from the website of the Stock Exchange on which shares of the Company are listed i.e., www.bseindia.com.
7. All relevant documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode. Members who wish to inspect the documents are requested to send an email to ir@elpro.co.in mentioning their Name, Folio no. / DP Id - Client Id and self-attested copy of the PAN Card.
8. The remote e-voting period will commence on Sunday, October 19, 2025 from 09:00 a.m. (IST) and ends on Monday, November 17, 2025 at 05:00 p.m. (IST). During this period, members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Friday, October 10, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

9. Once the vote is cast by the Member through remote e-voting, he / she shall not be allowed to change it subsequently or cast the vote again.
10. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
11. The Board of Directors at its meeting held on September 30, 2025 have appointed Mrs. Jayshree A. Lalpuria, Proprietor of M/s. Jayshree A. Lalpuria & Co., Practicing Company Secretaries (Certificate of Practice No.: 7109) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer have communicated their willingness to be appointed for the said purpose.
12. The Scrutinizer, will after the conclusion of remote e-voting, scrutinize the votes casts by the members of the Company, submit the report to the Chairman and Managing Director or any officer of the Company authorized by him, who shall declare the results of the postal ballot (e-voting / remote e-voting) within two (2) working days from the conclusion of remote e-voting and the same, along with Scrutinizer's Report, will be placed on the website of the Company i.e., www.elpro.co.in and the website of NSDL i.e., www.evoting.nsdl.com immediately after the declaration of result by the Chairman and Managing Director and in his absence, any officer of the Company authorized by him and the same shall be communicated to the Stock Exchange where shares of the Company are listed i.e., www.bseindia.com.
13. With a view to use natural resources responsibly, Members are requested to update their contact details including e-mail address, mandates, nominations, power of attorney (if any), Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their Depository Participant(s) (in case shares are held in dematerialized form) and with Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("RTA") (in case shares are held in physical form) to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
14. The Resolution as mentioned in this Notice shall be deemed to have been passed on Monday, November 17, 2025, being the last date specified by the Company for e-voting (remote e-voting).
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant(s) in the securities market and hence, members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. members holding shares in physical form can submit their PAN details to the Company or its RTA.
16. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialize their holdings.

In reference to said SEBI Circulars, members may note that SEBI had mandated following procedures to be followed by the Company's RTA while dealing with the service requests:
 - a) Companies / RTA shall verify and process the service requests as received from Member(s) / Claimant(s) of the Company and thereafter, issue a "Letter of Confirmation" in lieu of physical share certificate(s) to the Member(s) / Claimant(s) within thirty (30) days of its receipt of such request after removing objections, if any.
 - b) The "Letter of Confirmation" shall be valid for One Hundred and Twenty (120) days from the date of its issuance, within which the Member(s) / Claimant(s) shall make a request to the Depository Participant(s) for dematerializing the said securities.
 - c) In case, the Member(s) / Claimant(s) fails to submit the demat request within the aforesaid period then Companies / RTA shall credit the securities to the Suspense Escrow Demat Account of the Company.
17. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, all shareholders are hereby informed that a Special Window is being opened for a period of six (6) months, from July 7, 2025 to January 6, 2026 to facilitate re-lodgment of transfer requests of physical shares. This facility is available for transfer deeds lodged prior to April 01, 2019 and which were rejected, returned, or not attended to due to deficiencies in documents/process/or otherwise.

Investors who have missed the earlier deadline of March 31, 2021 (the cut-off date for re-lodgment of transfer deed) are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's Registrar and Share Transfer Agent ("RTA") i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 or through email address: investor.helpdesk@in.mpms.mufg.com or to the Company at ir@elpro.co.in, for further assistance.

In case of any queries, shareholders are requested to raise a service request at investor.helpdesk@in.mpms.mufg.com or ir@elpro.co.in or logging in to SWAYAM Portal on <https://swayam.in.mpms.mufg.com>. During this period,

the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat mode. Due process shall be followed for such transfer-cum-demat requests.

18. In addition to the above, attention of shareholders is drawn to the '100 days Campaign - Saksham Niveshak', initiative from The Investor Education and Protection Fund Authority ("IEPFA"), Ministry of Corporate Affairs ("MCA") from July 28, 2025 to November 6, 2025, under which the Company continues to assist shareholders in claiming their unpaid / unclaimed dividends. As per the directive of IEPFA, the Company has initiated the "100 days Campaign - Saksham Niveshak", for the shareholders, whose dividend are unpaid/unclaimed and this notice is being issued by the Company as part of the said campaign.

The Shareholders who have not claimed their dividends can update their KYC details and claim the said dividends. The process to update the KYC along with draft forms are available on the website of the Company at <https://www.elpro.co.in> and on the RTA's website at <https://web.in.mpms.mufig.com/KYC-downloads.html>

Mode of dispatch will be as stated below:

- **By post:**
Physical copies, self-attested and dated to MUFG Intime India Private Limited ("MUFG"), C 101, 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or;
- **By email:**
From your registered email ID, with digitally signed documents to: investor.helpdesk@in.mpms.mufig.com or ir@elpro.co.in or;
- **SWAYAM Portal:**
Upload via MUFG's portal: <https://swayam.in.mpms.mufig.com/>

19. Process for registration of email address and bank account details:

- (a) Members holding shares in physical mode are requested to register / update their email address and / or bank account details by sending request to the Company's Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited) at rnt.helpdesk@in.mpms.mufig.com / Tel.: 022-49186000 / +91-8108116767.
- (b) Members holding shares in dematerialized mode are requested to register / update their email address and / or bank account details with the Depository Participant(s) with whom they maintain their demat account(s).

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

The remote e-voting period shall commence on Sunday, October 19, 2025 at 09:00 a.m. (IST) and ends on Monday, November 17, 2025 at 05:00 p.m. (IST). During this period, the members whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., Friday, October 10, 2025, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The instructions for members for remote e-voting are as given below:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

(A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website i.e. www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800-21-09911.

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder / Member" section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if Folio Number is 001*** and EVEN is 128157 then user ID is 128157001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open. **Step 2: Cast your vote electronically on NSDL e-voting system.**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company i.e., 137469 for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail to ir@elpro.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your

password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on contact number 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ir@elpro.co.in.
2. In case shares are held in demat mode, please provide DP Id – Client Id (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@elpro.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**

i.e., **Login method for e-voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile Number and Email ID correctly in their Demat Accounts in order to access e-voting facility.

**By Order of the Board of Directors
For Elpro International Limited**

**Sd/-
Rushabh Ajmera
Company Secretary**

Mumbai, September 30, 2025

Registered Office:

Nirmal, 17th Floor,
Nariman Point,
Mumbai - 400021
Tel.: +91 22 4029 9000
Fax: +91 22 2202 7995
CIN: L51505MH1962PLC012425
Email: ir@elpro.co.in
Website: www.elpro.co.in

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Regulation 23(1) of the SEBI Listing Regulations mandates a company to obtain approval of its shareholders by way of an 'Ordinary Resolution' for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds Rs.1,000 Crores (Rupees One Thousand Crores Only) or 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower.

Pursuant to Regulation 23 of the SEBI Listing Regulations, all material related party transactions require approval of the members by way of an 'Ordinary Resolution' and all entities falling under the definition of "Related Party" shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoter / Promoter Group of the Company shall not vote on the resolution set out as 'Item No. 1' in this Notice.

In order to deploy funds of the Company efficiently, the Company is proposing to advance interest bearing inter-corporate deposits ("ICDs") / loans or give guarantee or provide security by itself or its wholly-owned subsidiary company, Ultra Sigma Private Limited, on an arms-length basis to related parties viz., (i) IGE (India) Private Limited ("IGE"); (ii) International Conveyor Limited ("ICL"); (iii) R.C.A. Limited ("RCA"); and (iv) Dabri Properties & Trading Company Private Limited (Formerly known as Dabri

Properties & Trading Company Limited) ("DPTCPL") (together the "Proposed RPTs"), for a period of one (1) year from the date of according approval of members through this Notice, for their principal business activities, as tabled below:

Sr. No.	Name of Party	Nature of Transactions	Maximum Outstanding Value of Transaction(s) (Rs. in Crores)
1	IGE (India) Private Limited (Promoter Company)	ICDs / loans or Guarantee or Security	100.00
2	International Conveyors Limited (Promoter Company)		50.00
3	R. C. A. Limited (Promoter Company)		125.00
4	Dabri Properties & Trading Company Private Limited (Formerly known as Dabri Properties & Trading Company Limited) (Associate Company)		80.00

The Company shall ensure the aggregate outstanding amounts for each party shall not exceed the limits approved by the members or under Section 186 of the Act. Please note that the Company will still have adequate cash reserves to execute its business plans, post undertaking these related party transaction(s).

The members are informed that the proposed value of ICDs / loans or guarantee or security to be granted to the aforementioned companies exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.

The Proposed RPTs were approved by the Board of Directors of the Company at its meeting held on September 30, 2025, based on the recommendation and approval of the Audit Committee in its meeting held earlier on September 30, 2025. The Audit Committee was provided with all relevant information with respect to the Proposed RPTs (including rationale, material terms such as interest rate and tenure, and justification) as required

under the SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 ("RPT Industry Standards") and the same has been annexed herein as "Annexure A" for your reference. The Audit Committee has reviewed and took note of the certificate by Mr. Deepak Kumar, Chairman and Managing Director and Mr. Deepak Kumar Ajmera, Chief Financial Officer of the Company, confirming that the Proposed RPTs are in the interest of the Company. As required under Regulation 23(2) of the SEBI Listing Regulations, only those members of the Audit Committee of the Company who are Independent Directors were permitted to approve the Proposed RPTs which demonstrates that objective judgement was applied to all transactions proposed for approval. The Proposed RPTs shall also be reviewed / monitored by the Audit Committee of the Company on quarterly basis and shall remain within the proposed amount being placed before the shareholders.

Please note that the members of the Company had earlier authorized the Board of Directors of the Company under Regulation 23 of the Listing Regulations to ICDs/ loans or give guarantee or provide security to IGE, ICL, RCA and DPTCPL with limits of up to Rs. 100 Crores, Rs. 50 Crore, Rs. 50 Crores and Rs. 50 Crores respectively, by way of passing an Ordinary Resolution on September 15, 2024 vide Postal Ballot Notice dated August 9, 2024.

The members may also note that a proposal to advance ICDs / loans or giving guarantee or providing security to IGE, ICL, RCA, and DPTCPL was earlier circulated vide Postal Ballot Notice dated August 13, 2025, under a longer-term framework. Based on constructive feedback and suggestions received from certain valued stakeholder(s) particularly regarding the need for greater clarity on key commercial terms such as tenure, interest/ commission rate, and other key modalities, the Audit Committee and Board of Directors of the Company, at their respective meetings held on September 30, 2025, revisited the proposal with the intention of providing a more defined framework. Accordingly, the Company is now seeking approval with clearly specified commercial terms. This focused approach is intended to provide enhanced visibility to members while making their decision on the proposed transaction.

The members may further note that the approval of members of the Company shall be accorded or said resolution shall be deemed to have been passed on Monday, November 17, 2025, being the last date specified by the Company for e-voting (remote e-voting).

Considering that the aforesaid transactions will benefit the Company, the Board of Directors recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for approval by the members of the Company.

In regard to the details regarding interest of Director(s) or Key Managerial Personnel, if any, in this proposed resolution, kindly refer to point no. A(5)(7) of the "Annexure A", which forms part of this Notice.

This explanatory statement may also be regarded as a disclosure as required under SEBI Listing Regulations.

**By Order of the Board of Directors
For Elpro International Limited**

**Sd/-
Rushabh Ajmera
Company Secretary**

Mumbai, September 30, 2025

Registered Office:

Nirmal, 17th Floor,
Nariman Point,
Mumbai - 400021
Tel.: +91 22 4029 9000
Fax: +91 22 2202 7995
CIN: L51505MH1962PLC012425
Email: ir@elpro.co.in
Website: www.elpro.co.in

ANNEXURE - A
IGE (INDIA) PRIVATE LIMITED

Minimum Information for the Proposed Related Party Transaction(s)																	
Sr. No.	Particulars of the Information	Information provided by the Management															
(A1) Basic Details of the related party:																	
1.	Name of the related party	IGE (India) Private Limited ("IGE")															
2.	Country of incorporation of the related party	India															
3.	Nature of business of the related party	IGE is involved in the business of real estate development, trading, investing, renewable energy generation and general advisory activities.															
(A2) Relationship and ownership of the related party:																	
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	IGE is the Holding Company (also Promoter Group Company) of Elpro International Limited ("EIL"). IGE is the ultimate Holding Company of Ultra Sigma Private Limited ("USPL"), a wholly-owned Subsidiary of EIL. Not Applicable Not Applicable IGE holds 67.88% shareholding in EIL. The Promoter and Promoter Group of EIL, of which IGE is a part of, holds 75.00% shareholding in EIL. EIL holds 100% equity shares in USPL.															
A(3) Details of previous transactions with the related party																	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transactions undertaken by EIL with IGE during the Financial Year 2024-25: <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>Purchase of goods or services</td><td>206.82</td></tr> <tr> <td>2</td><td>ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025</td><td> Nil 2,050.00 2,050.00 </td></tr> <tr> <td>3</td><td>Interest received on ICDs granted</td><td>49.74</td></tr> <tr> <td>4</td><td>Other Transactions: - Payment of refundable security deposit in relation to lease of property - Payment for acquisition of partnership interest in Eduspace Services LLP - Purchase of property, plant and equipment</td><td> 293.58 3,139.58 294.01 </td></tr> </tbody> </table> There were no transactions undertaken by USPL with IGE during the Financial Year 2024-25.	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	Purchase of goods or services	206.82	2	ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025	Nil 2,050.00 2,050.00	3	Interest received on ICDs granted	49.74	4	Other Transactions: - Payment of refundable security deposit in relation to lease of property - Payment for acquisition of partnership interest in Eduspace Services LLP - Purchase of property, plant and equipment	293.58 3,139.58 294.01
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)															
1	Purchase of goods or services	206.82															
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Minimum Information for the Proposed Related Party Transaction(s)																		
Sr. No.	Particulars of the Information	Information provided by the Management																
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to June 2025).	Transactions undertaken by EIL with IGE from April 2025 to June 2025: <table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr><tr><td>1</td><td>Purchase of goods or services</td><td>170.90</td></tr><tr><td>2</td><td>ICDs given: Opening as on April 1, 2025 Value undertaken from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025</td><td>2,050.00 1,152.00 3,202.00</td></tr><tr><td>3</td><td>Interest received on ICDs granted</td><td>76.20</td></tr><tr><td>4</td><td>Other Transactions: - Payment of refundable security deposit in relation to lease of property</td><td>15.12</td></tr></table>		Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	Purchase of goods or services	170.90	2	ICDs given: Opening as on April 1, 2025 Value undertaken from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025	2,050.00 1,152.00 3,202.00	3	Interest received on ICDs granted	76.20	4	Other Transactions: - Payment of refundable security deposit in relation to lease of property	15.12
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)																
1	Purchase of goods or services	170.90																
2	ICDs given: Opening as on April 1, 2025 Value undertaken from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025	2,050.00 1,152.00 3,202.00																
3	Interest received on ICDs granted	76.20																
4	Other Transactions: - Payment of refundable security deposit in relation to lease of property	15.12																
		There were no transactions undertaken by USPL with IGE from April 2025 to June 2025.																
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.																
(A4) Amount of the proposed transaction(s)																		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 100.00 Crores																
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs) / loans or guarantee to be given or security to be provided to IGE exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.)																
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	25.63%																
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	78.40%																
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	16.08%																
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs. in Lakhs)</th></tr><tr><td>Turnover</td><td>6,538.62</td></tr><tr><td>Profit After Tax</td><td>398.05</td></tr><tr><td>Net worth</td><td>51,957.70</td></tr></table>		Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	6,538.62	Profit After Tax	398.05	Net worth	51,957.70							
Particulars	FY 2024-25 (Rs. in Lakhs)																	
Turnover	6,538.62																	
Profit After Tax	398.05																	
Net worth	51,957.70																	

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
A(5) Basic details of the proposed transaction:		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans
2.	Details of each type of the proposed transaction	In order to deploy funds of the Company efficiently, the Company or USPL is proposing to advance ICDs / loans or give guarantee or provide security ("Proposed Borrowings") to IGE for an amount not exceeding Rs. 100 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 100 Crores.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Monday, November 17, 2025.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed transaction will be Rs. 100 Crores and estimated break up will be Rs. 50 Crores per Financial Year during FY 2025-26 and FY 2026-27. This may be subject to change, based on availability of funds with EIL or USPL and requirements of IGE. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 100 Crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security by itself or its wholly-owned subsidiary company, USPL, on an arms length basis to IGE, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September, 2025. The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly: a) Name of the Director / KMP: b) Shareholding of the director / KMP, whether direct or indirect, in the related party:	Mr. Surbhit Dabriwala (Promoter, Director and Member of EIL and IGE) Ms. Yamini Dabriwala (Promoter and Member of EIL and IGE) Mr. Deepak Kumar Ajmera (Chief Financial Officer of EIL and Director of IGE) Mr. Surbhit Dabriwala, along with Ms. Yamini Dabriwala, holds 100% shareholding (direct only) in IGE. Mr. Deepak Kumar Ajmera, Chief Financial Officer of EIL has 'Nil' shareholding in IGE.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other details	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	The weighted average cost of borrowings made by EIL or USPL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.72% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Eleven percent (11%) per annum
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
6.	Repayment schedule & terms	The interest bearing ICDs / loans or guarantee or security to IGE, will have a tenure of one (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of IGE.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts by EIL or USPL, in line with standard market practices for corporate guarantee / security arrangements.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 100 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 100 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a "wilful defaulter" by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	The related party has remained solvent and continued as a going concern during the last three financial years.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 100 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 100 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a “wilful defaulter” by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.

ANNEXURE - A
INTERNATIONAL CONVEYORS LIMITED

Minimum Information for the Proposed Related Party Transaction(s)								
Sr. No.	Particulars of the Information	Information provided by the Management						
(A1) Basic Details of the related party:								
1.	Name of the related party	International Conveyors Limited ("ICL")						
2.	Country of incorporation of the related party	India						
3.	Nature of business of the related party	ICL is involved in the business of manufacturing of PVC Conveyor Belting, wind energy generation and investment activities.						
(A2) Relationship and ownership of the related party:								
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	ICL is a part of Promoter Group of Elpro International Limited ("EIL") and Ultra Sigma Private Limited ("USPL") is a wholly-owned Subsidiary of EIL. EIL holds 1.47% shareholding in ICL. Not Applicable ICL holds 77 equity shares ('Nil' % shareholding) in EIL. The Promoter and Promoter Group of EIL, of which ICL is a part of, holds 75.00% shareholding in EIL. EIL holds 100% equity shares in USPL.						
A(3) Details of previous transactions with the related party								
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transactions undertaken by EIL with ICL during the Financial Year 2024-25: <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>Sale of goods or services</td><td>28.48</td></tr> </tbody> </table> There were no transactions undertaken by USPL with ICC during the Financial Year 2024-25.	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	Sale of goods or services	28.48
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)						
1	Sale of goods or services	28.48						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to June 2025).	Transactions undertaken by EIL with ICL from April 2025 to June 2025: <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>Sale of goods or services</td><td>7.58</td></tr> </tbody> </table> There were no transactions undertaken by USPL with ICL from April 2025 to June 2025.	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	Sale of goods or services	7.58
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)						
1	Sale of goods or services	7.58						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.						

Minimum Information for the Proposed Related Party Transaction(s)											
Sr. No.	Particulars of the Information	Information provided by the Management									
(A4) Amount of the proposed transaction(s)											
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 50.00 Crores									
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs) / loans or guarantee to be given or security to be provided to ICL exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.)									
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12.81%									
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	39.20%									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	32.93%									
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs. in Lakhs)</th></tr><tr><td>Turnover</td><td>14,082.11</td></tr><tr><td>Profit After Tax</td><td>7,625.28</td></tr><tr><td>Net worth</td><td>34,599.03</td></tr></table>		Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	14,082.11	Profit After Tax	7,625.28	Net worth	34,599.03
Particulars	FY 2024-25 (Rs. in Lakhs)										
Turnover	14,082.11										
Profit After Tax	7,625.28										
Net worth	34,599.03										
(A5) Basic details of the proposed transaction:											
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans									
2.	Details of each type of the proposed transaction	In order to deploy funds of the Company efficiently, the Company or USPL is proposing to advance ICDs / loans or give guarantee or provide security ("Proposed Borrowings") to ICL for an amount not exceeding Rs. 50 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 50 Crores.									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Monday, November 17, 2025.									
4.	Whether omnibus approval is being sought?	No									

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed transaction will be Rs. 50 Crores and estimated break up will be Rs. 25 Crores per Financial Year during FY 2025-26 and FY 2026-27. This may be subject to change, based on availability of funds with EIL or USPL and requirements of ICL. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 50 Crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security by itself or its wholly-owned subsidiary company, USPL, on an arms length basis to ICL, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025. The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly: a) Name of the Director / KMP: b) Shareholding of the director / KMP, whether direct or indirect, in the related party:	Mr. Surbhit Dabriwala (Promoter, Director and Member of EIL and ICL) Ms. Yamini Dabriwala (Promoter and Member of EIL and ICL) Mr. Surbhit Dabriwala holds 12.75% shareholding (direct) and approximately 39.31% shareholding (indirect) in ICL. Ms. Yamini Dabriwala holds 0.57% shareholding (direct) and approximately 14.37% shareholding (indirect) in ICL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other details	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	The weighted average cost of borrowings made by EIL or USPL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.72% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Eleven percent (11%) per annum

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
6.	Repayment schedule & terms	The interest bearing ICDs / loans or guarantee or security to ICL, will have a tenure of one (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of ICL.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts by EIL or USPL, in line with standard market practices for corporate guarantee / security arrangements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 50 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 50 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	CARE Edge Ratings Limited have issued a press release dated September 4, 2025 re-affirming the credit rating of ICL as CARE BBB-, Stable (CARE Triple B Minus; Outlook: Stable) for the Long-Term Bank Facilities and CARE A3 (CARE A Three) for the Short-Term Bank Facilities. The said press release could be accessed from below weblink: https://www.careratings.com/upload/CompanyFiles/PR/202509120934_International_Conveyors_Limited.pdf
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a “wilful defaulter” by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	The related party has remained solvent and continued as a going concern during the last three financial years.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 50 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 50 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a "wilful defaulter" by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.

ANNEXURE - A**R.C.A. LIMITED**

Minimum Information for the Proposed Related Party Transaction(s)											
Sr. No.	Particulars of the Information	Information provided by the Management									
(A1) Basic Details of the related party:											
1.	Name of the related party	R.C.A. Limited ("RCA")									
2.	Country of incorporation of the related party	India									
3.	Nature of business of the related party	RCA is Non-Banking Finance Company ("NBFC") and is involved into NBFC activities.									
(A2) Relationship and ownership of the related party:											
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	RCA is a part of the Promoter Group of Elpro International Limited ("EIL") and Ultra Sigma Private Limited ("USPL") is a wholly-owned Subsidiary of EIL. NA NA RCA holds 6.85% shareholding in EIL. The Promoter and Promoter Group of EIL, of which RCA is a part of, holds 75.00% shareholding in EIL. EIL holds 100% equity shares in USPL.									
A(3) Details of previous transactions with the related party											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transactions undertaken by EIL with RCA during the Financial Year 2024-25: <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025</td><td>1,200.00 1,650.00 2,850.00</td></tr> <tr> <td>2</td><td>Interest received on ICDs granted</td><td>217.71</td></tr> </tbody> </table> There were no transactions undertaken by USPL with RCA during the Financial Year 2024-25.	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025	1,200.00 1,650.00 2,850.00	2	Interest received on ICDs granted	217.71
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
1	ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025	1,200.00 1,650.00 2,850.00									
2	Interest received on ICDs granted	217.71									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to June 2025).	Transactions undertaken by EIL with ICL from April 2025 to June 2025: <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>ICDs given: Opening as on April 1, 2025 Value undertaken from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025</td><td>2,850.00 1,395.00 1,455.00</td></tr> <tr> <td>2</td><td>Interest received on ICDs granted</td><td>74.64</td></tr> </tbody> </table> There were no transactions undertaken by USPL with RCA from April 2025 to June 2025	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	ICDs given: Opening as on April 1, 2025 Value undertaken from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025	2,850.00 1,395.00 1,455.00	2	Interest received on ICDs granted	74.64
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
1	ICDs given: Opening as on April 1, 2025 Value undertaken from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025	2,850.00 1,395.00 1,455.00									
2	Interest received on ICDs granted	74.64									

Minimum Information for the Proposed Related Party Transaction(s)										
Sr. No.	Particulars of the Information	Information provided by the Management								
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.								
(A4) Amount of the proposed transaction(s)										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 125.00 Crores								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs) / loans or guarantee to be given or security to be provided to RCA exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.)								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	32.03%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	98.00%								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	2147.77%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs. in Lakhs)</th></tr><tr><td>Turnover</td><td>581.81</td></tr><tr><td>Profit After Tax</td><td>95.81</td></tr><tr><td>Net worth</td><td>8,278.97</td></tr></table>	Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	581.81	Profit After Tax	95.81	Net worth	8,278.97
Particulars	FY 2024-25 (Rs. in Lakhs)									
Turnover	581.81									
Profit After Tax	95.81									
Net worth	8,278.97									
A(5) Basic details of the proposed transaction:										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans								
2.	Details of each type of the proposed transaction	In order to deploy funds of the Company efficiently, the Company or USPL is proposing to advance ICDs / loans or give guarantee or provide security ("Proposed Borrowings") to RCA for an amount not exceeding Rs. 125 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 125 Crores.								

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Monday, November 17, 2025.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed transaction will be Rs. 125 Crores and estimated break up will be Rs. 62.50 Crores per Financial Year during FY 2025-26 and FY 2026-27. This may be subject to change, based on availability of funds with EIL or USPL and requirements of RCA. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 125 Crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security by itself or its wholly-owned subsidiary company, USPL, on an arms length basis to RCA, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September, 2025. The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly: a) Name of the Director / KMP: b) Shareholding of the director / KMP, whether direct or indirect, in the related party:	Mr. Surbhit Dabriwala (Promoter, Director and Member of EIL and Member of RCA) Ms. Yamini Dabriwala (Promoter and Member of EIL) Mr. Deepak Kumar Ajmera (Chief Financial Officer of EIL and Director of RCA) Mr. Surbhit Dabriwala holds 20.30% shareholding (direct) and approximately 51.91% shareholding (indirect) in RCA Ms. Yamini Dabriwala has 'Nil' shareholding and holds approximately 18.57% shareholding (indirect) in RCA Mr. Deepak Kumar Ajmera, Chief Financial Officer of EIL has 'Nil' shareholding in RCA.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other details	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	The weighted average cost of borrowings made by EIL or USPL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.72% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Eleven percent (11%) per annum
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
6.	Repayment schedule & terms	The interest bearing ICDs / loans or guarantee or security to RCA, will have a tenure of one (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of RCA.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts by EIL or USPL, in line with standard market practices for corporate guarantee / security arrangements.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 125 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 125 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a "wilful defaulter" by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	The related party has remained solvent and continued as a going concern during the last three financial years.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 125 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 125 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a "wilful defaulter" by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.

ANNEXURE - A

**DABRI PROPERTIES AND TRADING COMPANY PRIVATE LIMITED
(FORMERLY KNOWN AS DABRI PROPERTIES AND TRADING COMPANY LIMITED)**

Minimum Information for the Proposed Related Party Transaction(s)											
Sr. No.	Particulars of the Information	Information provided by the Management									
(A1) Basic Details of the related party:											
1.	Name of the related party	Dabri Properties and Trading Company Private Limited (Formerly known as Dabri Properties and Trading Company Limited) ("DPTCPL")									
2.	Country of incorporation of the related party	India									
3.	Nature of business of the related party	DPTCPL is Non-Banking Finance Company ("NBFC") and is involved into NBFC activities.									
(A2) Relationship and ownership of the related party:											
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). c) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	DPTCPL is an Associate Company of Elpro International Limited ("EIL") and Ultra Sigma Private Limited ("USPL") is a wholly-owned Subsidiary of EIL. EIL holds 31.77% shareholding in DPTCPL NA DPTCPL does not hold any shareholding in EIL. DPTCPL holds 2.81% shareholding in International Conveyors Limited ("ICL"). The Promoter and Promoter Group of EIL, of which ICL is a part of, holds 75.00% shareholding in EIL. EIL holds 100% equity shares in USPL.									
A(3) Details of previous transactions with the related party											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transactions undertaken by EIL with RCA during the Financial Year 2024-25: <table border="1"> <thead> <tr> <th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr> </thead> <tbody> <tr> <td>1</td><td>ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025</td><td> Nil 582.00 582.00 </td></tr> <tr> <td>2</td><td>Interest received on ICDs granted</td><td>34.84</td></tr> </tbody> </table> There were no transactions undertaken by USPL with DPTCPL during the Financial Year 2024-25.	Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025	Nil 582.00 582.00	2	Interest received on ICDs granted	34.84
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)									
1	ICDs given: Opening as on April 1, 2024 Value undertaken during the Financial Year 2024-25 Closing as on March 31, 2025	Nil 582.00 582.00									
2	Interest received on ICDs granted	34.84									

Minimum Information for the Proposed Related Party Transaction(s)												
Sr. No.	Particulars of the Information	Information provided by the Management										
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought (i.e., April 2025 to June 2025).	Transactions undertaken by EIL with DPTCPL from April 2025 to June 2025: <table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (Rs. in Lakhs)</th></tr><tr><td>1</td><td>ICDs given: Opening as on April 1, 2025 Value undertaken (repayment of ICDs) from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025</td><td>582.00 (582.00) Nil</td></tr><tr><td>2</td><td>Interest received on ICDs granted</td><td>14.60</td></tr></table> There were no transactions undertaken by USPL with DPTCPL from April 2025 to June 2025		Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)	1	ICDs given: Opening as on April 1, 2025 Value undertaken (repayment of ICDs) from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025	582.00 (582.00) Nil	2	Interest received on ICDs granted	14.60
Sr. No.	Nature of Transactions	Amount (Rs. in Lakhs)										
1	ICDs given: Opening as on April 1, 2025 Value undertaken (repayment of ICDs) from April 1, 2025 to June 30, 2025 Closing as on June 30, 2025	582.00 (582.00) Nil										
2	Interest received on ICDs granted	14.60										
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	There have been no defaults by any related party of the Company in respect of any obligation undertaken under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.										
(A4) Amount of the proposed transaction(s)												
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 80.00 Crores										
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (The Members are informed that the proposed value of Inter Corporate Deposits (ICDs) / loans or guarantee to be given or security to be provided to DPTCPL exceeds 10% of the annual consolidated turnover of the company as on March 31, 2025 i.e., last audited financial statements of the Company and therefore, the Company is seeking the approval of its members under Regulation 23(4) of the SEBI Listing Regulations.)										
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	20.50%										
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	62.72%										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	2962.96%										
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (Rs. in Lakhs)</th></tr><tr><td>Turnover</td><td>270.28</td></tr><tr><td>Profit After Tax</td><td>98.17</td></tr><tr><td>Net worth</td><td>1,528.22</td></tr></table>		Particulars	FY 2024-25 (Rs. in Lakhs)	Turnover	270.28	Profit After Tax	98.17	Net worth	1,528.22	
Particulars	FY 2024-25 (Rs. in Lakhs)											
Turnover	270.28											
Profit After Tax	98.17											
Net worth	1,528.22											
(A(5) Basic details of the proposed transaction:												
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To advance interest bearing ICDs / loans or give guarantee or provide security in connection with any ICDs / loans										

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
2.	Details of each type of the proposed transaction	In order to deploy funds of the Company efficiently, the Company or USPL is proposing to advance ICDs / loans or give guarantee or provide security ("Proposed Borrowings") to DPTCPL for an amount not exceeding Rs. 80 Crores, in one or more tranches for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 80 Crores.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. Note: The date of approval of members of the Company shall deemed to be accorded on last date specified by the Company for e-voting (remote e-voting) i.e., Monday, November 17, 2025.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The value of the proposed transaction will be Rs. 80 Crores and estimated break up will be Rs. 40 Crores per Financial Year during FY 2025-26 and FY 2026-27. This may be subject to change, based on availability of funds with EIL or USPL and requirements of DPTCPL. To clarify, the Proposed Borrowings shall at no point of time, cumulatively exceed the aforementioned value of Rs. 80 Crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	In order to deploy funds of the Company efficiently, the Company proposes to advance interest bearing ICDs / loans or give guarantee or provide security by itself or its wholly-owned subsidiary company, USPL, on an arms length basis to DPTCPL, for a period of one (1) year from the date of according approval of members through Postal Ballot Notice dated September, 2025. The Proposed Borrowings will be at a rate of interest (for ICDs / loans) / rate of commission (for guarantee or security) in line with prevailing market standards, making the proposed transaction on arm's length basis, as well as beneficial to the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly: a) Name of the Director / KMP: b) Shareholding of the director / KMP, whether direct or indirect, in the related party:	Mr. Surbhit Dabriwala (Promoter, Member and Director of EIL and Director of DPTCPL) Ms. Yamini Dabriwala (Promoter and Member of EIL and Director of DPTCPL) Mr. Surbhit Dabriwala has 'Nil' shareholding and holds approximately 65.68% shareholding (indirect) in DPTCPL Ms. Yamini Dabriwala has 'Nil' shareholding and holds approximately 23.08% shareholding (indirect) in DPTCPL

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Deployment of funds shall be out of internal resources/accruals and/or any other appropriate sources, from time to time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other details	No financial indebtedness is being incurred for undertaking this transaction and the Company does not presently expect to incur any borrowing in connection with this transaction.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	The weighted average cost of borrowings made by EIL or USPL from its bankers / other lenders (with similar maturity profile but with different category or form of borrowing) is 8.72% per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Rate of Interest shall be Eleven percent (11%) per annum
5.	Maturity / due date	Till completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
6.	Repayment schedule & terms	The interest bearing ICDs / loans or guarantee or security to DPTCPL, will have a tenure of one (1) year from the date of according approval of members through this Postal Ballot Notice dated September 30, 2025. The repayment shall be due upon completion of one (1) year from the date of according approval of members through Postal Ballot Notice dated September 30, 2025 or within seven (7) days, as demanded by the Lender(s) (i.e., EIL or USPL) in writing.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the purpose of business activities and meeting day to day working capital requirements of DPTCPL.
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Please refer to point no. A(5)(6) as stated above
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The guarantee will be given or the security will be provided at commission rate of 0.50% per annum. The proposed guarantee to be given or security to be provided shall contain contractual provisions for recovery of amounts by EIL or USPL, in line with standard market practices for corporate guarantee / security arrangements.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 80 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 80 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a "wilful defaulter" by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.
C(3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	The related party has remained solvent and continued as a going concern during the last three financial years.

Minimum Information for the Proposed Related Party Transaction(s)		
Sr. No.	Particulars of the Information	Information provided by the Management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified	There is no guarantee, surety, indemnity or comfort letter provided by EIL or USPL to any party(ies), except the below: USPL, Wholly-owned Subsidiary of EIL, has given corporate guarantee to Kotak Mahindra Bank Limited for Elpro Realty Private Limited (Formerly known as Faridabad Management Private Limited), another Wholly-owned Subsidiary of EIL, amounting to Rs. 75 Crores, for availing credit facilities. No such guarantee, surety, indemnity or comfort letter has been provided by EIL to any party(ies). No provision is required to be made in the books of EIL or USPL with regards to the above obligation. With respect to the Proposed Borrowings, please note that as stated above in entry A(4)(1), EIL or USPL may undertake obligations not exceeding Rs. 80 Crores. In the event, EIL or USPL gives a guarantee or provides security, EIL or USPL (as the case may be) will be required to make corresponding provisions in their books of account. Such provisions will be determined based on the final amount of the obligation undertaken and may be up to Rs. 80 Crores. Please note no provisioning will be required if EIL or USPL advances interest bearing ICDs / loans and does not give guarantee or provide security.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	There has been no default by the related party on any borrowings during the last three financial years. The account of the related party has not been classified as NPA by any of its bankers. The related party has not been declared as a "wilful defaulter" by any of its bankers. The related party is not undergoing or facing any application for commencement of an insolvency resolution process or liquidation. The related party does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.