

**FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated March 17, 2018 (“Letter of Offer”). You are encouraged to read greater details available in the Letter of Offer. Terms not defined herein shall have the meaning ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

The Company has dispatched hard copy of the Abridged Letter of Offer alongwith the Composite Application Form to the Eligible Equity Shareholders at Indian address registered with their Depository/ Registrar and Transfer Agent. You may also download the Letter of Offer from the website of SEBI, the Stock Exchange where the Equity Shares of the Company are listed i.e. BSE Limited and the website of the Lead Manager to the Issue i.e. Keynote Corporate Services Limited at [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com) and [www.keynoteindia.net](http://www.keynoteindia.net) respectively.



**ELPRO INTERNATIONAL LIMITED**

**Registered Office:** “Nirmal”, 17<sup>th</sup> Floor, Nariman Point, Mumbai-400 021, Maharashtra, India

**Tel.:** +91-22-2202-3075/4029-9000; **Fax:** +91-22-2202-7995

**Contact Person:** Ms. Binal Khosla, Company Secretary and Compliance Officer

**E-mail:** [cs@elpro.co.in](mailto:cs@elpro.co.in); **Website:** [www.elpro.co.in](http://www.elpro.co.in); **CIN:** L51505MH1962PLC012425

**PROMOTERS AND PROMOTER GROUP OF THE COMPANY: MR. SURBHIT DABRIWALA, MR. RAJENDRA KUMAR DABRIWALA, MS. YAMINI DABRIWALA, IGE (INDIA) PRIVATE LIMITED, R.C.A. LIMITED AND INTERNATIONAL CONVEYORS LIMITED.**

**ISSUE DETAILS, LISTING AND PROCEDURE**

**ISSUE OF 3,11,28,820 EQUITY SHARES OF FACE VALUE OF ₹ 1/- EACH (“RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ 32.10/- (INCLUDING PREMIUM OF ₹ 31.10/- PER EQUITY SHARE) FOR AN AMOUNT AGGREGATING TO ₹ 9,992.35 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF ELPRO INTERNATIONAL LIMITED (“THE COMPANY” OR THE “ISSUER”) IN THE RATIO OF 9 (NINE) EQUITY SHARE FOR EVERY 40 (FORTY) FULLY PAID-UP EQUITY SHARE(S) HELD (I.E., 9:40) BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON FEBRUARY 9, 2018, (THE “ISSUE”).**

The existing equity shares of our Company are listed on BSE Limited (“BSE”). We have received “in-principle” approval from BSE for listing the equity shares arising from the present Rights Issue vide its letter dated November 21, 2017. For the purposes of the Rights Issue, the Designated Stock Exchange is BSE.

**Procedure:** If you wish to know about processes and procedures applicable to rights issues, you may refer section titled “Terms of the Issue” on page 162 of the Letter of Offer. You may also download the Letter of Offer from the websites of SEBI, the Stock Exchange and the Lead Manager to the Issue i.e. Keynote Corporate Services Limited at [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com) and [www.keynoteindia.net](http://www.keynoteindia.net), respectively. You can also request the Lead Manager to the Issue or BSE Limited to provide a hard copy of Letter of Offer. Please note that in terms of Regulation 61(3) SEBI ICDR Regulation, the Lead Managers and Stock Exchanges may charge a reasonable amount for providing hard copy of the Letter of Offer.

**ELIGIBILITY FOR THE ISSUE**

Our Company is eligible to make reduced disclosures in the Letter of Offer in terms of Part E of Schedule VIII of the SEBI ICDR Regulations.

**INDICATIVE TIMETABLE**

<b>Issue Opening Date</b>	<b>Wednesday, March 28, 2018</b>	<b>Finalisation of basis of allotment with the Designated Stock Exchange (on or about)</b>	<b>Friday, April 20, 2018</b>
<b>Last Date for receipt of request for Split Application Forms</b>	<b>Wednesday, April 04, 2018</b>	<b>Initiation of Refunds (on or about)</b>	<b>Monday, April 23, 2018</b>
<b>Issue Closing Date</b>	<b>Wednesday, April 11, 2018</b>	<b>Credit of Rights Issue Equity Shares to demat accounts of Allotees (on or about)</b>	<b>Tuesday, April 24, 2018</b>
<b>Commencement of trading of Rights Issue Equity Shares on the Stock Exchanges (on or about)</b>			<b>Thursday, April 26, 2018</b>

The above time table is indicative and does not constitute any obligation on the Company or the Lead Manager.

**GENERAL RISKS**

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by Securities and Exchange Board of India (the “SEBI”) nor does SEBI guarantee the accuracy or adequacy of Letter of Offer. Investors are advised to refer to the “RiskFactors” beginning on page 11 of Letter of Offer before making an investment in the Issue.

**Price information of Lead Manager to the Issue: Not Applicable, being a rights issue.**

<b>Name of Lead Manager and contact details</b>	<b>Keynote Corporate Services Limited</b> The Ruby, 9 <sup>th</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai – 400028 <b>Tel:</b> +91–22– 30266000-3 <b>Fax:</b> +91–22– 30266088 <b>E-mail:</b> mbd@keynoteindia.net <b>Website:</b> www.keynoteindia.net <b>SEBI Registration No.:</b> INM 000003606 <b>Contact Person:</b> Ms. Pooja Sanghvi
<b>Name of Syndicate Member</b>	Not Applicable, being a rights issue
<b>Name of Registrar to the Issue and contact details</b>	<b>Sharex Dynamic (India) Private Limited</b> Unit 1, Luthra Ind Premises Safed Pool, Andheri Kurla Road Andheri (East), Mumbai-400 072, Maharashtra,India <b>Tel:</b> +91 22 2851-5606 / 2851-5644; <b>Fax:</b> +91 22 22-28512885; <b>E-mail:</b> sharexindia@vsnl.com; <b>Website:</b> www.sharexindia.com; <b>SEBI Registration Number:</b> INR000002102 <b>Contact Person:</b> Mr. Shashi Kumar
<b>Name of Statutory Auditor</b>	<b>M/s Todarwal and Todarwal LLP</b> , Chartered Accountants
<b>Self-Certified Syndicate Banks</b>	The list of banks is available on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a>
<b>Banker to the Issue</b>	<b>HDFC Bank Limited</b> FIG-OPS Department-Lodha, I Think Techno Campus, 0-3 Level, Kanjurmarg (East), Mumbai 400 042 <b>Tel:</b> +91 22 3075 2927 <b>Fax:</b> +91 22 2579 9801 <b>E-mail:</b> siddharth.jadhav@hdfcbank.com; vincent.dsouza@hdfcbank.com and prasanna.uchil@hdfcbank.com <b>Website:</b> www.hdfcbank.com <b>Contact Person:</b> Mr. Siddharth Jadhav/Mr. Vincent Dsouza/ Mr. Prasanna Uchil

**PROMOTERS OF THE COMPANY**

Mr. Surbhit Dabriwala, Mr. Rajendra Kumar Dabriwala, Ms. Yamini Dabriwala, Ige (India) Private Limited, R.C.A. Limited and International Conveyors Limited are the promoters and promoter group of the Company.

**Brief profile of promoter and disclosure relating to group companies:** Since this is a Rights Issue pursuant to Part E of Schedule VIII of SEBI (ICDR) Regulations, the disclosures relating to brief profile of Promoters and disclosures relating to group companies are not applicable.

<b>BOARD OF DIRECTORS</b>		
<b>Name</b>	<b>Designation</b>	<b>Experience</b>
Deepak Kumar Siysharan Singh	Chairman and Managing Director	He holds a hotel management diploma from the National Council for Hotel Management and Catering Technology, New Delhi and has done his masters in business administration from Sikkim-Manipal University of Health, Medical and Technological Sciences. He has in the past been a member of the board of Elpro Estates Limited.
Sunil Kanwar Chand Khandelwal	Non-Executive Non-Independent	He holds a bachelor's degree of science and a L.L.B degree from the University of Indore. He was a member of the board of Elpro Packaging Limited and is currently acting as a general manager of IGE India
Surbhit Dabriwala	Non-Executive Director Non-Independent	He holds a degree of bachelor of arts from the University of Pennsylvania and has been a member of the board of PNB MetLife India Insurance Company Limited.
Kalpana Unadkat	Independent Director	She is a member of the bar council of Maharashtra and Goa and a Solicitor of the Supreme Court of England and Wales. She is a practising lawyer.
Narayan Tulsiram Atal	Non-Executive Independent Director	He passed from the Institute of Chartered Accountants of India in the year 1980. He has incorporated his own firm by the name of 'N.T.Atal & Company' in the year 1985 and has been practising as a chartered accountant in his firm.
Ashok Kumar Jain	Non-Executive Independent Director	He passed from the Institute of Company Secretaries of India in the year 1992. He has been a member of the board of First Policy Insurance Brokers Private Limited.
<b>OBJECTS OF THE ISSUE</b>		

The cost of the project and means of financing are as set forth below: (₹ in Lakhs)

<b>Sr. No.</b>	<b>Cost of the Project</b>	<b>Amount</b>
1.	Part repayment or prepayment of unsecured loans	6,600.00
2.	Part repayment or prepayment of ICDs	2,500.00
3.	General corporate purposes	827.35
	<b>Total</b>	<b>9,927.35</b>

(₹ in Lakhs)

<b>Means of Finance</b>	<b>Amount</b>
Proceeds of the Issue	<b>9,927.35</b>

- IGE India and R.C.A. Limited, entities forming part of the promoter group of our Company have provided unsecured loans, in one or more tranches, to our Company to meet the day to day business requirement of the company. These unsecured loans obtained from related parties are at a lower interest rate than other loan obtained from others save and except secured term loan obtained from IndusInd Bank Limited which was at the rate lower than the interest rate of unsecured loan from related parties and ICDs. The transactions were approved by audit committee. The outstanding amount of unsecured loan brought in by IGE India and R.C.A. Limited as on December 31, 2017 is ₹ 6,952.35 lakhs and ₹ 1,151.00 lakhs. The money brought in by IGE India and R.C.A. Limited by way of unsecured loan shall be adjusted towards the amounts payable by him for acquiring equity shares under the Rights Issue of the Company against his entitlement and also towards the additional subscription (if any) to the amount of ₹ 5,900.00 lakhs and ₹ 700.00 lakhs, respectively. A communication to this effect has been received from them vide their letters dated September 14, 2017.

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

- Our Company has been availing ICDs from various third-parties to meet our business needs from time to time. The ICDs have been raised from entities that are not related to the promoters / directors / key personnel of our Company. As on the date of the Letter of Offer, the total outstanding amount of the ICDs availed by our Company is ₹ 5,390.00 lakhs. The nature of such ICDs availed by our Company is of short term and are repayable on due date as per the tenure agreed between the parties. The rate of interest for such ICDs differ from one to another with different tenures. The ICDs were availed by our Company for our business requirement. Our Company proposes to repay or prepay ICDs upto ₹ 2,500 lakhs from the Net Proceeds.

**Monitoring agency**

Since the Issue size does not exceed ₹ 10,000 lakhs, the appointment of a monitoring agency as per Regulation 16 of the SEBI Regulations is not required.

**Terms of Issuance of Convertible Security, if any**

Not Applicable.

**SHAREHOLDING PATTERN AS ON DECEMBER 31, 2017**

Sl. No.	Particulars	Pre Issue number of shares	% Holding of Pre issue
1.	Promoter & Promoter Group	9,08,32,440	65.65
2.	Public	4,75,17,870	34.35
	<b>Total</b>	<b>13,83,50,310</b>	<b>100.00</b>

**Number/ amount of Equity Shares proposed to be sold by selling shareholders – Not Applicable, being a rights issue.**

**LIMITED REVIEW / AUDITED FINANCIALS\***

**Standalone**

*(₹ in Lakhs)*

Particulars	Nine months period ended December 31, 2017	Half year ended ended September 30, 2017	Year ended March 31, 2017
<b>Total income from operations (net)</b>	4338.54	2235.44	4812.79
<b>Net Profit / (Loss) before tax and extraordinary items</b>	231.30	(175.16)	361.43
<b>Net Profit / (Loss) after tax and extraordinary items</b>	231.30	(175.16)	361.43
<b>Equity Share Capital</b>	1383.50	1383.50	1783.50
<b>Reserves and Surplus</b>	12,634.13	12,227.67	13,393.85
<b>Net worth</b>	<b>14,017.63</b>	<b>13,611.17</b>	<b>15,177.35</b>
<b>Basic and Diluted earnings per share (₹)</b>	0.17	(0.13)	0.41
<b>Return on net worth (%) (after excluding revaluation reserves and extra- ordinary items)</b>	1.65	(1.29)	2.38
<b>Net asset value per share (₹) (after excluding revaluation reserves)</b>	10.13	9.84	17.02

Consolidated

*(₹ in Lakhs)*

Particulars	Period ended September 30, 2017	Year ended March 31, 2017
<b>Total income from operations (net)</b>	2254.19	5,111.46
<b>Net Profit / (Loss) before tax and extraordinary items</b>	(726.46)	567.80
<b>Net Profit / (Loss) after tax and extraordinary items</b>	(726.46)	581.19
<b>Equity Share Capital</b>	1383.50	1383.50
<b>Reserves and Surplus</b>	3536.35	(1,341.61)
<b>Net worth</b>	<b>4919.85</b>	<b>42.35</b>
<b>Basic and Diluted earnings per share (₹)</b>	(0.52)	0.42
<b>Return on net worth (%) (after excluding revaluation reserves and extra- ordinary items)</b>	(14.77)	1372.35
<b>Net asset value per share (₹) (after excluding revaluation reserves)</b>	3.56	0.03

\* **Restated Audited Financials** - Not Applicable, being a rights issue eligible under the clause (5) Part E of Schedule VIII of the SEBI ICDR Regulations.

# Limited Review unaudited financials for the quarter ended December 31, 2017 and June 30, 2017 and Audited Financials for the year ended March 31, 2017.

**INTERNAL RISK FACTORS - Top 5 Risk Factors as per the Letter of Offer**

- 1. A significant portion of our revenues is concentrated amongst a limited number of customers, with whom we have not entered into long-term contracts.**
- 2. Our operations are significantly dependent on our ability to successfully identify customer requirements and preferences and gain customer acceptance for our products. If we are unable to do so, our order-book may suffer adversely.**
- 3. We rely on our raw material suppliers for our business, which exposes us to risks associated with volatility or fluctuations in prices of raw materials, and reductions in the availability of raw material supplies could materially disrupt our operations.**
- 4. The success and wide acceptability of our products is largely dependent upon certain quality accreditations of our products. Any inability to receive these quality accreditations in a timely manner or at all adversely affect our business prospects and financial performance.**
- 5. Product liability and other civil claims and costs incurred for any reason owing to a product recall; could harm our business, results of operations and financial condition.**

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

**A. Total number of outstanding litigations against the company and amount involved**

Sr. No.	Particulars	No. of Proceedings	Amount
1.	Civil Litigation	1	Compensation of ₹ 10,000 per day from March 31, 2011 till date.
2.	Material Violation	1	₹ 50,000 and ₹ 25,000 upon our Company and each of our Directors, respectively, for such a violation on non-appointment of a company secretary



**B. Brief details of top 5 material outstanding litigations against the company and amount involved**

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	A consumer compliant bearing no. CC/13/22 was filed by Sanjay Kaledhonkar (“Petitioner”) against our Company before the State Consumer Disputes Redressal Commission of Maharashtra alleging that our Company has committed unfair trade practice and has been deficient in providing services (delay in providing the possession of flat constructed by us) to him under the Consumer Protection Act, 1986. Our Company denied the allegations in written statement on August 19, 2013, submitting, <i>inter alia</i> , that there was a delay in providing the possession due to reasons beyond the control of our Company.	Sanjay Kaledhonkar	Pending	Compensation of ₹ 10,000 per day from March 31, 2011 till date.
2.	Our Company filed a petition for compounding of violation of Section 383A of the Companies Act, 1956 for non-appointment of a company secretary for the period commencing from April 1, 2005 to January 5, 2009. The Company Law Board, Mumbai <i>vide</i> its order dated April 28, 2016 compounded the petition with a payment of ₹ 50,000 and ₹ 25,000 upon our Company and each of our Directors, respectively, for such a violation on non-appointment of a company secretary	Company for compounding of violation of Section 383A	Pending	₹ 50,000 and ₹ 25,000 upon our Company and each of our Directors, respectively, for such a violation on non-appointment of a company secretary

For Further details, please refer section titled “Outstanding Litigations and Defaults” on page 147 of the Letter of Offer.

**C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any**

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Some of the Promoter and Promoter Group namely Mr. Rajendra Kumar Dabriwala, RCA Limited, International Conveyors Limited and Ms Alka Malpani received a notice from SEBI under rule 4 (1) of SEBI (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 read with section 15I of the SEBI Act, 1992, which alleged violations of law by certain entities in the scrip of International Conveyors Limited, The Notice called upon to show as to why any inquiry should not be held against the above mentioned entities. On July 26, 2016, Mr. Rajendra Kumar Dabriwala filed a consent application under the SEBI (Settlement of administrative and civil proceedings) Regulations, 2014.	Show cause notice from SEBI	Pending.	-

**D. Brief details of outstanding criminal proceedings against Promoters**

NIL.

**ANY OTHER IMPORTANT INFORMATION**

**Procedure for Application**

The CAF along with the Abridged Letter of Offer for the Equity Shares offered as part of the Issue would be printed for all Eligible Equity Shareholders. In case the original CAFs are not received by the Investor or is misplaced by the Investor, the Investor may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID Number, Client ID Number and their full name and address. In case the signature of the Equity

Shareholder(s) does not match with the specimen registered with our Company, the application is liable to be rejected.

Neither the Company nor the Lead Manager nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF/duplicate CAF attributable to postal delays or if the CAF/duplicate CAF are misplaced in the transit. The request for a duplicate CAF should reach the Registrar to the Issue within seven days from the Issue Opening Date. Eligible Equity Shareholder(s) should note that those who are making the Application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Investor violates any of these requirements, they shall face the risk of rejection of both Applications.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, QIBs, Non-Institutional Investors (including all companies and bodies corporate) and other investors whose application amount exceeds ₹ 200,000 can participate in the Issue only through the ASBA process, subject to them complying with the requirements of SEBI circular dated December 30, 2009. Further, all QIBs and Non-Institutional Investors are mandatorily required to use the ASBA facility, even if application amount does not exceed ₹ 200,000. The Investors who are (i) not QIBs; (ii) not Non-Institutional Investors; or (iii) investors whose application amount is not more than ₹ 200,000, can participate in the Issue either through the ASBA process or the non ASBA process.

All Renounees (including Renounees who are Individuals) shall apply in the Issue only through the non-ASBA process. Retail Individual Investors may optionally apply through the ASBA process, provided that they are eligible ASBA Investors.

### **Application on Plain Paper – Non ASBA**

An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with demand draft, net of bank and postal charges payable at Mumbai which should be drawn in favour of the “Elpro International Ltd. -Rights Issue - R” in case of the resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of the “Elpro International Ltd. -Rights Issue - NR” in case of the non-resident shareholders applying on repatriable basis and send the same by registered/ speed post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date.

The Equity Shareholders can make an application on plain paper giving necessary details as given below. The envelope should be superscribed “Elpro International Ltd. -Rights Issue”.

The application on plain paper, duly signed by the Investors including joint holders, in the same order as per specimen recorded with our Company, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Elpro International Limited;
- Name and address of the Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID no.;
- Number of Equity Shares held as on Record Date;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for;
- Number of additional Equity Shares applied for, if any;
- Total number of Equity Shares applied for;
- Total amount paid at the rate of ₹ 32.10/- per Equity Share;
- Particulars of cheque/draft;
- Savings/Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order. In case of Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories;
- Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue.
- Share certificate numbers and distinctive numbers of equity shares, if held in physical form;
- Allotment option preferred - physical or demat form, if held in physical form;
- Signature of the Equity Shareholders to appear in the same sequence and order as they appear in our records or

the Depositories records

- In case of Non Resident Equity Shareholders, NRE/ FCNR/ NRO A/c No. name and address of the bank and branch;
- If payment is made by a draft purchased from an NRE/ FCNR/ NRO A/c No., as the case may be, an Account debit certificate from the bank issuing the draft, confirming that the draft has been issued by debiting NRE/FCNR/ NRO A/c; and
- Additionally, all such applicants are deemed to have accepted the following:

*“I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”). I/we understand the Equity Shares referred to in this application are being offered in India but not in the United States. I/we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/we understand that none of our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company has reason to believe is, a resident of the United States.*

*I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement and/or the Equity Shares is/are, outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/We acknowledge that our Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Investor violates such requirements, he/she shall face the risk of rejection of both the applications. We shall refund such application amount to the Investor without any interest thereon.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor.

### **Application on Plain Paper - ASBA**

An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper.

The Equity Shareholders can make an application on plain paper giving necessary details as given below.

The envelope should be superscribed “Elpro International Ltd.-Rights Issue” and should be postmarked in India. The application on plain paper, duly signed by the Investors including joint holders, in the same order as per the specimen recorded with our Company, must reach the SCSBs before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Elpro International Limited;
- Name and address of the Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID no.;
- Number of equity shares held as on Record Date;
- Number of Equity Shares entitled to;



- Number of Equity Shares applied for;
- Number of additional Equity Shares applied for, if any;
- Total number of Equity Shares applied for;
- Total amount to be blocked at the rate of ₹ 32.10/- per Equity Share; and
- Except for applications on behalf of the Central or State Government and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue.
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of non-resident investors, details of the NRE/ FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; Additionally, all such applicants are deemed to have accepted the following:

*“I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”). I/we understand the Equity Shares referred to in this application are being offered in India but not in the United States. I/we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. I/we understand that none of our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who our Company, the Registrar, the Lead Manager or any other person acting on behalf of our Company has reason to believe is, a resident of the United States or other restricted jurisdiction.*

*I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.*

*I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement and/or the Equity Shares is/are, outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/We acknowledge that our Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”*

### **Rights Entitlement Ratio:-**

The equity shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio 9 Equity Share for every 40 Equity Shares held as on the Record Date.

### **Fractional entitlements**

Fractional entitlement if any will be rounded off to the next higher integer and the share required for the same will be adjusted from promoter’s entitlement in the rights issue.

### **Renunciation**

This Issue includes a right exercisable by you to renounce the Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that our Company shall not Allot and/or register any Equity Shares in favour of the following Renouncees: (i) more than three persons (including joint holders), (ii) partnership firm(s) or their nominee(s), (iii) minors (except applications by minors having valid demat accounts as per the demographic details provided by the Depositors), (iv) HUF (however, you may renounce your Rights Entitlements to the Karta of an HUF acting in his capacity of Karta), or (v) any trust or society (unless the same is registered under the Societies Registration Act, 1860 or the Indian Trust Act, 1882, as amended or the Indian Trust Act, 1882, as amended or any other applicable law relating to societies or trusts and is authorized under its constitutions or bye-laws to hold equity shares, as the case may be). Additionally, existing Equity Shareholders may

not renounce in favor of persons or entities in the United States or who would otherwise be prohibited from being offered or subscribing for Equity Shares or Rights Entitlement under applicable securities laws.

Any renunciation (i) from a resident shareholder to a non-resident, or (ii) from a nonresident shareholder to a resident, or (iii) from a non- resident Eligible Equity Shareholder to a non-resident is subject to the renouncer / renounee obtaining the necessary approvals, including from the RBI, and such approvals should be attached to the CAF. Applications not accompanied by the aforesaid approvals are liable to be rejected.

By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Accordingly, the existing Equity Shareholders of our Company who do not wish to subscribe to the Equity Shares being offered but wish to renounce the same in favour of Renounee shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. Shareholders renouncing their rights in favour of OCBs may do so provided such renounee obtains a prior approval from the RBI. On submission of such approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the CAF.

Application(s) received from Non-Resident / NRIs, or persons of Indian origin residing abroad for allotment of Equity Shares shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA in the matter of refund of application money, allotment of equity shares, subsequent issue and allotment of equity shares, interest, export of share certificates, etc. In case a Non Resident or NRI Equity Shareholder has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the CAF, without which the CAF shall be rejected on technical grounds. For further details please refer to “Grounds for Technical Rejection for ASBA Investors” and “Grounds for Technical Rejection for non- ASBA Investors” on page 135 and on page 143 respectively.

With reference to the proposed Rights Issue of Equity shares by the Company and renunciation of rights entitlements by and to person’s outside India, the company has made an application with RBI dated October 4, 2017 the approval for which is awaited.

Part ‘A’ of the CAF must not be used by any person(s) other than those in whose favour this offer has been made. If used, this will render the application invalid. Submission of the CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part ‘B’ of the CAF) duly filled in shall be conclusive evidence for our Company of the person(s) applying for Equity Shares in Part ‘C’ of the CAF to receive Allotment of such Equity Shares. The Renounees applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares. Part ‘A’ of the CAF must not be used by the Renounee(s) as this will render the application invalid. Renounee(s) will have no further right to renounce any Equity Shares in favour of any other person.

However, any renunciation (i) from a resident Indian Eligible Equity Shareholder to a Non Resident, or (ii) from a Non Resident Eligible Equity Shareholder to a resident Indian, or (iii) from a Non Resident Eligible Equity Shareholder to a Non Resident, in light of the RBI Notification No. FEMA 20/2000-RB dated May 03, 2000, would not require approval from RBI, if such renunciation is made on the floor of the exchange, provided that in case of any renunciation from a resident Indian Equity Shareholder to a Non Resident, the offer price for the Rights Equity Shares should not be less than the price at which an offer is made to the resident Eligible Equity Shareholder. Any renunciation through a private arrangement would be subject to applicable pricing requirements prescribed by the RBI and/or seeking appropriate approvals from the RBI in this regard.

***Procedure for renunciation***

***To renounce all the Equity Shares offered to an Equity Shareholder in favour of one Renounee***

If you wish to renounce the offer indicated in Part ‘A’, in whole, please complete Part ‘B’ of the CAF. In case of joint holding, all joint holders must sign Part ‘B’ of the CAF. The person in whose favour renunciation has been made should complete and sign Part ‘C’ of the CAF. In case of joint Renounees, all joint Renounees must sign this part of the CAF.

***To renounce in part/or renounce the whole to more than one person(s)***

If you wish to either accept this offer in part and renounce the balance or renounce the entire offer under this Issue in favour of two or more Renounees, the CAF must be first split into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Equity Shareholder(s), who has renounced the Equity Shares, does not match with the specimen registered with our Company, the application is liable to be rejected.

***Renounee(s)***

The person(s) in whose favour the Equity Shares are renounced should fill in and sign Part 'C' of the CAF and submit the entire CAF to the Banker to the Issue on or before the Issue Closing Date along with the application money in full. The Renounee cannot further renounce.

***Change and/or introduction of additional holders***

If you wish to apply for Equity Shares jointly with any other person(s), not more than three, who is/are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that the Board of Directors of our Company shall be entitled in its absolute discretion to reject the request for Allotment from the Renounee(s) without assigning any reason thereof.

**Renunciation under the ASBA Process**

ASBA Investors can neither be Renounees, nor can renounce their Rights Entitlement.

**Additional Equity Shares**

You are eligible to apply for additional Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply under applicable law and have applied for all the Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for additional Equity Shares shall be considered and allotment shall be made at the sole discretion of the Board, subject to sectoral caps and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under "Basis of Allotment" on page 187 of Letter of Offer.

Further, under the Foreign Exchange Regulations currently in force in India, transfers of shares between non-residents and residents are permitted subject to compliance with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or certain other conditions, then the prior approval of the RBI will be required.

Due to the aforementioned factors FPIs, FVCIs, multilateral and bilateral institutes intending to apply for additional Rights Equity Shares or intending to apply for Rights Equity Shares renounced in their favour shall be required to obtain prior approval from the appropriate regulatory authority.

If you desire to apply for additional Equity Shares, please indicate your requirement in the place provided for additional Equity Shares in Part A of the CAF. The Renounee applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares.

Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

**Subscription by the Promoter and Promoter Group**

Our Promoters and Promoter Group have undertaken to (a) subscribe, to the full extent of their Rights Entitlement or subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly, with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to any unsubscribed portion (if any) in the Issue, in compliance with Regulation 10(4) of the Takeover Regulations and the applicable law. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall be exempt in terms of Regulation 10(4)(b) of the Takeover Regulations subject to fulfilment of conditions mentioned therein and shall not result in a change of control of the management of our Company in

accordance with provisions of the Takeover Regulations. Our Company is in compliance with Regulation 38 of the Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue.

IGE India and R.C.A. Limited, entities forming part of the promoter group of our Company have provided unsecured loans, in one or more tranches, to our Company. The outstanding balances of these unsecured loans, as on December 31, 2017, are as follows:

<b>Sr. No.</b>	<b>Name of promoter group entities</b>	<b>Outstanding balance of unsecured loans (₹ in lakhs)</b>
1	IGE India	6,952.35
2	R. C. A. Limited	1,151.00
	<b>TOTAL</b>	<b>8,103.35</b>

IGE India and R.C.A. Limited have vide letters dated September 14, 2017, confirmed that the unsecured loans provided by them shall be adjusted towards subscription for their entitlement in the Rights Issue and towards additional subscription, if any, to the amount of ₹ 5,900.00 lakhs and ₹ 700.00 lakhs, respectively.

**Offer Document of last rights issue**

A copy of the offer document of the previous issue is available to the public for inspection as a material document.

**DECLARATION BY THE COMPANY**

We hereby certify that all relevant provisions of the Companies Act and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Offer Document is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made there under or guidelines or regulations issued, as the case may be. We further certify that all the disclosures and statements in this Offer Document are true and correct.

Place : Mumbai

Date : March 17, 2018