



McLEOD RUSSEL
Believe in tea

15th July 2021

The Secretary,
BSE Ltd.,
P.J. Towers, Dalal Street,
MUMBAI-400 001.

The Secretary,
National Stock Exchange
of India Ltd.,
Exchange Plaza,
5th Floor,
Plot No.C/1,G Block,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI- 400 051.

The Secretary,
The Calcutta Stock
Exchange Association Ltd.,
7, Lyons Range,
KOLKATA-700 001.

The Secretary
Eveready Industries India Limited
1 Middleton Street
Kolkata – 700071

Dear Sir,

Sub: Disclosures under Regulation 31 (1) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 ("Takeover Code")

The Company humbly submits that the aforesaid disclosures for creation of encumbrance on 16,63,289 shares of Eveready Industries India Limited owned by the Company, in favour of IL & FS Financial Services Ltd. was not made by the Company inadvertently on account of genuine oversight and on account of the fact that the Company was not aware of the said circular issued by SEBI on 7 August 2019. It is also submitted that the said encumbrance was created by way of Non Disposal Undertaking(NDU). Since the NDU is undated, the date of creation of NDU is assumed as 27.03.2018 being the date of "Put Option Agreement" entered between IL&FS Financial Services Ltd. and Williamson Magor & Co. Ltd. in respect of the 1,61,29,000 Compulsory Convertible Preference shares issued by the McNally Bharat Engineering Company Ltd. It was a bona fide mistake on the part of the Company and there was no intention on the part of the Company or its directors to intentionally violate any provision of law.

The Company reiterates that the aforesaid non-disclosure has been a bona fide mistake on its part.

We sincerely apologise for the same and request you to please take note of the same.

Thanking You,

Yours faithfully,
McLEOD RUSSEL INDIA LIMITED

ALOK KUMAR SAMANT
COMPANY SECRETARY

Encl: As above

ANNEXURE 1

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)	EVEREADY INDUSTRIES INDIA LIMITED
Names of the stock exchanges where the shares of the target company are listed	BSE LTD THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED THE CALCUTTA STOCK EXCHANGE LIMITED
Date of reporting	15TH JULY 2021
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	McLEOD RUSSEL INDIA LIMITED
Details of the creation of encumbrance:	

Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of Share Capital	Number	% of Share Capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of share capital
McLEOD RUSSEL INDIA LIMITED	16,63,289	2.29	0	0	CREATION	27-03-2018	NON DISPOSAL UNDERTAKING	THIRD PARTY BORROWING	16,63,289	2.29	IL&FS FINANCIAL SERVICES LIMITED.	16,63,289	2.29
WILLIAMSON MAGOR & CO. LIMITED	1,70,07,841	23.40	2200000	3.03	N.A.	N.A.	Pledge	COMPANY'S BORROWING	0	0	VISTRA ITCL (INDIA) Ltd.	2200000	3.03
-Do-			3200000	4.40	N.A.	N.A.	Pledge	COMPANY'S BORROWING	0	0	HDFC Limited	3200000	4.40
-Do-			300000	0.41	N.A.	N.A.	Pledge	Third Party Pledge	0	0	IL&FS FINANCIAL SERVICES LIMITED	300000	0.41
-Do-			1300000	1.79	N.A.	N.A.	Pledge	Third Party Pledge	0	0	IL&FS FINANCIAL SERVICES LIMITED	1300000	1.79
ISHA KHAITAN	17,500	0.02	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
AMRITANSHU KHAITAN	1,65,000	0.23	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
BRIJ MOHAN KHAITAN	35,897	0.05	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
YASHODHARA KHAITAN	2,35,945	0.32	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
ADITYA KHAITAN	2,32,266	0.32	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
VANYA KHAITAN	1,64,650	0.23	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
KAVITA KHAITAN	2,200	0.00	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0

WILLIAMSON FINANCIAL SERVICES LIMITED	6370988	8.76	637574	0.88	N.A.	N.A.	Pledge	Third Party Pledge	0	0	IL&FS FINANCIAL SERVICES LIMITED	637574	0.88
-Do-			1220000	1.68			Pledge	Company's Borrowing	0	0	VISTRA ITCL (INDIA) Ltd.	1220000	1.68
BABCOCK BORSIG LIMITED	9,87,484	1.36	9,80,000	1.35	N.A.	N.A.	Pledge	Company's Borrowing	0	0	VISTRA ITCL (INDIA) Ltd.	9,80,000	1.35
KILBURN ENGINEERING LIMITED	2,71,337	0.37	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
ICHAMATI INVESTMENTS LIMITED	1,71,113	0.24	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
UNITED MACHINE CO. LIMITED	1,16,443	0.16	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
NITYA HOLDINGS & PROPERTIES LIMITED	30,000	0.04	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
DUFFLAGHUR INVESTMENTS LIMITED	3030	0.00	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
ZEN INDUSTRIAL SERVICES LIMITED	85366	0.12	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
BISHNAUTH INVESTMENTS LIMITED	4148246	5.71	800000	1.10	N.A.	N.A.	Pledge	Third Party Pledge	0	0	IL&FS FINANCIAL SERVICES LIMITED	800000	1.10

Note: 1. Shareholding of Promoter & PAC's as on 31.03.2018

2. Since the Non Disposal Undertaking(NDU) is undated, the date of creation of NDU is assumed as 27.03.2018 being the date of "Put Option Agreement" entered between IL&FS Financial Services Ltd. and Williamson Magor & Co. Ltd. in respect of the 1,61,29,000 Compulsory Convertible Preference shares issued by the McNally Bharat Engineering Company Ltd.

Date: 15th July 2021
Place: Kolkata

McLEOD RUSSEL INDIA LIMITED



**ALOK KUMAR SAMANT
COMPANY SECRETARY**

(*) The names of all the promoters, their shareholding in the Target Company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(**) For example, for the purpose of collateral far loans taken by the Company, personal borrowing, third party pledge etc.

(***) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

Annexure - II

Format for disclosure of reasons for encumbrance

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

Name of listed company	EVEREADY INDUSTRIES INDIA LTD. (EIL)
Name of the recognised stock exchanges where the shares of the company are listed	BSE LTD. National Stock Exchange of India Ltd. The Calcutta Stock Exchange Ltd.
Name of the promoter(s) / PACs whose shares have been encumbered	MCLEOD RUSSEL INDIA LIMITED(MRIL)
Total promoter shareholding in the listed company	No. of shares – 16,63,289 % of total share capital – 2.29% (as on 31.03.2018)
Encumbered shares as a % of promoter shareholding	2.29%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	NO

Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance (Date of creation of encumbrance:27.03.2018)*
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Non Disposal Undertaking
No. and % of shares encumbered	No. of shares: 16,63,289 % of total share capital:2.29%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.
	Names of all other entities in the agreement
	IL & FS Financial Services Ltd. (IFIN) public financial institution -

	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit Rating	No If yes, 1. Name of the issuer NA 2. Details of the debt instrument – NA
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		3. Whether the debt instrument is listed on stock exchanges? - No 4. Credit Rating of the debt instrument - No 5. ISIN of the Instrument - NA
Security Cover /Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 368.1 per share (Rs. 61,22,56,681/-) Value as on 27.03.2018
	Amount involved (against which shares have been encumbered) (B)	1. Term loan of Rs. 1750000000 to WMCL 2. IFIN has subscribed to 1,61,29,000 Compulsory Convertible Preference shares of F.V. of Rs. 10 /- each at a premium of Rs. 52/-
	Ratio of A / B	0.223
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	NA NA 1. Term loan of Williamson Magor & Co. Ltd (WMCL) of Rs. 1750000000 utilized for refinance of existing loan / long term group working capital requirement. 2. McNally Bharat Engineering Limited (MBECL) apply the proceed of the subscription

		amount towards working capital requirement, general corporate purpose and repayment of existing debt
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** Note: 1. Date of creation is assumed as date of "Put Option Agreement" dated 27.03.2018 entered between IL&FS Financial Services Ltd. and Williamson Magor & Co. Ltd. in respect of the 1,61,29,000 Compulsory Convertible Preference shares issued by the McNally Bharat Engineering Company Ltd.*

A handwritten signature in blue ink, appearing to read "Ajay Damant", with a horizontal line extending to the right.

**COMPANY SECRETARY
For McLEOD RUSSEL INDIA LIMITED**

Signature of Authorised Signatory:

Place: Kolkata

Date: 15.07.2021