



## WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715  
REGISTERED OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001  
TELEPHONE : 033-2210-1221, 2243-5391, 2248-9434, 2248-9435, FAX : 91-33-2248-3683 / 8114 / 6265  
E-mail : administrator@wmg.co.in, Website : www.wmtea.com

**15 JULY 2021**

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

The Secretary,  
The Calcutta Stock Exchange Ltd.,  
7, Lyons Range, 5<sup>th</sup> Floor,  
KOLKATA-700 001.

Scrip Code: 522101

Scrip Code:21022

The Secretary  
Kilburn Engineering Limited  
Four Mangoe Lane  
Surendra Mohan Ghosh Sarani  
Kolkata – 700001

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 43,19,043 shares of Kilburn Engineering 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. This 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 apologies for the same and request you to please take note of the same.

Thanking You.

Yours Faithfully,  
**WILLIAMSON MAGOR & CO. LIMITED**

*Aditi Daga*  
**ADITI DAGA**  
**COMPANY SECRETARY**



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)	<b>KILBURN ENGINEERING LIMITED</b>
Names of the stock exchanges where the shares of the target company are listed	<b>BSE LIMITED THE CALCUTTA STOCK EXCHANGE LIMITED</b>
Date of reporting	<b>15 JULY 2021</b>
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	<b>WILLIAMSON MAGOR &amp; CO. LIMITED</b>

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
<b>WILLIAMSON MAGOR &amp; CO. LIMITED</b>	<b>4319043</b>	<b>32.58</b>	<b>0</b>	<b>0</b>	<b>CREATION</b>	<b>27-03-2018</b>	<b>NON DISPOSAL UNDERTAKING</b>	<b>COMPANY'S BORROWING</b>	<b>4319043</b>	<b>32.58</b>	<b>IL&amp;FS FINANCIAL SERVICES LIMITED</b>	<b>4319043</b>	<b>32.58</b>
ISHA KHAITAN	10,000	0.08	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
AMRITANSHU KHAITAN	1,30,000	0.98	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
BRIJ MOHAN KHAITAN	16,000	0.12	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
YASHODHARA KHAITAN	57,901	0.44	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
ADITYA KHAITAN	1,50,000	1.13	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
VANYA KHAITAN	20,600	0.16	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
KAVITA KHAITAN	20,000	0.15	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0



ADITYA KHAITAN (HUF)	50,000	0.38	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
BISHNAUTH INVESTMENTS LIMITED	14,54,200	10.97	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
UNITED MACHINE CO. LIMITED	9,29,126	7.01	NIL	NIL	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0
McLeod Russel India LIMITED	8,48,168	6.40	0	0	N.A.	N.A.	N.A.	N.A.	0	0	N.A.	0	0

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.



WILLIAMSON MAGOR & CO. LIMITED

*Aditi Daga*

ADITI DAGA  
COMPANY SECRETARY

Date: 15 July 2021  
Place: Kolkata

(\* ) 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 for 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	KILBURN ENGINEERING LIMITED (KEL)
Name of the recognised stock exchanges where the shares of the company are listed	BSE LTD. The Calcutta Stock Exchange Ltd.
Name of the promoter(s) / PACs whose shares have been encumbered	WILLIAMSON MAGOR & CO. LTD.(WMCL)
Total promoter shareholding in the listed company	No. of shares –43,19,043 % of total share capital – 32.58% (Shareholding as on 31.03.2018)
Encumbered shares as a % of promoter shareholding	100%
Whether encumbered share is 50% or more of promoter shareholding	Yes
Whether encumbered share is 20% or more of total share capital	Yes

### Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance (Date of creation of encumbrance: <u>27.03.2018</u> )*	
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: 43,19,043 % of total share capital: 32.58%	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IL & FS Financial Services Ltd.(IFIN)
	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.	IL & FS Financial Services Ltd is a public financial institution
	Names of all other entities in the agreement	NA
	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



		<p>3. Whether the debt instrument is listed on stock exchanges? - No</p> <p>4. Credit Rating of the debt instrument - No</p> <p>5. ISIN of the Instrument - NA</p>
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Rs. 74.6 per share (Rs. 32,22,00,607.8) (Value of shares 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/- issued by the McNally Bharat Engineering Company Ltd.
	Ratio of A / B	0.117
End use of money	Borrowed amount to be utilized for what purpose –	
	<p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	<p>NA</p> <p>NA</p> <p>1. Term loan of WMCL of Rs. 1750000000 utilized for refinance of existing loan / long term group working capital requirement.</p> <p>2. McNally Bharat Engineering Company Ltd. apply the proceed of the subscription amount towards working capital requirement, general corporate purpose and repayment of existing debt</p>



\*Note: 1. 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.

For WILLIAMSON MAGOR & CO. LIMITED

*Aditi Dasg*

Signature of Authorised Signatory:



Place: KOLKATA

Date: 15<sup>th</sup> JULY 2021