

October 10, 2020

To,

Department of Corporate Services <b>BSE Limited</b> 14 <sup>th</sup> Floor, BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Listing Compliance department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.	<b>Mr. Tehnaz Punwani</b> Company Secretary & Compliance Officer, <b>Eveready Industries India Limited,</b> 1, Middleton Street, Kolkata, West Bengal -700071.
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**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Eveready Industries India Limited ('Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra') (In our capacity as Debenture Trustee and Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	27,00,000 17,00,000	3.71% 2.34%	3.71% 2.34%
c) Voting rights (VR) otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	----	----	----
<b>Total (a+b+c+d)</b>	<b>44,00,000</b>	<b>6.05%</b>	<b>6.05%</b>
<b>Details of acquisition/ Sale</b>			
a) Shares carrying voting rights acquired / sold	17,00,000	2.34%	(2.34%)
b) VRs acquired/sold otherwise than by shares	(8,96,906)	(1.23%)	(1.23%)
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	----	----	----
d) Shares <del>encumbered/invoked/released</del> by the acquirer	(17,00,000)	(2.34%)	(2.34%)
<b>Total (a+b+c+d)</b>	<b>(8,96,906)</b>	<b>(1.23%)</b>	<b>(1.23%)</b>

<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	35,03,094	4.82%	4.82%
b) Shares encumbered with the acquirer	----	----	----
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
<b>Total (a+b+c+d)</b>	<b>35,03,094</b>	<b>4.82%</b>	<b>4.82%</b>
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Sale of Invoked shares and Invocation of pledged shares. Please refer the note		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of Sale: December 26, 2019 Date of Invocation: October 07, 2020.		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	7,26,87,260 Shares (As per shareholding pattern available on BSE website for quarter ended June 2020)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	7,26,87,260 Shares (As per shareholding pattern available on BSE website for quarter ended June 2020)		
Total diluted share/voting capital of the TC after the said acquisition	7,26,87,260 Shares		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note:**

- 17,00,000 (7,20,000 + 9,80,000) Equity Shares of the Company has been invoked on the above mentioned date in our capacity as a Security Trustee against the terms loan facility availed by Williamson Financial Services Limited and in capacity as Debenture Trustee for the NCDs issued by Babcock Borsig Limited.
- 8,96,906 Equity Shares of the Company invoked by Vistra have been sold on the above mentioned date in capacity Security Trustee against the terms loan facility availed by Williamson Financial Services Limited.

*The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

**For Vistra ITCL (India) Limited**



**Authorized Signatory**

**Place: Mumbai**