



# WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L67120AS1971PLC001358  
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001  
TELEPHONE : 033-2243-5391/93, 2210-1221, 2248-9434/35, FAX : 91-33-2248-3683/8114/6824  
E-mail : administrator@mcleodrussel.com, Website : www.williamsonfinancial.in

REF: WFSL/SEC/2021-22

23<sup>rd</sup> September, 2021

The Secretary,  
BSE Limited,  
P. J. Towers,  
Dafal Street,  
**Mumbai 400 001**  
**Scrip Code: 519214**

The Secretary  
Eveready Industries India Ltd.  
1 Middleton Street  
**Kolkata – 700 071**

Dear Sir,

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

We are submitting herewith the revised disclosure / details of all the agreements / events pertaining to encumbrance on shares of Eveready Industries India Ltd. existed as on 30.09.2019 held by the Company under Regulation 31 of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 in prescribed format as per SEBI circular dated August 07, 2019 in Annexure II.

Thanking you,

Yours faithfully,

**For Williamson Financial Services Ltd.**

*Sk Javed Akhtar*  
**Sk Javed Akhtar**  
**Company Secretary**

## Annexure – II

### Format for disclosure of reasons for encumbrance

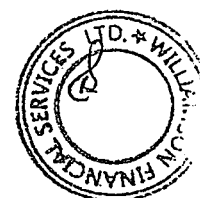
(In addition to Annexure – I prescribed by way of circular dated August 05, 2015)

Name of listed company	Eveready Industries India Limited
Name of the recognised stock exchanges where the shares of the company are listed	1. BSE Ltd. 2. National Stock Exchange of India Ltd. 3. The Calcutta Stock Exchange Ltd.
Name of the promoter(s) / PACs whose shares have been encumbered	Williamson Financial Services Ltd. <b>Other PACs</b> Williamson Magor & Co. Ltd. Bishnauth Investments Ltd. McLeod Russel India Ltd. Babcock Borsig Ltd. Bennett Coleman and Company Ltd. Kilburn Engineering Ltd. Ichamati Investments Ltd United Machine Co. Ltd. Nitya Holdings & Properties Ltd. Zen Industrial Services Ltd. Dufflaghur Investments Ltd. Yashodhara Khaitan Aditya Khaitan Amritanshu Khaitan Vanya Khaitan B M Khaitan Isha Khaitan Kavita Khaitan
Total promoter shareholding in the listed company	No. of shares – 19,80,988 % of total share capital – 2.73%
Encumbered shares as a % of promoter shareholding	Pledge – 98.99%
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	NO



**Detail of all the existing events / agreements pertaining to encumbrance**

		Encumbrance 1 (Date of creation of encumbrance: 24.04.2018)	Encumbrance 2 (Date of creation of encumbrance: 27.12.2017)	Encumbrance 3 Date of creation of encumbrance: 06.04.2017)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc., or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares: 6,03,414- % of total share capital: 0.83%	No. of shares: 6,37,574 % of total share capital: 0.88%	No. of shares: 7,20,000 % of total share capital: 0.99%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	DMI Finance Private Limited	IL&FS Financial Services Limited (IFIN) and act as security agent on behalf of IL&FS Infrastructure Debt Fund (IDF).	Vistra ITCL (India) Limited
	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.	NBFC	Public Financial Institution	Debenture Trustee
	Names of all other entities in the agreement	Listed company and its group companies (if any) 1. N.A., 2. .... Other entities (if any) – N.A. 1. .... 2. ....	Williamson Magor & Co. Limited (WMCL), Bishnauth Investments Limited, McNally Bharat Engineering Co. Ltd.(MBECL), IFIN	Babcock Borsig Limited (BBL), Vistra ITCL (India) Limited
	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	NO	Yes If yes, 1. Name of the issuer : Babcock Borsig Limited Details of the debt instrument – BBL had issued 1500 Non-Convertible Debentures of Face Value of Rs. 10,00,000/- each aggregating to Rs. 150 Crores to IL&FS Infrastructure Debt



				<p>Fund on a private placement basis.</p> <p>2. Whether the debt instrument is listed on stock exchanges? - No</p> <p>3. Credit Rating of the debt instrument - No</p> <p>4. ISIN of the Instrument - NA</p>
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 18.89 Crores (approx.) (Rs. 313.05 per share i.e. Cl. Price as on 24.04.2018)	Rs. 27.87 Crores (approx.) (Rs. 437.15 per share i.e. Cl. Price as on 27.12.2017)	Rs. 19.94 Crores (approx.)  (Rs. 276.90 per share i.e. Cl. Price as on 06.04.2017)
	Amount involved (against which shares have been encumbered) (B)	Term Loan : Rs. 20 Crores	<p>1. Term loan of Rs. 1750000000 to WMCL (In October 2018 outstanding facility of Rs. 100 crore was converted into Non-Convertible Debenture (NCD) a sum of Rs. 99.5 crore has been assigned by IFIN to IDF</p> <p>2. WMCL had entered into a "Put Option" agreement in respect of 1,61,29,000 CCPS issued by McNally Bharat Engineering Co. Limited of Rs. 10 each at a premium of Rs. 52 aggregating to Rs. 99,99,98,000 subscribed by IFIN</p>	Rs. 150 Crores
	Ration of A / B	0.9445	0.1013	0.1329



<p>End use of money</p>	<p>Borrowed amount to be utilised for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilisation of amount, repayment schedule etc.</p> <p>(a) Any other reason (lease specify)</p>	<p><b>Utilisation – General</b>  Corporate purposes.</p> <p><b>Schedule of Repayment</b> - 15 months from the date of drawdown</p>	<p><b>Utilisation –</b> 1. The fund of Rs. 175 crore were to be utilised by WMCL for refinancing of existing loans / long term group working capital requirement.</p> <p>2. The fund raised from issue of CCPS utilised for working capital requirement, Reduction of Debt and General Corporate Purpose by MBECL.</p> <p><b>Schedule of Repayment</b> -1. Term Loan of 175 crore- Repayable by WMCL in 16 quarterly instalments after a moratorium of 24 months from the date of first disbursement of facility.</p> <p>2. NCD OF 100 CRORE – Repayable by WMCL in 10 quarterly instalments starting 31 Dec 2020 with first instalment being Rs 1,56,25,000 and balance instalments being Rs 10,93,75,000 each with final maturity being 31 March 2023</p> <p>3. MBECL CCPs – The investor shall have a put option exercisable at any time after expiry of 12 month period from the date on which the investor pays the investment amount till the expiry of Put Option exercise period.</p>	<p><b>Utilisation -</b> The fund has been utilised by BBL towards repayment of loan availed from Mleod Russel India Limited</p> <p><b>Schedule of Repayment</b> – Repayment in 16 equal quarterly instalments, after a moratorium of 24 months from the date of first disbursement of facility.</p>
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Signature of Authorised Signatory:

For Williamson Financial Services Ltd.

*Sk Javed Akhtar*

Sk Javed Akhtar  
Company Secretary

Place: Kolkata

Date: 23-09-2021

