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

15th September 2021

The Secretary BSE Limited PJ. Towers, 25th Floor, Dalal Street, MUMBAI-400001 Scrip Code: 531508 The Secretary
National Stock Exchange of
India Ltd,
Listing dept. Exchange Plaza,
5th Fl. Plot No. C/1,
G- Block, Bandra-Kurla
Complex, Bandra (E) MUMBAI400051

Scrip Code: EVEREADY

The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range
KOLKATA-700001
Scrip Code: 10000029

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

Dear Sir,

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

With reference to your email dated 09.09.2021 for disclosure under Regulation 31 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.

We further submit that it was a bonafide mistake on the part of the Company and there was no intention on the part of the Company or its Director to intentionally violate any provision of Law.

We would like to state that our company has always been meticulous in complying with the SEBI Regulations/ Companies Act, etc., and going forward prescribed timeline should be strictly adhered and we will ensure that such delays do not recur in future and request its condonation.

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

Please acknowledge receipt.

Yours faithfully,

WILLIAMSON MAGOR & CO. LIMITED

COMPANY SECRETARY

Encl: as above.

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	1. BSE Ltd.
shares of the company are listed	2. National Stock Exchange of India
	ltd
Name of the promoter(s) / PACs whose shares have	Williamson Magor & Co. Ltd.
been encumbered	Other PACs
	Bishnauth Investments Ltd.
	Williamson Financial Services 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 – 1,27,08,838
	% of total share capital – 17.48%
Encumbered shares as a % of promoter shareholding	Share encumbered – 1,27,06,220
	Shares Pledge in %-99.979%
Whether encumbered share is 50% or more of promoter	YES
shareholding	
Whether encumbered share is 20% or more of total	NO
share capital	



Detail of all the existing events / agreements pertaining to encumbrance

Type of encu (pledge, lien lien, non-dis undertaking other covena transaction, arrangement nature of enc	, negative posal etc., or any ant, condition or t in the	Encumbrance 1 (Date of creation of encumbrance: 12.10.2007) Pledge	Encumbrance 2-6 (Add columns for each event/agreement) Pledge – Annexure A-E	Encumbrance 7 Date of creation of encumbrance: 30.04.2019) Pledge	Encumbrance 8 (Date of creation of encumbrance:27.03.201 8)* Non-disposal undertaking
No. and % o encumbered		No. of shares:32,00,000 % of total share capital: 4.40%	No. of shares:38,22,900 % of total share capital: 5.259%	No. of shares:5683320 % of total share capital: 7.818%	No. of shares: 2618 % of total share capital:0.004%
Specific details about the encumbran ce	Name of the entity in whose favour shares encumbere d (X)	Housing Development Finance Corporation Ltd (HDFC Ltd.)	IL & FS Financial Services Ltd.(IFIN) and act as security agent on behalf of IL&FS Infrastructure Debt Fund (IDF)	IndusInd Bank Ltd.	IL & FS Financial Services Ltd.(IFIN) and act as security agent on behalf of IL&FS Infrastructure Debt Fund
	Whether the entity X is a scheduled commercia I bank, public financial institution, NBFC or hosuing finance company? If No, provide the nature of the business of the entity. Names of	Housing Finance Company	Public financial institution	Private bank	Public financial institution
	all other entities in the agreement	NA	NA	Developers & Finance Limited	IVA
	Whether the encumbran ce is relating to any debt instrument	No If yes, 1. Name of the issuer NA Details of the debt instrument – NA	NO	No If yes, 1. Name of the issuer NA Details of the debtinstrument –	No If yes, 1. Name of the issuer NA Details of the debt instrument – NA

	s viz, debenture, commercia I paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	2. Whether the debt instrument is listedon stock exchange s?- No 3. Credit Rating of thedebt instrument - No 4. ISIN of Instrument-NA		NA 2. Whethe r the debt instrum ent is listedon stock exchan ges?- No 3. Credit Rating of thedebt instrumen t - No 4. ISIN	2. Whether the debt instrument is listedon stock exchanges?-No 3. Credit Rating of thedebt instrument - No 4. ISIN of the Instrument-NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A) Amount involved (against which shares	Rs. 20,04,80,000(Rs.6 4.65 per share) 1. Term loan- Rs. 100 crore 2. Term loan- Rs. 75 crore		of the Instrument- NA Rs. 66,40,95,942(Rs . 116.85 per share)	Rs. 9,63,685.8 (Rs. 368.1 per share) 1. Term loan of Rs. 1750000000 to WMCL (In October 2018 outstanding
	have been encumbere d) (B)	3. Term loan- Rs. 25 crore	,		facility of Rs. 100crore was converted into Non-Convertible Debenture (NCD) a sum of Rs. 99.5 crore has been assigned by IFIN to IDF 2. IFIN has subscribed to 1,61,29,000 Compulsory Convertible Preference shares of F.V. of Rs. 10
	Ration of A / B	0.100		0.332	/- each at a premium of Rs. 52/- issued by the McNally Bharat Engineering Company Ltd.

* 03

End use of Borrowed NA amount to money be utilised NA what for **Utilization:** purpose -(a) Personal 1. Term loan of WMCL use by of Rs. promoters utilized for refinance of and PACs existing loan / long term (b) For the group working capital benefit of requirement. listed Utilisation -Utilisation McNally company Term loan of Rs. The fund to be Engineering 100 utilised by third Ltd. apply the proceed Provide crore has details been utilised for Party towards of the includina Company's providing loan & amount towards working advances to the amount, commercial capital purpose. purpose of Group Company general 2. Term loan of Rs. purpose and repayment raising Schedule of existing debt money by 75 crore has been utilised for Repayment listed Repayment in Schedule company. Company's 20 Repaymentschedule commercial egual 1. Term Loan of 175 purpose quarterly for crore- Repayable in 16 3. Term loan of Rs. instalments. utilisation starting at the quarterly 25 crore has been of amount. after a moratorium of 24 end of 15th repayment utilised for loan month the date months from the date of schedule against first disbursement of αf first discounting etc. of disbursement of facility. from receivables (a) Any leased & licensed facility 2. NCD OF 100 CRORE other premises - Repayable in 10 reason quarterly (lease starting 31 Dec 2020 specify) Schedule Repayment - 1. with first The term loan of being Rs 1.56.25.000 Rs. 100 crore and and balance instalments being Rs 10,93,75,000 Rs. 75 crore would each with final maturity be repaid in 54 being 31 March 2023 equated monthly instalment 2 MBECL CCPs - The commencing from investor shall have a put 7th month from the option exercisable at date of any time after expiry of disbursement 12 month period from

2. The loan of Rs.

25 crore would be

in

140

monthly

repaid

equated

instalment

1750000000

Bharat

Company

subscription

requirement,

corporate

instalments

instalments

instalment

the

the date on which the

investment amount till

the expiry of Put Option

exercise period.

pays

investor

of

Annexure A

		Encumbrance 2
T ((Date of creation of encumbrance: 18.04.2017)
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
No. and % of shares encumbered		No. of shares:3,00,000 % of total share capital: 0.412 %
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IL & FS Financial Services Ltd.(IFIN) and act as security agent on behalf of IL&FS Infrastructure Debt Fund
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or hosuing finance company? If No, provide the nature of the business of the entity.	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,	No If yes, 1. Name of the issuer NA
	provide details about the instrument, including credit rating	Details of the debtinstrument – NA 2. Whether the debt instrument is listed on stock exchanges?- No 3. Credit Rating of thedebt instrument - No 4. ISIN of the Instrument- NA
Security Cover/ Asset	Value of the shares on the date of the	Rs. 8,69,25,000(Rs.289.75 per share) on 18-04-
Cover	event / agreement (A) Amount involved (against which shares have been encumbered) (B)	2017 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 2. The Company had entered into a "Put Option" agreement in respect of 1,61,29,000 CCPS issued by McNally Bharat Engineering Co. Limited (MBECL)of Rs. 10 each at a premium of Rs. 52 aggregating to Rs. 99,99,98,000 subscribed by IFIN
Tad use of manay	Ration of A / B	0.0316
End use of money	Borrowed amount to be utilised 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 utilisation of amount, repayment schedule etc. (a) Any other reason (lease specify)	 Utilisation – 1. The fund of Rs. 175 crore to be utilised for refinancing of existing loans / long term group working capital requirement. 2. The fund raised from issue of CCPS utilised for working capital requirement, Reduction of Debt and General Corporate Purpose.
		Schedule of Repayment – 1. Term Loan of 175 crore- Repayable in 16 quarterly instalments after a moratorium of 24 months date of first disbursement of facility.

	2. NCD OF 100 CRORE - Repayable 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
	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.



Annexure B

		Encumbrance 3
		(Date of creation of encumbrance: 09.05.2018)
Type of encumbrance (p	ledge, lien, negative lien, non-disposal	Pledge
undertaking etc., or any	other covenant, transaction, condition	
or arrangement in the nature of encumbrance)		No. of the result 00 000
No. and % of shares encumbered		No. of shares:8,00,000 % of total share capital: 1.1006%
Specific details about	Name of the entity in whose favour	IL & FS Financial Services Ltd is a public
the encumbrance	shares encumbered (X)	financial institution
the chodinatation	Whether the entity X is a scheduled	public financial institution
	commercial bank, public financial	'
	institution, NBFC or hosuing finance	
	company? If No, provide the nature	
	of the business of the entity.	
	Names of all other entities in the	NA
	agreement Whether the encumbrance is	No
	relating to any debt instruments viz,	If yes,
	debenture, commercial paper,	1. Name of the issuer NA
	certificate of deposit etc.? If yes,	Details of the debtinstrument – NA
	provide details about the instrument,	Whether the debt instrument is listedon
	including credit rating	stock exchanges?- No
		Credit Rating of thedebt instrument - No
		4. ISIN of the Instrument- NA
Security Cover/ Asset	Value of the shares on the date of	Rs. 22,29,20,000(Rs.278.65 per share) on 09-05-
Cover	the event / agreement (A)	2018
	Amount involved (against which	The Company had entered into a "Put Option"
	shares have been encumbered) (B)	agreement in respect of 1,61,29,000 CCPS issued
		by McNally Bharat Engineering Co. Limited
		(MBECL)of Rs. 10 each at a premium of Rs. 52 aggregating to Rs. 99,99,98,000 subscribed by
		aggregating to Ns. 99,99,90,000 substribed by
	Ration of A / B	0.222
End use of money	Borrowed amount to be utilised for	
,,	what purpose -	
	(a) Personal use by promoters and	
	PACs	
	(b) For the benefit of listed company	Utilisation - The fund has been utilised for
	Provide details including amount,	working capital requirement, Reduction of Debt
	purpose of raising money by listed	and General Corporate Purpose.
	company, schedule for utilisation of	
	amount, repayment schedule etc.	Schedule of Repayment -The investor shall have
		a put option exercisable at any time after expiry of
	(a) Any other reason (lease specify)	12 month period from the date on which the
		investor pays the investment amount till the expiry
		of Put Option exercise period.
		MAGOO
	<u> </u>	(TO (NO 10)

Annexure C

		Encumbrance 4
		(Date of creation of encumbrance: 27.03.2018)
disposal undertaking etc.	ledge, lien, negative lien, non- , or any other covenant, arrangement in the nature of	Pledge
No. and % of shares enc	umbered	No. of shares:13,00,000
		% of total share capital: 1.788%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X) Whether the entity X is a	IL & FS Financial Services Ltd public financial institution
	scheduled commercial bank, public financial institution, NBFC or hosuing finance company? If No, provide the nature of the business of the entity.	
	Names of all other entities in the agreement	McNally Bharat Engineering Co. 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 If yes, 1. Name of the issuer NA Details of the debtinstrument – NA 2. Whether the debt instrument is listedon stock exchanges?- No 3. Credit Rating of thedebt instrument - No 4. ISIN of the
Security Cover/ Asset	Value of the shares on the date	Rs. 47,85,30,000(Rs.368.10 per share) on 27-03-
Cover	of the event / agreement (A) Amount involved (against which shares have been encumbered) (B)	2018 The Company had entered into a "Put Option" agreement in respect of 1,61,29,000 CCPS issued by McNally Bharat Engineering Co. Limited (MBECL)of Rs. 10 each at a premium of Rs. 52 aggregating to Rs. 99,99,98,000 subscribed by IFIN
	Ration of A / B	0.478
End use of money	Borrowed amount to be utilised for what purpose — (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount,	Utilisation - The fund has been utilised for working capital requirement, Reduction of Debt and General Corporate Purpose.
	purpose of raising money by listed company, schedule for utilisation of amount, repayment schedule etc. (a) Any other reason (lease	Schedule of Repayment – 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.
	specify)	ON MAGO

Annexure D

	•	Encumbrance 5
		(Date of creation of encumbrance: 14.03.2019)
Type of encumbrance (rd	edge lien negative lien non	Pledge
Type of encumbrance (pledge, lien, negative lien, non- disposal undertaking etc., or any other covenant,		Fledge
transaction, condition or arrangement in the nature of		
encumbrance)	arrangement in the nature of	
No. and % of shares enc	umbered	No. of shares:10,00,000
No. and 70 of shares end	umbered	% of total share capital: 1.375%
Specific details about	Name of the entity in whose	IL & FS Financial Services Ltd
the encumbrance	favour shares encumbered (X)	TE & TO T Individual Oct vides Eta
are cricambrance	Whether the entity X is a	public financial institution
	scheduled commercial bank,	pasio ilianolai iliotitation
	public financial institution, NBFC	
	or hosuing finance company? If	
	No, provide the nature of the	
	business of the entity.	
	Names of all other entities in the	NA
	agreement	147
	Whether the encumbrance is	No
	relating to any debt instruments	If yes,
	viz, debenture, commercial	1. Name of the issuer NA
	paper, certificate of deposit etc.?	Details of the debt instrument – NA
	If yes, provide details about the	Whether the debt instrument is listed on
	instrument, including credit rating	stock exchanges?- No
	interactions, melacing erodic rating	3. Credit Rating of the debt instrument - No
		4. ISIN of the Instrument- NA
Security Cover/ Asset	Value of the shares on the date	Rs. 20,90,50,000(Rs. 209.05 per share) on 14-03-
Cover	of the event / agreement (A)	2019
	Amount involved (against which	The Company had entered into a "Put Option"
	shares have been encumbered)	agreement in respect of 1,61,29,000 CCPS issued by
	(B)	McNally Bharat Engineering Co. Limited (MBECL)of
	, ,	Rs. 10 each at a premium of Rs. 52 aggregating to
		Rs. 99,99,98,000 subscribed by IFIN
:	Ration of A / B	0.209
End use of money	Borrowed amount to be utilised	
•	for what purpose –	T T T T T T T T T T T T T T T T T T T
	(a) Personal use by promoters	
	and PACs	
	(b) For the benefit of listed	
	company	Utilisation - The fund has been utilised for working
		capital requirement, Reduction of Debt and General
	Provide details including amount,	Corporate Purpose.
	purpose of raising money by	
	listed company, schedule for	Schedule of Repayment – The investor shall have a
	utilisation of amount, repayment	put option exercisable at any time after expiry of 12
	schedule etc.	month period from the date on which the investor
		pays the investment amount till the expiry of Put
	(a) Any other reason (lease	Option exercise period.
	specify)	



Annexure E

		Encumbrance 6
		(Date of creation of encumbrance: 25.03.2019)
Tune of engumbres	as /pladas lien pagative lien pen dianggal	Pledge
Type of encumbrance (pledge, lien, negative lien, non-disposal		Fleuge
undertaking etc., or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		
No. and % of shares		No. of shares:6,00,000
INO. and 70 of Shares	encumbered	% of total share capital: 0.825%
Specific details	Name of the entity in whose favour shares	IL & FS Financial Services Ltd
about the	encumbered (X)	TE CONTRICTION OF VICES ELC
encumbrance	Whether the entity X is a scheduled	public financial institution
	commercial bank, public financial institution,	pasis management
	NBFC or hosuing finance company? If No,	
	provide the nature of the business of the	
	entity.	
	Names of all other entities in the agreement	NA
	Whether the encumbrance is relating to any	No
	debt instruments viz, debenture, commercial	If yes,
	paper, certificate of deposit etc.? If yes,	Name of the issuer NA
	provide details about the instrument,	Details of the debt instrument – NA
	including credit rating	2. Whether the debt instrument is listed
		on stock exchanges?- No
		3. Credit Rating of the debt instrument -
		No lost the least we art NA
0 " 0 1	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	4. ISIN of the Instrument- NA
Security Cover/	Value of the shares on the date of the event /	Rs. 11,68,20,000(Rs.194.70 per share) on 25-03-2019
Asset Cover	agreement (A) Amount involved (against which shares have	The Company had entered into a "Put
	been encumbered) (B)	Option" agreement in respect of 1,61,29,000
	been endumbered/(b)	CCPS issued by McNally Bharat Engineering
		Co. Limited (MBECL)of Rs. 10 each at a
		premium of Rs. 52 aggregating to Rs.
		99,99,98,000 subscribed by IFIN
	Ration of A / B	0.1168
End use of money	Borrowed amount to be utilised for what	
1	purpose –	
	(a) Personal use by promoters and PACs	
	(b) For the benefit of listed company	
		Utilisation - The fund has been utilised for
	Provide details including amount, purpose of	working capital requirement, Reduction of
	raising money by listed company, schedule	Debt and General Corporate Purpose.
	for utilisation of amount, repayment schedule	Cahadula of Danaymant The investor
	etc.	Schedule of Repayment – The investor
	(a) Any other reason (lease enecify)	shall have a put option exercisable at any time after expiry of 12 month period from the
	(a) Any other reason (lease specify)	date on which the investor pays the
		investment amount till the expiry of Put
		Option exercise period.
		Sp. St. Shorold Porton.
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*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.

MILLIAMSON MAGOR & CO. LIMITED

Signature of Authorised Signatory:

Company Secretary

Place: KOLKATA

Date: 15 SEPTEMBER 2021