



# WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715  
REGISTERED OFFICE : FOUR MANGO LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001  
TELEPHONE : 033-2210-1221, 2243-5391, 2240-9434, 2240-9435, FAX : 91-33-2240-3683 / 8114 / 6265  
E-mail : administrator@wmg.co.in, Website : www.wmtea.com

15<sup>th</sup> September 2021

The Secretary  
BSE Limited PJ. Towers,  
25<sup>th</sup> Floor, Dalal Street,  
MUMBAI-400001  
Scrip Code: 531508

The Secretary  
National Stock Exchange of  
India Ltd,  
Listing dept. Exchange Plaza,  
5<sup>th</sup> Fl. Plot No. C/1,  
G- Block, Bandra-Kurla  
Complex, Bandra (E) MUMBAI-  
400051  
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**

  
(ADITI DAGA)  
**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 shares of the company are listed	1. BSE Ltd. 2. National Stock Exchange of India Ltd.
Name of the promoter(s) / PACs whose shares have been encumbered	Williamson Magor & Co. Ltd. <b>Other PACs</b> 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 shareholding	YES
Whether encumbered share is 20% or more of total share capital	NO



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

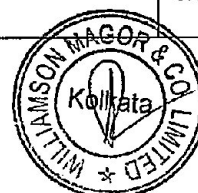
		Encumbrance 1 (Date of creation of encumbrance: 12.10.2007)	Encumbrance 2-6 (Add columns for each event/agreement)	Encumbrance 7 Date of creation of encumbrance: 30.04.2019)	Encumbrance 8 (Date of creation of encumbrance:27.03.2018)*
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc., or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge – <b>Annexure A-E</b>	Pledge	Non-disposal undertaking
No. and % of shares 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 encumbrance	Name of the entity in whose favour shares encumbered (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 commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Housing Finance Company	Public financial institution	Private bank	Public financial institution
	Names of all other entities in the agreement	NA	NA	Seajuli Developers & Finance Limited	NA
	Whether the encumbrance 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 debt instrument –	No If yes, 1. Name of the issuer NA Details of the debt instrument – NA



	s viz, debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	2. Whether the debt instrument is listed on stock exchanges? - No 3. Credit Rating of the debt instrument - No 4. ISIN of Instrument- NA		NA 2. Whether the debt instrument is listed on stock exchanges? - No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument- NA	2. Whether the debt instrument is listed on stock exchanges? - No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument- NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 20,04,80,000 (Rs. 64.65 per share)		Rs. 66,40,95,942 (Rs. 116.85 per share)	Rs. 9,63,685.8 (Rs. 368.1 per share)
	Amount involved (against which shares have been encumbered) (B)	1. Term loan- Rs. 100 crore 2. Term loan- Rs. 75 crore 3. Term loan- Rs. 25 crore		200,00,00,000	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. 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.
	Ration of A / B	0.100		0.332	0.00035



<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</b> – 1. Term loan of Rs. 100 crore has been utilised for Company's commercial purpose.  2. Term loan of Rs. 75 crore has been utilised for Company's commercial purpose  3. Term loan of Rs. 25 crore has been utilised for loan against discounting of receivables from leased &amp; licensed premises</p> <p><b>Schedule of Repayment</b> – 1. The term loan of Rs. 100 crore and Rs. 75 crore would be repaid in 54 equated monthly instalment commencing from 7<sup>th</sup> month from the date of 1<sup>st</sup> disbursement</p> <p>2. The loan of Rs. 25 crore would be repaid in 140 equated monthly instalment</p>		<p><b>Utilisation</b> - The fund to be utilised by third Party towards providing loan &amp; advances to the Group Company</p> <p><b>Schedule of Repayment</b> – Repayment in 20 equal quarterly instalments, starting at the end of 15<sup>th</sup> month the date of first disbursement of facility</p>	<p>NA</p> <p>NA</p> <p><b>Utilization:</b></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> <p><b>Schedule of Repayment-</b></p> <p>1. Term Loan of 175 crore- Repayable 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 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>2 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>
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## Annexure A

		Encumbrance 2 (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 housing 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, provide details about the instrument, including credit rating	No If yes, 1. Name of the issuer NA Details of the debt instrument – NA 2. Whether the debt instrument is listed on stock exchanges?- No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument- NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 8,69,25,000(Rs.289.75 per share) on 18-04-2017
	Amount involved (against which shares have been encumbered) (B)	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
	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)	<b>Utilisation</b> – 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.  <b>Schedule of Repayment</b> – 1. Term Loan of 175 crore- Repayable in 16 quarterly instalments after a moratorium of 24 months from the date of first disbursement of facility.

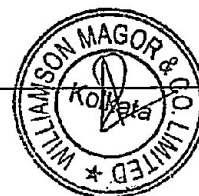


		<p>2. NCD OF 100 CRORE - Repayable in 10 quarterly instalments starting 31 Dec 2020 with first instalment being Rs 1,56,25,000 and balance instalments being Rs 10,93,75,000 each with final maturity being 31 March 2023</p> <p>3. MBECL CCPs – The investor shall have a put option exercisable at any time 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>
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## Annexure B

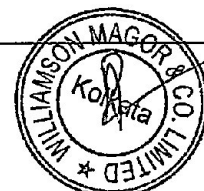
		Encumbrance 3 (Date of creation of encumbrance: 09.05.2018)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc., or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge
No. and % of shares encumbered		No. of shares:8,00,000 % of total share capital: 1.1006%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IL & FS Financial Services Ltd is a public financial institution
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or hosing 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, provide details about the instrument, including credit rating	No If yes, 1. Name of the issuer NA Details of the debt instrument – NA 2. Whether the debt instrument is listed on stock exchanges?- No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument- NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 22,29,20,000(Rs.278.65 per share) on 09-05-2018
	Amount involved (against which shares have been encumbered) (B)	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	0.222
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  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)	<b>Utilisation</b> - The fund has been utilised for working capital requirement, Reduction of Debt and General Corporate Purpose.  <b>Schedule of Repayment</b> -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 C

		Encumbrance 4 (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)		Pledge
No. and % of shares encumbered		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)	IL & FS Financial Services Ltd
	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.	public financial institution
	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 debt instrument – NA 2. Whether the debt instrument is listed on stock exchanges? - No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument - NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 47,85,30,000 (Rs. 368.10 per share) on 27-03-2018
	Amount involved (against which shares have been encumbered) (B)	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, purpose of raising money by listed company, schedule for utilisation of amount, repayment schedule etc.  (a) Any other reason (lease specify)	<b>Utilisation</b> - The fund has been utilised for working capital requirement, Reduction of Debt and General Corporate Purpose.  <b>Schedule of Repayment</b> – 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 D

		Encumbrance 5 (Date of creation of encumbrance: 14.03.2019)
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:10,00,000 % of total share capital: 1.375%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IL & FS Financial Services Ltd
	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.	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 Details of the debt instrument – NA 2. Whether the debt instrument is listed on stock exchanges?- No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument- NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 20,90,50,000(Rs. 209.05 per share) on 14-03-2019
	Amount involved (against which shares have been encumbered) (B)	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	0.209
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)	<b>Utilisation</b> - The fund has been utilised for working capital requirement, Reduction of Debt and General Corporate Purpose.  <b>Schedule of Repayment</b> – 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 E

		Encumbrance 6 (Date of creation of encumbrance: 25.03.2019)
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:6,00,000 % of total share capital: 0.825%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IL & FS Financial Services Ltd
	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.	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 Details of the debt instrument – NA 2. Whether the debt instrument is listed on stock exchanges?- No 3. Credit Rating of the debt instrument - No 4. ISIN of the Instrument- NA
Security Cover/ Asset Cover	Value of the shares on the date of the event / agreement (A)	Rs. 11,68,20,000(Rs.194.70 per share) on 25-03-2019
	Amount involved (against which shares have been encumbered) (B)	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	0.1168
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)	<b>Utilisation</b> - The fund has been utilised for working capital requirement, Reduction of Debt and General Corporate Purpose.  <b>Schedule of Repayment</b> – 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.



\*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.

Signature of Authorised Signatory:

**WILLIAMSON MAGOR & CO. LIMITED**  
  
*Company Secretary*

Place: KOLKATA

Date: 15 SEPTEMBER 2021