

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

18th January, 2019

The Secretary
BSE Limited
P.J. Towers, 25th Floor
Dalal Street, Fort
MUMBAI –400 001
Scrip Code:532629

The Secretary
The National Stock Exchange
of India Limited, Listing Dept.
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400 051
Scrip Code:MBECL

The Secretary
McNally Bharat Engineering Company Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata - 700001

Dear Sir,

SECURITIES & EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011

— REVISED DISCLOSURE FOR ENCUMBRANCE OF SHARES

We refer to email dated 18.01.2019 received from Mr. Rakesh Parekh, BSE Ltd and would like to inform you that 43,00,000 Equity Shares of Rs.10/- each of McNally Bharat Engineering Company Limited held by our Company have been pledged on 10th January 2019. We re-submit herewith the required information in this regard in Annexure-1 as specified by SEBI in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, which we trust you will find in order.

Please acknowledge receipt.

Yours faithfully,

WILLIAMSON MAGOR & CO. LIMITED

(ADITI DHANUKA)

ASSISTANT COMPANY SECRETARY

Enclo: as above.

ANNEXURE - 1

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)	McNALLY BHARAT ENGINEERING COMPANY LIMITED
Names of the Stock Exchanges where the shares of the Target Company are listed	1. Bombay Stock Exchange Limited
	2. The National Stock Exchange of India Limited
Date of reporting	14th January 2019
Name of the Promoter or PAC on whose shares encumbrance has been created/released/invoked	WILLIAMSON MAGOR & CO. LIMITED

Details of the creation of encumbrance on Equity Shares

McLeod Russel India Limited 3052295 1.77 0 0.00 N.A. N.A. N.A. N.A. 0 0.00 N.A. 0 0.00 Babcock Borsig Limited 12664636 7.36 0 0.00 N.A. N.A. N.A. N.A. 0 0.00 N.A. 0 0.00 MKN Investment Private Limited 1370459 0.80 1370459 0.80 N.A. N.A. N.A. Pledge Company's borrowing 0 0.00 IFCI Limited 1370459 0.80 EMC Limited 11702689 6.80 8101722 4.71 N.A. N.A. Pledge Company's borrowing 0 0.00 SKS Fincap Private Limited 8101722 4.71	3 4													
Name of the Promoter(s) or PACs with him* or P		1000	7											
Name of the Promoter(s) Target Company encumbered 2 Type of total Number Number			ding								encumbered shares			
Number N							Details of Events							
Number % of total share % of total share % of total share share share capital ca		Target Com	pany	encumbe	ered				pertaining to encu	mbrance			release [(2)-(3)]/	
total share capital share shares shares shares capital share capital share capital share shares shares shares shares capital share shares sh	or PACs with him*	1		. 2			3					invocation	[(1)-(3)]}	
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EMC Limited 11702689 6.80 8101722 4.71 N.A. N.A. Pledge Company's borrowing 0 0.00 SKS Fincap Private Limited 8101722 4.71	MKN Investment Private Limited			1370459					Company's borrowing	0	0.00	IFCI Limited	1370459	
	EMC Limited	11702689	6.80	8101722		N.A.	N.A.	Pledge		0	0.00	SKS Fincap Private Limited	8101722	4.71
	Total	74097267	43.04	15959943	9.27					4300000	2.50		20259943	11.77

Note:

The Target Company has allotted Equity Shares of Rs.10/- each on 31.03.2018 [by way of conversion of Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each which were issued on 30.03.2017] to :-

- (1) Williamson Magor & Co. Limited [WMCL]: 1,51,51,515 Equity Shares allotted on 31.03.2018 against 1,51,51,515 CCPS issued [fully converted];
- (2) Williamson Financial Services Limited [WFSL]: 85,00,000 Equity Shares allotted on 31.03.2018 and 66,51,515 Equity Shares allotted on 29.09.2018 against 1,51,515,515 CCPS issued [fully converted];
- (3) Babcock Borsig Limited [BBL]: 85,00,000 Equity Shares allotted on 31.03.2018 and 28,63,636 Equity Shares allotted on 29.09.2018 against 1,13,63,636 CCPS issued [fully converted].
- All the aforesaid converted Equity Shares are yet to be credited in the respective Demat Accounts of the respective Allottee Companies (subject to Lock-in from the date of receipt of the Trading Approval from the Stock Exchanges)

(Contd....2



Details of encumbrance on McNal	ly Bharat Eng	ineering	Company L	imited	40,00,000 -	1% Pref 25	SP19 (Pr	omoter Quota/25 Sep	2019) :-				
			Promote	er									holding of
	Promoter hole	ding 1	holding	9		s.							
	in the		already	/		Details of Events							
Name of the Promoter(s)	Target Company encumbered						pertaining to encu	mbrance			release [(2)-(3)]/		
or PACs with him*	1	2		3								invocation [(1)-(3)]}	
	Number	% of	Number	% of	Type of	Date of	Type of	Reasons	Number	% of	Name of the entity	Number	% of
		total		total	event	creation/	encum-	for		total	in whose favour		total
		share		share	(creation/	release/	brance	encum-		share	shares		share
		capital		capital	realease/	invocation	(pledge/	brance		capital	encumbered		capital
					invocation)	of	lien/non	**					
14						encum-	disposal						
,						brance	under-						
							taking/						
							others						
Williamson Magor & Co. Limited	19151515		15151515	7.03	N.A.	28.09.2017	Pledge	Third Party pledge	0		KKR India Financial Services Ltd	15151515	
Williamson Financial Services Ltd	19151515	8.88	15151515	7.03	N.A.	28.09.2017	Pledge	Company's borrowing	0	0.00	KKR India Financial Services Ltd	15151515	7.03
\								& Third Party pledge					
Babcock Borsig Limited	15363636		11363636	5.27	N.A.	28.09.2017	Pledge	Third Party pledge	0		KKR India Financial Services Ltd	11363636	
Brij Mohan Khaitan	0	0.00	0)	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Amritanshu Khaitan	0	0.00	0;	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Isha Khaitan	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Kilburn Engineering Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Bishnauth Investments Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
McLeod Russel India Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	. 0	0.00	N.A.	. 0	0.00
MKN Investment Private Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	• 0	0.00	N.A.	0	0.00
EMC Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Total	34515151	16.01	26515151	12.30					0	0.00		26515151	12.30

Notes

The Target Company had allotted 8,32,87,939 Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each on 30.03.2017 (1 CCPS convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment) out of which (1) 1,51,51,515 CCPS acquired by WMCL, (2) 1,51,515 CCPS acquired by WFSL and (3) 1,13,63,636 CCPS acquired by BBL on 30.03.2017.

The Target Company has allotted Equity Shares of Rs.10/- each on 31.03.2018 [by way of conversion of Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each which were issued on 30.03.2017] to :-

(1) Williamson Magor & Co. Limited [WMCL]: 1,51,515 Equity Shares allotted on 31.03.2018 against 1,51,51,515 CCPS issued [fully converted];

(2) Williamson Financial Services Limited [WFSL]: 85,00,000 Equity Shares allotted on 31.03.2018 and 66,51,515 Equity Shares allotted on 29.09.2018 against 1,51,51,515 CCPS issued [fully converted];

(3) Babcock Borsig Limited [BBL]: 85,00,000 Equity Shares allotted on 31.03.2018 and 28,63,636 Equity Shares allotted on 29.09.2018 against 1,13,63,636 CCPS issued [fully converted].

All the aforesaid converted Equity Shares are yet to be credited in the respective Demat Accounts of the respective Allottee Companies (subject to Lock-in from the date of receipt of the Trading Approval from the Stock Exchanges).

The Target Company has allotted further 3,20,11,000 CCPS of Rs. 10/- each on 26.03.2018 (1 CCPS convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment) out of which (1) WMCL acquired 40,00,000 CCPS, (2) WFSL acquired 40,00,000 CCPS and (2) BBL acquired 40,00,000 CCPS on 26.03.2018.

[after conversion of the issued CCPS and Warrants into Equity Shares, total diluted share/voting capital of the Target Company would be Rs.215,57,07,570 divided into 21,55,70757 Equity Shares of Rs.10 each]

Signature of the Authorized Signatory:

Place: Kolkata

Date: 14th January 2019

WILLIAMSON MAGOR & CO. LIMITED

(ADITI DHANUKA)

ASSISTANT COMPANY SECRETARY

- (*) 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.