

BABCOCK BORSIG LIMITED

CORPORATE IDENTITY NUMBER (CIN) : U67120WB1993PLC058690
REGISTERED OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA-700 001
TELEPHONE : 033-2210-1221, 2243-5391/5393, 2248-9434/9435
FAX : 91-33-2248-8114, 2248-3683, E-MAIL : administrator@wmg.co.in

1st October 2019

The Secretary
BSE Limited
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI -400 001

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

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

Dear Sir,

**Disclosure under Regulation 29(2) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

We, being one of the Promoters of McNally Bharat Engineering Company Limited ('the Target Company') submit herewith the disclosure in the enclosed format specified in Annexure-2 in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 disclosing that we have acquired 10,00,000 Equity Shares of Rs.10/- each of the Target Company allotted on 24.09.2019 by way of conversion of 10,00,000 Compulsorily Convertible Preference Shares ['CCPS'] of Rs.10/- each, allotted by the Target Company on 26.03.2018.

A copy of the Allotment advice of the Target Company dated September 24, 2019 received by us on 27th September 2019 is also enclosed for your information and record.

Please acknowledge receipt.

Yours faithfully,
BABCOCK BORSIG LIMITED



(A. GUHA SARKAR)
AUTHORISED SIGNATORY

Encl. as above.



A Member of the Williamson Magor Group of Companies

ANNEXURE – 2
DISCLOSURES UNDER REGULATION 29(2) OF SEBI
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	McNALLY BHARAT ENGINEERING COMPANY LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Babcock Borsig Limited (Acquirer) Persons Acting in Concert: Brij Mohan Khaitan Amritanshu Khaitan Isha Khaitan EMC Limited McLeod Russel India Limited Williamson Magor & Co. Limited Williamson Financial Services Limited Kilburn Engineering Limited Bishnauth Investments Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes.		
Name(s) of the Stock Exchange(s) where the shares of TC are listed	1. Bombay Stock Exchange Limited 2. The National Stock Exchange of India Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	1,26,64,636	7.36	5.99
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
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):- The Company had acquired 40,00,000 CCPS of Rs.10/- each of the Target Company (convertible into 1 Equity Share of Rs.10/- within 18 month from the date of allotment i.e. 26.03.2018).	Nil	Nil	Nil
e) Total (a-b+c+d)	1,26,64,636	7.36	5.99
Details of acquisition/sale:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
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): The Company has acquired 10,00,000 Equity Shares of Rs.10/- each of the TC on 24.09.2019 by way of conversion of 10,00,000 Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each, out of 40,00,000 CCPS allotted by the TC on 26.03.2018 (i.e. 30,00,000 CCPS have been disposed off on 20.09.2019).	10,00,000	0.54	0.47
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	10,00,000	0.54	0.47



(Contd.2)

After the acquisition/sale, holding of:	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
a) Shares carrying voting rights (Subject to Lock-in)	1,36,64,636	7.42	6.46
b) Shares encumbered with the acquirer:-	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
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):-	Nil	Nil	Nil
e) Total (a-b+c+d)	1,36,64,636	7.42	6.46
Mode of acquisition /sale (e.g. open market/off-market/public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	The Company has acquired 10,00,000 Equity Shares of Rs.10/- each of the Target Company on 24.09.2019 by way of conversion of 10,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each, allotted by the Target Company on 26.03.2018.		
Date of acquisition /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	24.09.2019		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.172,15,17,570/- divided into 17,21,51,757 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.184,15,17,570/- divided into 18,41,51,757 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.211,57,07,570/- divided into 21,15,70,757 Equity Shares of Rs.10/- each		

(*) Total share capital/voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

(**) 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.

Signature of the acquirer/seller/Authorized Signatory

BABCOCK BORSIG LIMITED

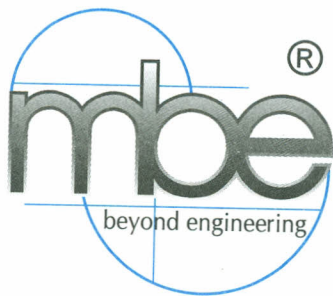


(A. GUHA SARKAR)
AUTHORISED SIGNATORY



Place: Kolkata

Date: 1st October 2019



McNally Bharat Engineering Company Limited

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New Town Rajarhat North 24 Parganas Kolkata 700 160
T +91 33 30141111
E mbe.corp@mbecl.co.in W www.mcnallybharat.com
Registered Office : 4 Mangoe Lane Kolkata-700 001

Date : September 24, 2019

Babcock Borsig Ltd.
4 Mangoe Lane,
Kolkata 700001



Dear Sir/Madam,

Re: Allotment advice for issuance of 10,00,000 Equity Shares of Rs 10/- each for cash at a premium of Rs. 52/-

We refer to your letter dated 23.09.2019.

We are pleased to inform you that the equity shares as detailed in the table below have been allotted to you by the Allotment Committee of the Company at its Meeting held on 24th September, 2019 pursuant to conversion of 10,00,000 Compulsorily Convertible Preference Shares held by your Company:-

NAME OF THE ALLOTTEE	NO. OF EQUITY SHARES	AMOUNT (IN RS.)	DISTINCTIVE NOS.		CATEGORY	CONSIDERATION
			FROM	TO		
Babcock Borsig Ltd.	10,00,000	62000000	180151758	181151757	Promoter	Cash

Thanking You,
For **McNally Bharat Engineering Company Limited**

Rahul Banerjee
Company Secretary