

## ANNEXURE - 3

**Disclosure by the Promoter(s) to the Stock Exchanges and to the Target Company for encumbrance of shares/invocation of shares/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 Exchange 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:

26th February 2015

Name of the Promoter or PAC on whose shares encumbrance has been created/released/invoked:

**WILLIAMSON MAGOR & CO. LIMITED**

Details of the creation/invocation/release of encumbrance:

Name of the Promoter(s) or PACs with him (**)	Promoter holding in the Target Company			Promoter holding already encumbered			Details of events pertaining to encumbrance						Post event holding of encumbered shares (creation [2 + 3]/ release [2 - 3]/ invocation [2 - 3])	
	No. of shares	% of total share capital	% w.r.t. diluted share capital (*)	No. of shares	% of total share capital	% of total share capital	Date of creation/ invocation/ release of encumbrance	Type of event (creation/ release/ invocation)	Type of encumbrance (pledge/ lien/ non disposal/ under-taking/ others)	No. of shares	% of total share capital	Name of the entity in whose favour shares encumbered	No. of shares	% of total share capital
Williamson Magor & Co. Ltd	3179748	10.23	10.23	1875000	6.03	6.03	25.02.2015	Release	Pledge	1875000	6.03	IL&FS Financial Services Ltd	0	0.00
Bril Mohan Khaitan	21	0.00	0.00	0	0.00	0.00	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Amritanshu Khaitan	8000	0.03	0.03	0	0.00	0.00	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Williamson Financial Services Ltd	1551000	4.99	4.99	1500000	4.82	4.82	N.A.	N.A.	N.A.	0	0.00	IL&FS Financial Services Ltd	1500000	4.82
Babcock Borsig Ltd	1301000	4.18	4.18	1100000	3.54	3.54	N.A.	N.A.	N.A.	0	0.00	IL&FS Financial Services Ltd	1100000	3.54
Kilburn Engineering Ltd	854300	2.75	2.75	0	0.00	0.00	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Bishnauth Investments Ltd	99400	0.32	0.32	0	0.00	0.00	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
McLeod Russel India Ltd	3052285	9.82	9.82	0	0.00	0.00	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
<b>Total</b>	<b>10045764</b>	<b>32.31</b>	<b>32.31</b>	<b>4475000</b>	<b>14.39</b>	<b>14.39</b>				<b>1875000</b>	<b>6.03</b>		<b>2600000</b>	<b>8.36</b>

Signature of the Authorized Signatory:



**WILLIAMSON MAGOR & CO. LIMITED**

Place: Kolkata

Date: 26th February 2015

*(Signature)*

(H. U. SANGHAVI)

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.

(\*) Total share capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the Listing Agreement. 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.