



EMC LIMITED

29 February 2016

The Secretary
Bombay Stock Exchange 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 Fl.
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,

**Disclosure of Shareholding in McNally Bharat Engineering Company Limited
under Regulation 29(2) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

We, being the Acquirer of McNally Bharat Engineering Company Limited ('the Target Company'), hereby disclose in the enclosed format specified in Annexure-2 in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 that we have acquired 3518 Equity Shares of Rs.10/- through transfer of physical shares effected by the Registrar on 25.02.2016 of the Target Company [being 0.04% of the total Shares tendered by the Shareholders of the Target Company in the Open Offer made by EMC Limited ('Acquirer')]. After such acquisition, we hold 42,87,689 Equity Shares of Rs.10/- each representing 8.475% of the Paid-Up Capital of the Target Company.

The aforesaid Disclosure may also be treated as a Disclosure of material event in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We trust that you will find the above Disclosure in order.

Please acknowledge receipt.

Yours faithfully,
EMC LIMITED

(SUMIT KUMAR SURANA)
COMPANY SECRETARY

Encl. as above.

Registered Office :
Constantia Office Complex
11, Dr. U. N. Brahmachari Street
8th Floor (South Block), Kolkata - 700 017
Phone : +91-33-2289 3122-4, 4015 8888
Fax : +91-33-2289 3121
E-mail : info@emcpower.com
CIN : U31901WB1953PLC021044

Delhi Office :
B 2, 2nd Floor,
Greater Kailash Enclave, Part - 2
New Delhi-110 048
Phone : +91-11-40548491-92
Fax : +91-11-40548493
Email : emcdelhi@emcpower.com

Mumbai Office :
216, Trade Centre
Bandra Kurla Complex
Bandra (East)
Mumbai - 400051
Phone : +91-22-2654 1547
E-mail : emcmumbai@emcpower.com

Hyderabad Office :
H. No. 6-3-668/10/27
Ground Floor
Durga Nagar Colony, Punjagutta
Hyderabad-500 082
Phone : +91-040-40164959
E-mail : hyderabad@emcpower.com

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	EMC LIMITED (Acquirer) Persons Acting in Concert: • MKN Investment Private Limited (the "PAC 1") • McLeod Russel India Limited ("PAC 2") • Williamson Magor & Co. Limited ("PAC 3") • Babcock Borsig Limited ("PAC 4") • Williamson Financial Services Limited ("PAC 5") • Kilburn Engineering Limited ("PAC 6") • Bishnauth Investments Limited ("PAC 7"), • Mr. Amritanshu Khaitan ("PAC 8")		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange 2. Bombay Stock Exchange		
Details of the acquisition/disposal/holding of rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition/disposal under consideration, holding of :			
a Shares carrying voting rights	4,284,171.00	8.467	7.993
b Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/others)	-	-	-
c Voting rights (VR) otherwise than by shares	-	-	-
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)	-	-	-
e Total (a + b + c + d)	4,284,171.00	8.467	7.993
Details of acquisition/sale			
a Shares carrying voting rights acquired/sold	3,518	0.006%	0.006%
b VRs acquired/sold otherwise than by shares	-	-	-
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) acquired/sold	-	-	-
d Shares encumbered / invoked / released by the acquirer	-	-	-
d Total (a + b + c +/- d)	3,518	0.006%	0.006%
After the acquisition/sale, holding of:			
a Shares carrying voting rights	4,287,689	8.475%	8.000%
b Shares encumbered with the acquirer	-	-	-
c VRs otherwise than by shares	-	-	-
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) after acquisition	-	-	-
e Total (a + b + c + d)	4,287,689	8.475%	8.000%

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Mode of acquisition/sale (e.g., open market/offmarket/public issue/rights issue/preferential allotment/inter se transfer etc).	3518 Equity Shares of Rs.10/- each of the Target Company acquired through transfer of physical shares effected by our Registrar on 25.02.2016 [being 0.04% of the total Shares tendered by the Shareholders in the Open Offer made by EMC Limited ('Acquirer')]. Total Acquisition under Open Offer 42,87,689 Shares representing 50% of Open offer and 8.475% paid up capital of Target Company
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	25-Feb-16
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs. 50,59,38,180/- comprising of 5,05,93,818 Equity Shares of Rs. 10/- each
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs. 50,59,38,180/- comprising of 5,05,93,818 Equity Shares of Rs. 10/- each
Total diluted share/voting capital of the TC after the said acquisition/sale.	Rs. 53,59,38,180/- comprising of 53593818 Equity Shares of Rs. 10/- each

Note: The Target Company, McNally Bharat Engineering Company Limited, had issued 1,00,00,000 Equity Shares to EMC Limited, subject to which the Open Offer was made by EMC Limited. However, the said Equity Shares are currently held in an Escrow Account under Regulation 22(2A) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code"). These shares will be credited to the Company after completion of all the formalities of the Open Offer under the provisions of the Takeover Code.

(*) Total share capital/voting 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.

EMC Limited



Sumit Kumar Surana
Company Secretary

Kolkata, February 29, 2016