



WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715
REGISTERED OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
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1st April 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**

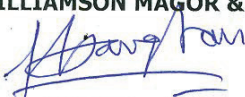
We, being one of the Promoters of McNally Bharat Engineering Company Limited ('the Target Company'), hereby disclose in the enclosed format specified in Annexure-2 in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 that we have acquired 5,00,000 Equity Shares of Rs.10/- each of the Target Company on 31st March 2016 by way of conversion of 5,00,000 Warrants into 1 Equity Share of Rs.10/- each (out of 30,00,000 Warrants allotted to the Company on 13th March 2015) and the same will be kept under Lock-in for the period in terms of Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. After such acquisition, we hold 99,67,437 Equity Shares of Rs.10/- each representing 19.51% 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,
WILLIAMSON MAGOR & CO. LIMITED


(H. U. SANGHAVI)
COMPANY SECRETARY

Encl. as above.

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	Williamson Magor & Co. Limited (Acquirer) Persons Acting in Concert: Brij Mohan Khaitan Amritanshu Khaitan Isha Khaitan MKN Investment Private Limited EMC Limited McLeod Russel India Limited Williamson Financial Services Limited Babcock Borsig 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	94,67,437	18.71	17.67
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/others and Shares/VR acquired on 03.03.2015 (Lock-in up to 01.05.2018)	(42,87,689) (20,00,000)	08.47 03.95	08.00 03.73
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):- **Preferential Allotment of 30,00,000 Warrants acquired on 13.03.2015 (Convertible into 1 Equity Share of Rs.10/- each within 18 months from the date of Allotment i.e. 13.03.2015)	**30,00,000	Nil	05.60
e) Total (a-b+c+d)	94,67,437 **30,00,000	18.71 Nil	17.67 05.60
Details of acquisition/sale:			
a) Shares carrying voting rights acquired on 31.03.2016 (subject to Lock-in for a period of three years from the date of receipt of the Trading Approval from the Stock Exchanges)/sold	# 5,00,000 Nil	00.98 Nil	00.93 Nil
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) [by way of conversion of 5,00,000 Warrants into 5,00,000 Equity Shares of Rs.10/- each on 31.03.2016 (out of 30,00,000 Warrants allotted to the Company on 13th March 2015)]			
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	5,00,000	00.98	00.93

(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	99,67,437	19.51	18.60
b) Shares encumbered with the acquirer: (Pledge) and Shares/VR acquired on 03.03.2015 (Lock-in up to 01.05.2018)	(42,87,689)	08.39	08.00
c) VRs otherwise than by shares	(20,00,000)	03.91	03.73
	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) :-	**25,00,000	Nil	04.66
**Preferential Allotment of 30,00,000 Warrants acquired on 13.03.2015 [Convertible into 1 Equity Share of Rs.10/- each within 18 months from the date of Allotment i.e. 13.03.2015 [by way of conversion of 5,00,000 Warrants into 5,00,000 Equity Shares of Rs.10/- each on 31.03.2016 (subject to Lock-in for a period of three years from the date of receipt of the Trading Approval from the Stock Exchanges) out of 30,00,000 Warrants allotted to the Company on 13th March 2015]			
e) Total (a-b+c+d)	99,67,437 **25,00,000	19.51 Nil	18.60 04.66
Mode of acquisition/sale (e.g. open market/off-market/public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	conversion of 5,00,000 Warrants into 5,00,000 Equity Shares of Rs.10/- each issued at a Premium of Rs.90/- per Share of the Target Company (out of 30,00,000 Warrants allotted to the Company on 13 th March 2015)		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	5,00,000 Equity Shares allotted by the Target Company on 31.03.2016		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.50,59,38,180/- divided into 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.51,09,38,180/- divided into 5,10,93,818 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.53,59,38,180/- divided into 5,35,93,818 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 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.

Signature of the acquirer/seller/Authorized Signatory

WILLIAMSON MAGOR & CO. LIMITED


**(H. U. SANGHAVI)
AUTHORISED SIGNATORY**



Place: Kolkata

Date: 1st April 2016