



WILLIAMSON MAGOR & CO. LIMITED

FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
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Corporate Identity Number (CIN) : L01132WB1949PLC017715

9th September 2016

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,

**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 25,00,000 Equity Shares of Rs.10/- each of the Target Company on 8th September 2016 by way of conversion of balance 25,00,000 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 1,24,67,437 Equity Shares of Rs.10/- each representing 23.26% of the Paid-Up Capital of the Target Company.

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	99,67,437	19.51	18.60
b) Shares in the nature of encumbrance (pledge /lien/non-disposal undertaking/others: Shares/VR acquired on 03.03.2015 (Lock-in up to 01.05.2018)	(42,87,689)	(08.39)	(08.00)
Shares/VR acquired on 31.03.2016 (subject to Lock-in for a period of three years) by way of conversion of 5,00,000 Warrants into 5,00,000 Equity Shares of Rs.10/- each (out of 30,00,000 Warrants allotted to the Company on 13 th March 2015)	(20,00,000)	(03.91)	(03.73)
	(5,00,000)	(00.98)	(00.93)
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 (balance 25,00,000 Warrants to be converted into 1 Equity Share of Rs.10/- each within 18 months from the date of Allotment i.e. 13.03.2015).	**25,00,000	Nil	(04.66)
e) Total (a-b+c+d)	31,79,748 **25,00,000	06.22 Nil	05.93 (04.66)
Details of acquisition/sale:			
a) Shares carrying voting rights acquired on 08.09.2016 (subject to Lock-in for a period of three years from the date of receipt of the Trading Approval from the Stock Exchanges)/sold	# 25,00,000	04.66	04.66
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): by way of conversion of balance 25,00,000 Warrants into 25,00,000 Equity Shares of Rs.10/- each on 08.09.2016 (out of 30,00,000 Warrants allotted to the Company on 13th March 2015)			
d) Shares encumbered/invoked/released by the acquirer	42,87,689	08.00	08.00
e) Total (a+b+c+d)	67,87,689	12.67	12.67

(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	1,24,67,437	23.26	23.26
b) Shares encumbered with the acquirer: (Pledge)	(42,87,689)	(08.00)	(08.00)
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)	81,79,748	15.26	15.26
Mode of acquisition /sale (e.g. open market/off-market/public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	Conversion of 25,00,000 Warrants into 25,00,000 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 13th March 2015)		
Date of acquisition /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	25,00,000 Equity Shares Allotted by the Target Company on 08.09.2016		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.51,09,38,180/- divided into 5,10,93,818 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.53,59,38,180/- divided into 5,35,93,818 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: 9th September 2016