

CIN: L45202WB1961PLC025181
Ecospace Campus 2B 11F/12 (Old Plot No. AA II/BIk 3)
New Town Rajarhat North 24 Parganas Kolkata 700160
T +91 33 66281111 30141111 F +91 33 66282277 30142277
E mbe.corp@mbecl.co.in W www.mcnallybharat.com

Date: 05.04.2018

Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 National Stock Exchange of India Ltd.
Exchange Plaza,

Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051

Dear Madam/Sir,

Reg: Disclosures received under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

With respect to the allotment of 3,21,51,515 Equity Shares of a face value of Rs. 10/- each made by our Company to Williamson Magor and Company Limited ("WMCL"), Williamson Financial Services Limited ("WFSL") and Babcock Borsig Limited ("BBL") on March 31, 2018, we have received 3 declarations under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 from the said Promoter Companies. The same are enclosed herewith for your Exchange to take on record.

Furthermore, our Company has also received 3 declarations under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, from WMCL, WFSL and BBL for the said allotment of 3,21,51,515 Equity Shares of a face value of Rs. 10/- each. The said declarations are also enclosed herewith for your Exchange to take on record.

Thanking You, Yours Faithfully, For McNally Bharat Engineering Company Limited

Indrahil Mitra Company Secretary



WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN): L01132WB1949PLC017715
REGISTERED OFFICE: FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE: 033-2210-1221, 2243-5391, 2248-9434, 2248-9435, FAX: 91-33-2248-3683 / 8114 / 6265
E-mail: administrator@wmq.co.in, Website: www.wmtea.com

4th April 2018

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 1,51,51,515 Equity Shares of Rs.10/- each of the Target Company on 31.03.2018 by way of conversion of 1,51,51,515 Compulsorily Convertible Preference Shares of Rs.10/- each allotted by the Target Company on 30.03.2017.

A copy of the Allotment advice dated 02.04.2018 received from the Target Company is also enclosed for your information and record.

Please acknowledge receipt.

Yours faithfully,

WILLIAMSON MAGOR & CO. LIMITED

(H. ซ์. SANGHAVI) COMPANY SECRETARY

Encl. as above.

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

CIL T and Company (TC)	McNALLY BHARAT	ENGINEERING CO	MANA LIMITED
Name of the Target Company (TC)	Williamson Magor	& Co. Limited (A	cquirer)
lame(s) of the acquirer and Persons Acting in Concert (FAC) with	Persons Acting in Co Brij Mohan Khaitan Amritanshu Khaitan Isha Khaitan MKN Investment Pri EMC Limited McLeod Russel India Williamson Financia Babcock Borsig Limi Kilburn Engineering Bishnauth Investme	vate Limited Limited I Services Limited ited Limited	
Whether the acquirer belongs to Promoter/Promoter group	Yes. e 1. Bombay Stock Exch	ange Limited	
Name(s) of the Stock Exchange(s) where the shares of TC ar	2. The National Stock	Exchange of India Li	mited
listed 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 b) Shares in the nature of encumbrance (pledge/lien/no	1,24,67,437 n-	16.74	7.34
disposal undertaking/others: Shares/VR acquired on 03.03.2015 (Lock-in up to 01.05.2018	(20,00,000)	(2.69)	(1.18)
Shares/VR (Lock-in up to 31.05.2018) Shares/VR (Lock-in up to 01.11.2020)	(74,67,437) (5,00,000) (25,00,000)	(10.03) (0.67) (3.35)	(4.40) (0.29) (1.47)
Shares/VR (Lock-in up to 01.11.2020)	Nil	Nil	Ni
 voting rights (VR) otherwise than by shares Warrants/convertible securities/any other instrume that entitles the acquirer to receive shares carrying voti rights in the TC (Specify holding in each category):- The Company has acquired 1,51,51,515 Compulso Convertible Preference Shares (CCPS) and 40,00,0 CCPS of Rs.10/- each of the Target Company (converting into 1 Equity Share of Rs.10/- within 18 months from dates of allotment i.e. 30.03.2017 and 26.03.20 respectively). 	rily 2000 ble the	0.00	11.2
	Nil	Nil	N
e) Total (a-b+c+d) Details of acquisition/sale:		NIST	N
a) Shares carrying voting rights	Nil	Nil Nil	
b) VRs acquired/sold otherwise than by shares c) Warrants/convertible securities/any other instrum that entitles the acquirer to receive shares carrying vorights in the TC (specify holding in each category): Company has acquired 1,51,51,515 Equity Shares Rs.10/- each of the TC on 31.03.2018 by way conversion of 1,51,51,515 Compulsorily Convert Preference Shares of Rs.10/- each allotted by the To	The 5. of 1,51,51,515 7. of tible C on	9.59	7.0
20.02.2017	INI		'
d) Shares encumbered/invoked/released by the acquirer e) Total (a+b+c+d)	1,51,51,515	9.59	



(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 (**)	
Shares carrying voting rights (Subject to Lock-in)	2,76,18,952	17.48	12.90	
b) Shares encumbered with the acquirer:- (Locked-in)	(12467437)	(7.89)	(5.82)	
c) VRs otherwise than by shares	Nil	Nil	Nil	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive share carrying voting rights in the TC (Specify holding each category):- The Company has acquire 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each of the Target Company (convertible into 1 Equity Share of Rs.10/- within 1 months from the date of allotment i.e. 26.03.2018)	ss n dd de 40,00,000	00.00	1.87	
e) Total (a-b+c+d)	1,51,51,515	And the second s	7.08	
Mode of acquisition /sale (e.g. open market/off-mark /public issue/ rights issue/ preferential allotment /intertransfer etc.)	se Rs.10/- each 1,51,51,515 Co Rs.10/- each all	on 31.03.2018 by ompulsorily Convertib otted by the Target C	51,515 Equity Shares of way of conversion of le Preference Shares of ompany on 30.03.2017.	
Date of acquisition /sale of shares/VR or date of receipt intimation of allotment of Warrants, whichever is applicable.	of	31st March 20		
Equity share capital/total voting capital of the TC before t said acquisition/sale	ne divided into	divided into 7,44,63,818 Equity Shares of RS.10/- each		
Equity share capital/total voting capital of the TC after the sa acquisition/sale	Rs.158,04,46,060/- divided into 15,80,44,606 Equity Shares of Rs.10/- each			
Total diluted share/voting capital of the TC after the sa acquisition	id divided into	Rs.2,14,07,07,5 21,40,70,757 Equity S	570/- Shares of Rs.10/- each	

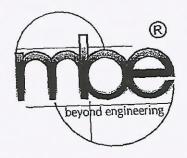
- (*) Total share capital/voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
- (**) Diluted share/voting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

WILLIAMSON MAGOR & CO. LIMITED

(H. Ú. SANGHÁVI) COMPANY SECRETARY

Place: Kolkata Date: 4th April 2018



CIN: L45202WB1961PLC025181
Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Blk 3)
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Embe.corp@mbecl.co.in Wwww.mcnallybharat.com

02.04.2018

Williamson Magor & Company Limited 4 Mangoe Lane, Kolkata 700001

Dear Sir / Madam,

Re: Allotment advice for issuance of 1,51,51,515 Equity Shares of Rs 10/- each at a premium of Rs. 56/-

We refer to your letter dated 30.03.2018

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 31.03.2018 pursuant to conversion of 1,51,51,515 Compulsorily Convertible Preference Shares allotted by the Company at its Allotment Committee meeting held on 30.03.2017 as approved by the Shareholders of the Company at the Extra Ordinary General Meeting held as on 16.03.2017.

NAME OF THE	NO. OF	AMOUNT (IN RS.)	DISTINCTIVE NOS.		CATEGORY	CONSIDERATION
ALLOTTEE	EQUITY SHARES		FROM	TO		
Williamson Magor & Company Limited	1,51,51,5 15	99,99,99,990/-	08886381 9	01040153	Promoter and promoter group company	Part conversion of outstanding unsecured loan

This is for your kind information please.

Thanking You,

For McNally Bharat Engineering Company Limited

Indranil Mitra

Company Secretary



WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN): L67120AS1971PLC001358
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE: 033-2243-5391/93, 2210-1221, 2248-9434/35, FAX: 91-33-2248-3683/8114/6824
E-mail: administrator@mcleodrussel.com, Website: www.williamsonfinancial.in

4th April, 2018

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

Dear Sir,

<u>Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

Please refer to the aforementioned disclosure previously submitted to you online today ('the previous submission').

Please read the date of acquisition as 31.03.18 instead of 30.03.18 – vide copy of the letter from McNally Bharat Engineering Company Limited dated 02.04.18 attached to the previous submission.

However, we are submitting a revised disclosure herewith.

Thanking you,

Williamson Financial Services Limited,

P. Bandyopadhyay

Company Secretary

Registered Office: Udayan, House No. 147, 2nd Floor, Ganeshguri, R. G. Baruah Road, Guwahati - 781 005



WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN): L67120AS1971PLC001358
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE: 033-2243-5391/93, 2210-1221, 2248-9434/35, FAX: 91-33-2248-3683/8114/6824
E-mail: administrator@mcleodrussel.com, Website: www.williamsonfinancial.in

4th April 2018

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 85,00,000 Equity Shares of Rs.10/- each of the Target Company on 31.03.2018 by way of conversion of 85,00,000 Compulsorily Convertible Preference Shares ['CCPS'] out of 1,51,51,515 CCPS of Rs.10/- each, allotted by the Target Company on 30.03.2017.

A copy of the Allotment advice dated 02.04.2018 received from the Target Company is also enclosed for your information and record.

Please acknowledge receipt.

Yours faithfully,
WILLIAMSON FINANCIAL SERVICES LIMITED

(P. BANDYOPADHYAY) COMPANY SECRETARY

Encl. as above.

Registered Office: Udayan, House No. 147, 2nd Floor, Ganeshguri, R. G. Baruah Road, Guwahati - 781 005

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

	(SUBSTANTIAL ACQUIDITIONS: CIT	MONALLY BHARA	T ENGINEERING CO	OMPANY LIMITED		
Name of t	he Target Company (TC)	Williamson Finan	cial Services Lim	ited (Acquirer)		
	of the acquirer and Persons Acting in Concert (PAC) with					
the acquir	er	Persons Acting in C	oncert:			
	•	Brij Mohan Khaitan				
		Amritanshu Khaitan				
	•	Isha Khaitan MKN Investment Private Limited				
	II II = 'II = '		ivate Limited			
	. "1"	EMC Limited	a Limite and			
-		McLeod Russel Ind	a Limited			
	=	Williamson Magor 8				
		Babcock Borsig Lim Kilburn Engineering				
		Bishnauth Investm	onte l'imited			
			ents Enniced			
Whether	the acquirer belongs to Promoter/Promoter group	Yes. 1. Bombay Stock E	vchange Limited			
Name(s)	of the Stock Exchange(s) where the shares of TC are	2. The National Sto	sch Evenange of Inc	dia Limited		
listed		Number	% w.r.t. total	% w.r.t. total diluted		
Details of	the acquisition/disposal as follows	Number	share/voting	share/voting		
			capital wherever	capital of the		
			applicable(*)	TC (**)		
Refere t	he acquisition under consideration, holding of:					
a)	Shares carrying voting rights	15,51,000	2.08	0.91		
b)	Shares in the nature of encumbrance (pledge/lien/non-	Nil	Nil	Nil		
(U	disposal undertaking/others			N.C.		
1		Nil	Nil	Nil		
c)	Voting rights (VR) otherwise than by shares			Nil		
d)	Warrants/convertible securities/any other instrument	1	Nil	INII		
	that entitles the acquirer to receive shares carrying voting					
	rights in the TC (Specify holding in each category):-					
	TI Compulsorily					
	The Company has acquired 1,51,51,515 Compulsorily Convertible Preference Shares (CCPS) and 40,00,000	4 04 54 545	0.00	11.28		
	CCPS of Rs.10/- each of the Target Company (convertible	1,91,51,515	0.00	11.20		
	into 1 Equity Share of Rs.10/- within 18 months from the					
	dates of allotment i.e. 30.03.2017 and 26.03.2018					
	respectively).					
		15,51,000	2.08	0.91		
e)	Total (a-b+c+d)	13,31,000	2.00	3.00 F/60		
—	-f - anti-itien (calo:					
	of acquisition/sale: Shares carrying voting rights	Nil	Nil	Nil		
a)	VRs acquired/sold otherwise than by shares	Nil	Nil	Nil		
b)	Warrants/convertible securities/any other instrument	:				
c)	that entitles the acquirer to receive shares carrying voting	=				
	rights in the TC (specify holding in each category): -					
	The Company has acquired 85,00,000 Equity Shares of	85,00,000	5.38	3.97		
	De 10/- each of the TC on 31.03.2018 by Way 0	[]	4			
	conversion of 85.00.000 Compulsorily Convertible	2				
	Preference Shares (CCPS) out of 1,51,51,515 CCPS of					
	Rs.10/- each, allotted by the TC on 30.03.2017.	Nil	Nil	Nil		
d)	Shares encumbered/invoked/released by the acquirer	85,00,000				
e)	Total (a+b+c+d)	05,00,000	3.50			
	19					



(Contd.2

After th	ne 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)	1,00,51,000	6.36	4.70
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):-		,	
	After conversion of 85,00,000 Compulsorily Convertible Preference Shares (CCPS) into 85,00,000 Equity Shares of Rs.10/- each of the Target Company on 31.03.2018, 66,51,515 CCPS and 40,00,000 CCPS of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the dates of allotment i.e. 30.03.2017 and 26.03.2018 respectively) of the Target Company are held by the Company.	1,06,51,515	00.00	4.98
e)	Total (a-b+c+d)	1,00,51,000	6.36	4.70
Mode /public transfer	of acquisition /sale (e.g. open market/off-market issue/ rights issue/ preferential allotment /inter-se retc.)	each of the T	arget Company on 5,00,000 Compulsori	Equity Shares of Rs.10/- 31.03.2018 by way of ly Convertible Preference CCPS of Rs.10/- each,
		allotted by the T	arget Company on 30	0.03.2017.
intimati	f acquisition /sale of shares/VR or date of receipt of ion of allotment of Warrants, whichever is applicable.		31st March 20	
Equity	share capital/total voting capital of the TC before the quisition/sale	Rs.74,46,38,180/- divided into 7,44,63,818 Equity Shares of Rs.10/- each		
Equity :	share capital/total voting capital of the TC after the said	Rs.158,04,46,060/- divided into 15,80,44,606 Equity Shares of Rs.10/- each		
Total o	tion/sale diluted share/voting capital of the TC after the said tion		Rs.2,14,07,07,5	570/- 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.

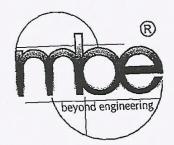
Signature of the acquirer/seller/Authorized Signatory

WILLIAMSON FINANCIAL SERVICES LIMITED

(P. BANDYOPADHYAY) COMPANY SECRETARY

1. Bamygoodbyg

Place: Kolkata Date: 4th April 2018



CIN: L45202WB1961PLC025181

Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Blk 3)

New Town Rajarhat North 24 Parganas Kolkata 700160

T +91 33 66281111 30141111 F +91 33 66282277 30142277

E mbe.corp@mbecl.co.in W www.mcnallybharat.com

02.04.2018

Williamson Financial Services Limited 4 Mangoe Lane, Kolkata 700001

Dear Sir / Madam,

Re: Allotment advice for issuance of 85,00,000 Equity Shares of Rs 10/- each at a premium of Rs. 56/-

We refer to your letter dated 30.03.2018

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 31.03.2018 pursuant to conversion of 85,00,000 Compulsorily Convertible Preference Shares (CCPS) out of 1,51,51,515 CCPS allotted by the Company at its Allotment Committee meeting held on 30.03.2017 as approved by the Shareholders of the Company at the Extra Ordinary General Meeting held as on 16.03.2017:-

NAME OF THE ALLOTTEE	NO. OF	AMOUNT (IN RS.)	DISTINCTIVE NOS.		CATEGORY	CONSIDERATION
ALLOTTEE	EQUITY SHARES	-21	FROM	TO		
Williamson Financial Services Limited	85,00,000	56,10,00,000/-	01040153 34	01125153 33	Promoter and promoter group company	Part conversion of outstanding unsecured loan

This is for your kind information please.

Thanking You,

For McNally Bharat Engineering Company Limited

Indranil Mitra Company Secretary

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

4th April 2018

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 85,00,000 Equity Shares of Rs.10/- each of the Target Company on 31.03.2018 by way of conversion of 85,00,000 Compulsorily Convertible Preference Shares ['CCPS'] out of 1,13,63,636 CCPS of Rs.10/- each, allotted by the Target Company on 30.03.2017.

A copy of the Allotment advice dated 02.04.2018 received from the Target Company is also enclosed for your information and record.

Please acknowledge receipt.

Yours faithfully,

BABCOCK BORSIG LIMITED

(A. GUHA SARKAR)

DIRECTOR

Encl. as above.

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

Name of th	e Target Company (TC)		AT ENGINEERING O		
Name(s) of	the acquirer and Persons Acting in Concert (PAC) with	Babcock Borsig	Limited (Acquire	r)	
the acquire	r	Persons Acting in Concert: Brij Mohan Khaitan Amritanshu Khaitan Isha Khaitan MKN Investment Private Limited EMC Limited McLeod Russel India Limited Williamson Magor & Co. Limited			
			ial Services Limited		
		Kilburn Engineerin			
		Bishnauth Investm	nents Limited		
	e acquirer belongs to Promoter/Promoter group	Yes.	Contraction of the Contraction o		
	f the Stock Exchange(s) where the shares of TC are	1. Bombay Stock I		alta I taalka d	
listed	1-11-11-11-11-1-1		ock Exchange of In	% w.r.t. total diluted	
	e acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	share/voting capital of the TC (**)	
	e acquisition under consideration, holding of:	72110 11 100111	9, 200-01		
	nares carrying voting rights	13,01,000	1.75	0.77	
	nares in the nature of encumbrance (pledge/lien/non-	Nil	Nil	Ni	
	sposal undertaking/others	Nil	Nil	Ni	
d) W	oting rights (VR) otherwise than by shares darrants/convertible securities/any other instrument at entitles the acquirer to receive shares carrying voting ghts in the TC (Specify holding in each category):	, in the second			
Co in da	ne Company has acquired 1,13,63,636 Compulsorily convertible Preference Shares (CCPS) and 40,00,000 CPS of Rs.10/- each of the Target Company (convertible to 1 Equity Share of Rs.10/- within 18 months from the ates of allotment i.e. 30.03.2017 and 26.03.2018 espectively)	1,53,63,636	0.00	9.05	
e) To	otal (a-b+c+d)	13,01,000	1.75	0.77	
	acquisition/sale:				
a) Sł b) Vł c) W th	nares carrying voting rights Rs acquired/sold otherwise than by shares /arrants/convertible securities/any other instrument nat entitles the acquirer to receive shares carrying voting ghts in the TC (specify holding in each category):	Nil Nil	Nil Nil	Ni Ni	
R: CC	the Company has acquired 85,00,000 Equity Shares of s.10/- each of the TC on 31.03.2018 by way of conversion of 85,00,000 Compulsorily Convertible reference Shares (CCPS) out of 1,13,63,636 CCPS of s.10/- each, allotted by the TC on 30.03.2017.	85,00,000	5.38	3.97	
d) SI	hares encumbered/invoked/released by the acquirer	Nil	Nil	N	
,	otal (a+b+c+d)	85,00,000	5.38	3.9	

(Contd.2

After ti	he 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)	98,01,000	6.20	4.58	
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):-			7	
	After conversion of 85,00,000 Compulsorily Convertible Preference Shares (CCPS) into 85,00,000 Equity Shares of Rs.10/- each of the Target Company on 31.03.2018, 28,63,636 CCPS and 40,00,000 CCPS of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the dates of allotment i.e. 30.03.2017 and 26.03.2018 respectively) of the Target Company are held by the Company.	68,63,636	00.00	3.21	
e)	Total (a-b+c+d)	98,01,000	6.20	4.58	
Mode	of acquisition/sale (e.g. open market/off-market			Equity Shares of Rs.10/-	
/public transfe	issue/ rights issue/preferential allotment/inter-se r etc.)	conversion of 85 Shares (CCPS)	5,00,000 Compulsoril out of 1,13,63,636 arget Company on 30		
Date o	f acquisition/sale of shares/VR or date of receipt of		31st March 20	18	
	ion of allotment of Warrants, whichever is applicable.		Dc 74 46 20 10	0/-	
	share capital/total voting capital of the TC before the	Rs.74,46,38,180/- divided into 7,44,63,818 Equity Shares of Rs.10/- each			
	quisition/sale share capital/total voting capital of the TC after the said				
	tion/sale	divided into 15,80,44,606 Equity Shares of Rs.10/- each			
	diluted share/voting capital of the TC after the said	Rs.2,14,07,07,570/-			
acquisi		divided into 2	21,40,70,757 Equity S	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)
DIRECTOR

Place: Kolkata Date: 4th April 2018



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Embe.corp@mbecl.co.in W www.mcnallybharat.com

02.04.2018

Babcock Borsig Limited 4 Mangoe Lane, Kolkata 700001

Dear Sir / Madam,

Re: Allotment advice for issuance of 85,00,000 Equity Shares of Rs 10/- each at a premium of Rs. 56/-

We refer to your letter dated 30.03.2018

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 31.03.2018 pursuant to conversion of 85,00,000 Compulsorily Convertible Preference Shares (CCPS) out of 1,13,63,636 CCPS allotted by the Company at its Allotment Committee meeting held on 30.03.2017 as approved by the Shareholders of the Company at the Extra Ordinary General Meeting held as on 16.03.2017:-

NAME OF THE ALLOTTEE	NO. OF	AMOUNT (IN RS.)	DISTINCTIVE NOS.		CATEGORY	CONSIDERATION
ACCOLLEC	EQUITY SHARES		FROM	ТО		
Babcock Borsig Limited	85,00,000	56,10,00,000/-	01125153 34	01210153	Promoter and promoter group company	Part conversion of outstanding unsecured loan

This is for your kind information please.

Thanking You,

For McNally Bharat Engineering Company Limited

Indranil Mitra

Company Secretary