

McNally Bharat Engineering Company Limited

CIN : L45202WB1961PLC025181
Ecospace Campus 2B 11F/12 (Old Plot No. AA II/Bik 3)
New Town Rajarhat North 24 Parganas Kolkata 700160
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Date : 04.04.2018

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 provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Our Company had allotted Compulsorily Convertible Preference Shares to Williamson Magor & Co. Ltd, Williamson Financial Services Limited and Babcock Borsig Limited on March 26, 2018. In this regard, the said Companies have made disclosures under the provisions of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In terms of the provisions of Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the disclosures received by our Company for the following Allotments:

Name of the Allottee	No. of Shares	Category
Williamson Magor & Co Limited	40,00,000	Promoter
Williamson Financial Services Limited	40,00,000	Promoter
Babcock Borsig Limited	40,00,000	Promoter

Thanking You,

Yours Faithfully,
For **McNally Bharat Engineering Company Limited**


Indranil Mitra
Company Secretary

BABCOCK BORSIG LIMITED

CORPORATE IDENTITY NUMBER (CIN) : U67120WB1993PLC058690

REGISTERED OFFICE : FOUR MANGO 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

29th March 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') refer to our Disclosure dated 28th March 2018 and submit herewith the Revised 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 further 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each at a price of Rs.62/- per Share (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.

Please acknowledge receipt.

Yours faithfully,
BABCOCK BORSIG LIMITED



(A. GUHA SARKAR)
DIRECTOR

Encl. as above.



A Member of the Williamson Magor Group of Companies

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	Babcock Borsig Limited (Acquirer) 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 Williamson Financial Services 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	13,01,000	2.27	0.92
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
f) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category): The Company had acquired 1,13,63,636 Compulsorily Convertible Preference Shares of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 30.03.2017) of the Target Company.	1,13,63,636	0.00	8.08
d) Total (a-b+c+d)	13,01,000	2.27	0.92
Details of acquisition/sale:			
a) Shares carrying voting rights	Nil	Nil	Nil
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): The Company has acquired 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.	40,00,000	00.00	2.36
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	40,00,000	00.00	2.36

(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	13,01,000	1.75	0.77
b) Shares encumbered with the acquirer:-	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
f) Warrants/ convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) :- The Company has acquired 1,13,63,636 Compulsorily Convertible Preference Shares (CCPS) and 40,00,000 CCPS of Rs.10/- each of the Target Company (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)	1,53,63,636	00.00	9.05
d) Total (a-b+c+d)	13,01,000	1.75	0.77
Mode of acquisition /sale (e.g. open market/off-market /public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	The Company has acquired 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each at a price of Rs.62/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.		
Date of acquisition /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	26 th March 2018		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.57,39,38,180/- divided into 5,73,93,818 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.74,46,38,180/- divided into 7,44,63,818 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.1,69,75,17,570/- divided into 16,97,51,757 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 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: 29th March 2018



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

29th March 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') refer to our Disclosure dated 28th March 2018 and submit herewith the Revised 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 further 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each at a price of Rs.62/- per Share (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.

Please acknowledge receipt.

Yours faithfully,
WILLIAMSON FINANCIAL SERVICES LIMITED

**(P. BANDYOPADHYAY)
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 Financial Services Limited (Acquirer) 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 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	15,51,000	2.70	1.10
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
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): The Company had acquired 1,51,51,515 Compulsorily Convertible Preference Shares of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 30.03.2017) of the Target Company.	1,51,51,515	0.00	10.77
e) Total (a-b+c+d)	15,51,000	2.70	1.10
Details of acquisition/sale:			
a) Shares carrying voting rights	Nil	Nil	Nil
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): The Company has acquired further 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.	40,00,000	00.00	2.36
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	40,00,000	00.00	2.36

(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	15,51,000	2.08	0.91
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):- 1,51,51,515 Compulsorily Convertible Preference Shares (CCPS) and 40,00,000 CCPS of Rs.10/- each acquired by the Company (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.	1,91,51,515	00.00	11.28
e) Total (a-b+c+d)	15,51,000	2.08	0.91
Mode of acquisition /sale (e.g. open market/off-market /public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	The Company has acquired further 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each at a price of Rs.62/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.		
Date of acquisition /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	26 th March 2018		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.57,39,38,180/- divided into 5,73,93,818 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.74,46,38,180/- divided into 7,44,63,818 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.1,69,75,17,570/- divided into 16,97,51,757 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 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



Place: Kolkata
Date: 29th March 2018



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@wmg.co.in, Website : www.wmtea.com

29th March 2018

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

The Secretary
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of India Ltd, Listing Dept.
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
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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
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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	1,24,67,437	21.72	8.86
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)	(20,00,000)	(3.48)	(1.42)
Shares/VR (Lock-in up to 31.05.2018)	(74,67,437)	(13.01)	(5.31)
Shares/VR (Lock-in up to 01.11.2020)	(5,00,000)	(0.87)	(0.36)
Shares/VR (Lock-in up to 01.11.2020)	(25,00,000)	(4.36)	(1.78)
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):- The Company had acquired 1,51,51,515 Compulsorily Convertible Preference Shares of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 30.03.2017) of the Target Company.	1,51,51,515	0.00	10.77
e) Total (a-b+c+d)	Nil	Nil	Nil
Details of acquisition/sale:			
a) Shares carrying voting rights	Nil	Nil	Nil
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): The Company has acquired further 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.	40,00,000	00.00	2.36
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	40,00,000	00.00	2.36



(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	16.74	7.34
b) Shares encumbered with the acquirer:-	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
a) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) :- The Company has acquired 1,51,51,515 Compulsorily Convertible Preference Shares (CCPS) and 40,00,000 CCPS of Rs.10/- each of the Target Company (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)	1,91,51,515	00.00	11.28
d) Total (a-b+c+d)	1,24,67,437	00.00	7.34
Mode of acquisition /sale (e.g. open market/off-market /public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	The Company has acquired further 40,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each at a price of Rs.62/- each (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018) of the Target Company.		
Date of acquisition /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	26 th March 2018		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.57,39,38,180/- divided into 5,73,93,818 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.74,46,38,180/- divided into 7,44,63,818 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.1,69,75,17,570/- divided into 16,97,51,757 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 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. U. SANGHAVI)
COMPANY SECRETARY**



Place: Kolkata
Date: 29th March 2018