



# WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L67120AS1971PLC001358  
FOUR MANGO 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

4<sup>th</sup> April 2018

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

The Secretary  
The National Stock Exchange  
of India Ltd, Listing Dept.  
Exchange Plaza, 5<sup>th</sup> 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 on 30.03.2018 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.

Please acknowledge receipt.

Yours faithfully,  
**WILLIAMSON FINANCIAL SERVICES LIMITED**

**(P. BANDYOPADHYAY)  
COMPANY SECRETARY**

Encl. as above.

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



**ANNEXURE – 2**  
**DISCLOSURES UNDER REGULATION 29(2) OF SEBI**  
**(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Name of the Target Company (TC)	<b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Williamson Financial Services Limited (Acquirer)</b> <b>Persons Acting in Concert:</b> 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 (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	15,51,000	2.08	0.91
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/ <b>convertible securities</b> /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category):-		Nil	Nil
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	0.00	11.28
e) Total (a-b+c+d)	15,51,000	2.08	0.91
<b>Details of acquisition/sale:</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/ <b>convertible securities</b> /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 85,00,000 Equity Shares of Rs.10/- each of the TC on 30.03.2018 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 TC on 30.03.2017.	85,00,000	5.38	3.97
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	85,00,000	5.38	3.97



(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 ( <b>Subject to Lock-in</b> )	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/ <b>convertible securities</b> /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 30.03.2018, 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 of <b>acquisition</b> /sale (e.g. open market/off-market /public issue/ rights issue/ <b>preferential allotment</b> /inter-se transfer etc.)	The Company has acquired 85,00,000 Equity Shares of Rs.10/- each of the Target Company on 30.03.2018 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.		
Date of <b>acquisition</b> /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	30 <sup>th</sup> March 2018		
Equity share capital/total voting capital of the TC before the said acquisition/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 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 said acquisition	Rs.2,14,07,07,570/- divided into 21,40,70,757 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.

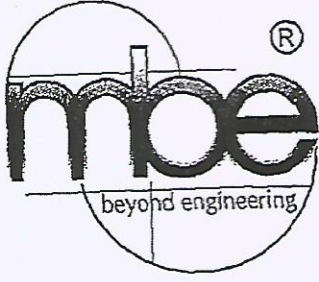
Signature of the acquirer/seller/Authorized Signatory

**WILLIAMSON FINANCIAL SERVICES LIMITED**

  
( P. BANDYOPADHYAY )  
**COMPANY SECRETARY**



Place: Kolkata  
Date: 4<sup>th</sup> April 2018



## McNally Bharat Engineering Company Limited

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New Town Rajarhat North 24 Parganas Kolkata 700160  
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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 EQUITY SHARES	AMOUNT (IN RS.)	DISTINCTIVE NOS.		CATEGORY	CONSIDERATION
			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