



WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715

REGISTERED OFFICE : FOUR MANGO 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

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. U. SANGHAVI)
COMPANY SECRETARY**

Encl. as above.

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

McNALLY BHARAT ENGINEERING COMPANY LIMITED			
Name of the Target Company (TC)	Williamson Magor & Co. Limited (Acquirer)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the 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	16.74	7.34
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)	(2.69)	(1.18)
Shares/VR (Lock-in up to 31.05.2018)	(74,67,437)	(10.03)	(4.40)
Shares/VR (Lock-in up to 01.11.2020)	(5,00,000)	(0.67)	(0.29)
Shares/VR (Lock-in up to 01.11.2020)	(25,00,000)	(3.35)	(1.47)
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 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)	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 1,51,51,515 Equity Shares of Rs.10/- each of the TC on 31.03.2018 by way of conversion of 1,51,51,515 Compulsorily Convertible Preference Shares of Rs.10/- each allotted by the TC on 30.03.2017.	1,51,51,515	9.59	7.08
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	1,51,51,515	9.59	7.08



(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 (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 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 of the Target Company (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 26.03.2018)	40,00,000	00.00	1.87
e) Total (a-b+c+d)	1,51,51,515	9.59	7.08
Mode of acquisition /sale (e.g. open market/off-market/public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	The Company has acquired 1,51,51,515 Equity Shares of Rs.10/- each 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.		
Date of acquisition /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	31st 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

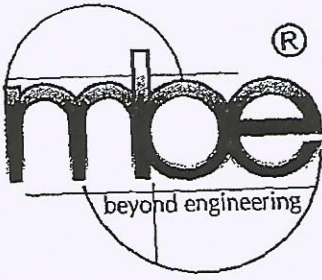
WILLIAMSON MAGOR & CO. LIMITED


(H. U. SANGHAVI)
COMPANY SECRETARY



Place: Kolkata

Date: 4th April 2018



McNally Bharat Engineering Company Limited

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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 ALLOTTEE	NO. OF EQUITY SHARES	AMOUNT (IN RS.)	DISTINCTIVE NOS.		CATEGORY	CONSIDERATION
			FROM	TO		
Williamson Magor & Company Limited	1,51,51,5 15	99,99,99,990/-	08886381 9	01040153 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