



McLEOD RUSSEL
Believe in tea

7th April 2017

The Secretary
BSE Limited
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI -400 001
Scrip Code:532629

The Secretary
National Stock Exchange of India Ltd
Listing Department.
Exchange Plaza, 5th Fl.
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
AS ON 31ST MARCH 2017 UNDER REGULATION 30(2) OF SEBI
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS 2011**

I, being one of the Promoters of McNally Bharat Engineering Company Limited, furnish herewith the required Disclosure in the enclosed format specified under Regulation 30(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, which I trust you will find in order.

Please acknowledge receipt.

Yours faithfully,

McLEOD RUSSEL INDIA LIMITED



(A. GUHA SARKAR)

SENIOR VICE PRESIDENT & COMPANY SECRETARY

Encl. as above.

Registered Office :

McLEOD RUSSEL INDIA LIMITED

Corporate Identity Number (CIN) : L51109WB1998PLC087076
FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2210-1221, 2248-9434 / 35, FAX : 91-33-2248-8114 / 6265
E-mail : administrator@mcleodrussel.com Website : www.mcleodrussel.com



A Williamson Magor Group Enterprise

ANNEXURE - 1
DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011 AS ON 31ST MARCH 2017

Part-A-Details of Shareholding

1. Name of the Target Company (TC)	McNALLY BHARAT ENGINEERING COMPANY LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Not Applicable McLeod Russel India Limited Brij Mohan Khaitan Amritanshu Khaitan Isha Khaitan Williamson Magor & Co. Limited Williamson Financial Services Limited Bishnauth Investments Limited Babcock Borsig Limited Kilburn Engineering Limited EMC Limited MKN Investment Private Limited		
4. Particulars of the shareholding of person(s) mentioned at (3) above As of March 31 st of the year, holding of: (a) Shares	Number of Shares as on 31.03.2017	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/ voting capital of TC (*)
McLeod Russel India Limited	3052295	05.70	02.23
Brij Mohan Khaitan	21	00.00	00.00
Amritanshu Khaitan	8000	00.01	00.01
Isha Khaitan	24000	00.04	00.02
Williamson Magor & Co. Limited	#12467437	23.26	09.11
Williamson Financial Services Limited	1551000	02.89	01.13
Bishnauth Investments Limited	99400	00.19	00.07
Babcock Borsig Limited	1301000	02.43	00.95
Kilburn Engineering Limited	854300	01.59	00.62
EMC Limited	14287689	26.66	10.44
MKN Investment Private Limited	5000000	09.33	03.65
Sub-Total	38645142	72.10	28.23
(b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
#(c) Warrants: 5,00,000 Equity Shares and 25,00,000 Equity Shares of Rs.10/- each allotted to Williamson Magor & Co. Limited ['WM'] on 31.03.2016 and 08.09.2016 respectively out of 30,00,000 Warrants of Rs.100 each allotted to WM on 13.03.2015 [convertible into 1 Equity Share of Rs.10 each within 18 months from the date of Allotment i.e. 13.03.2015 (Trading Approvals from the Stock Exchanges are awaited)]	Nil	Nil	Nil
* (d) Convertible Securities : Compulsorily Convertible Preference Shares ['CCPS'] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 30.03.2017).	Nil	Nil	Nil
Williamson Magor & Co. Limited	15151515		11.07
Williamson Financial Services Limited	15151515		11.07
Babcock Borsig Limited	11363636		08.30
(e) any other instrument that would entitle the holder to receive shares in the TC.	Nil		Nil
Total	80311808		58.67

[Contd...2]



Signature of : **MCLEOD RUSSEL INDIA LIMITED**


(A. GUHA SARKAR)

SENIOR VICE PRESIDENT & COMPANY SECRETARY



Place: Kolkata

Date: 7th April 2017

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) 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.

*The Target Company has allotted 8,32,87,939 Compulsorily Convertible Preference Shares ['CCPS'] of Rs.10/- each at a price of Rs.66/- each on 30.03.2017 (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e.30.03.2017). Out of which (a) Williamson Magor & Co. Limited has acquired 1,51,51,515 CCPS (b) Williamson Financial Services Limited has acquired 1,51,51,515 CCPS and (c) Babcock Borsig Limited has acquired 1,13,63,636 CCPS. After the conversion of the said CCPS into Equity Shares, the Paid-up Share Capital of the TC would be increased from Rs.53,59,38,180 (divided into 5,35,93,818 Equity Shares of Rs.10/- each) to Rs.1,36,88,17,570/- (divided into 13,68,81,757 Equity Shares of Rs.10/- each).

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

BRIJ MOHAN KHAITAN

10, QUEENS PARK
KOLKATA - 700001

7th April 2017

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P.J. Towers, 25th Floor
Dalal Street,
MUMBAI -400 001
Scrip Code:532629

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BRIJ MOHAN KHAITAN

Encl. as above.

ANNEXURE - 1
DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)
REGULATIONS, 2011 AS ON 31ST MARCH 2017

Part-A-Details of Shareholding

1. Name of the Target Company (TC)		McNALLY BHARAT ENGINEERING COMPANY LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed		1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.		Not Applicable Brij Mohan Khaitan Amritanshu Khaitan Isha Khaitan Williamson Magor & Co. Limited Williamson Financial Services Limited Bishnauth Investments Limited McLeod Russel India Limited Babcock Borsig Limited Kilburn Engineering Limited EMC Limited MKN Investment Private Limited		
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Brij Mohan Khaitan		21	00.00	00.00
Amritanshu Khaitan		8000	00.01	00.01
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EMC Limited		14287689	26.66	10.44
MKN Investment Private Limited		5000000	09.33	03.65
Sub-Total		38645142	72.10	28.23
(b) Voting Rights (otherwise than by shares)		Nil	Nil	Nil
#(c) Warrants: 5,00,000 Equity Shares and 25,00,000 Equity Shares of Rs.10/- each allotted to Williamson Magor & Co. Limited [‘WM’] on 31.03.2016 and 08.09.2016 respectively out of 30,00,000 Warrants of Rs.100 each allotted to WM on 13.03.2015 [convertible into 1 Equity Share of Rs.10 each within 18 months from the date of Allotment i.e. 13.03.2015 (Trading Approvals from the Stock Exchanges are awaited)]		Nil	Nil	Nil
*(d) Convertible Securities : Compulsorily Convertible Preference Shares [‘CCPS’] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 (convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment i.e. 30.03.2017).		Nil	Nil	Nil
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Babcock Borsig Limited		11363636		08.30
(e) any other instrument that would entitle the holder to receive shares in the TC.		Nil		Nil
Total		80311808		58.67

[Contd...2

✓ *Baumundm*



Signature of : BRIJ MOHAN KHAITAN

Place: Kolkata

Date: 7th April 2017

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

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AMRITANSHU KHAITAN

10, QUEENS PARK
KOLKATA - 700001

7th April 2017

The Secretary
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P.J. Towers, 25th Floor
Dalal Street,
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Scrip Code:532629

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AMRITANSHU KHAITAN

Encl. as above.

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REGULATIONS, 2011 AS ON 31ST MARCH 2017

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Babcock Borsig Limited		11363636		08.30
(e) any other instrument that would entitle the holder to receive shares in the TC.		Nil		Nil
Total		80311808		58.67

[Contd...2

✓ *Amritanshu Khaitan*



Signature of : **AMRITANSHU KHAITAN**

Place: Kolkata

Date: 7th April 2017

Note:

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✓ *Isha Khaitan*

ISHA KHAITAN

Encl. as above.

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[Contd...2

Isha Khaitan

✓ Isha Khaitan

Signature of : **ISHA KHAITAN**

Place: Kolkata

Date: 7th April 2017

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