

**BRIJ MOHAN KHAITAN**

10, QUEENS PARK  
KOLKATA - 700001

4th April 2018

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

The Secretary  
National Stock Exchange of India Ltd  
Listing Department.  
Exchange Plaza, 5<sup>th</sup> 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 31<sup>ST</sup> MARCH 2018 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,

✓ 

**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 31<sup>st</sup> MARCH 2018**

**Part-A-Details of Shareholding**

| Part-A-Details of Shareholding                                                                                                                                                                                                                                                                                                   |  | McNALLY BHARAT ENGINEERING COMPANY LIMITED                                                                                                                                                                                                                                                                    |                                                                  |                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                               |  | 1. Bombay Stock Exchange Limited                                                                                                                                                                                                                                                                              |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                        |  | 2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 3. Particulars of the shareholder                                                                                                                                                                                                                                                                                                |  | Not Applicable                                                                                                                                                                                                                                                                                                |                                                                  |                                                             |
| 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.                              |  | Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Isha Khaitan<br>Williamson Magor & Co. Limited<br>Williamson Financial Services Limited<br>Bishnauth Investments Limited<br>McLeod Russel India Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                                                                                                                                                                  |  |                                                                                                                                                                                                                                                                                                               |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:                                                                                                                                                                                                  |  | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                    | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (%) |
| (a) Shares                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                               |                                                                  |                                                             |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                               |  | 21                                                                                                                                                                                                                                                                                                            | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                               |  | 8000                                                                                                                                                                                                                                                                                                          | 0.01                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                     |  | 24000                                                                                                                                                                                                                                                                                                         | 0.02                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                   |  | 27618952                                                                                                                                                                                                                                                                                                      | 17.48                                                            | 12.90                                                       |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                            |  | 10051000                                                                                                                                                                                                                                                                                                      | 6.36                                                             | 4.69                                                        |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                    |  | 99400                                                                                                                                                                                                                                                                                                         | 0.06                                                             | 0.05                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                      |  | 3052295                                                                                                                                                                                                                                                                                                       | 1.93                                                             | 1.43                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                           |  | 9801000                                                                                                                                                                                                                                                                                                       | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                      |  | 854300                                                                                                                                                                                                                                                                                                        | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                      |  | 14287689                                                                                                                                                                                                                                                                                                      | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                   |  | 5000000                                                                                                                                                                                                                                                                                                       | 3.16                                                             | 2.34                                                        |
| Total                                                                                                                                                                                                                                                                                                                            |  | 70796657                                                                                                                                                                                                                                                                                                      | 44.80                                                            | 33.07                                                       |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                     |  | Nil                                                                                                                                                                                                                                                                                                           | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                     |  | Nil                                                                                                                                                                                                                                                                                                           | Nil                                                              | Nil                                                         |
| *(d) Convertible Securities :<br>Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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). |  |                                                                                                                                                                                                                                                                                                               |                                                                  |                                                             |
| Williamson Magor & Co. Limited:4000000 (26.03.2018)                                                                                                                                                                                                                                                                              |  | 4000000                                                                                                                                                                                                                                                                                                       | Nil                                                              | 1.87                                                        |
| Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)                                                                                                                                                                                                                                                      |  | 10651515                                                                                                                                                                                                                                                                                                      | Nil                                                              | 4.98                                                        |
| Babcock Borsig Limited:2863636(30.03.2017)+4000000(26.03.2018)                                                                                                                                                                                                                                                                   |  | 6863636                                                                                                                                                                                                                                                                                                       | Nil                                                              | 3.21                                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                              |  | Nil                                                                                                                                                                                                                                                                                                           |                                                                  | Nil                                                         |
| Total                                                                                                                                                                                                                                                                                                                            |  | 21515151                                                                                                                                                                                                                                                                                                      | Nil                                                              | 10.06                                                       |

[Contd...2]



**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |


**Signature of : BRIJ MOHAN KHAITAN**

Place: Kolkata

Date: 4<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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

**AMRITANSHU KHAITAN**

10, QUEENS PARK  
KOLKATA - 700001

4th April 2018

The Secretary  
BSE Limited  
P.J. Towers, 25<sup>th</sup> Floor  
Dalal Street,  
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The Secretary  
McNally Bharat Engineering Company Limited  
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Surendra Mohan Ghosh Sarani  
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Dear Sir,

**DISCLOSURE OF SHAREHOLDING IN McNALLY BHARAT ENGINEERING COMPANY LIMITED  
AS ON 31<sup>ST</sup> MARCH 2018 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,

✓   
AMRITANSHU KHAITAN

Encl. as above.

**ANNEXURE - 1**  
**DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)**  
**REGULATIONS, 2011 AS ON 31<sup>st</sup> MARCH 2018**

**Part-A-Details of Shareholding**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                     |                                                                  |                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>MCNALLY BHARAT ENGINEERING COMPANY LIMITED</b>                                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1. Bombay Stock Exchange Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                                    | Not Applicable<br><br>Amritanshu Khaitan<br>Brij Mohan Khaitan<br>Isha Khaitan<br>Williamson Magor & Co. Limited<br>Williamson Financial Services Limited<br>Bishnauth Investments Limited<br>McLeod Russel India Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                                  | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.00                                                        |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| * (d) Convertible Securities :<br>Compulsorily Convertible Preference Shares [CCPS] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited: 4000000 (26.03.2018)<br>Williamson Financial Services Ltd: 6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited: 2863636 (30.03.2017)+4000000 (26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

(Contd...2)

*Alkhaitan*

**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |


**Signature of : AMRITANSHU KHAITAN**

Place: Kolkata

Date: 4<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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

**MRS. ISHA KHAITAN**

10, QUEENS PARK  
KOLKATA - 700001

5th April 2018

The Secretary  
BSE Limited  
P.J. Towers, 25<sup>th</sup> Floor  
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National Stock Exchange of India Ltd  
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The Secretary  
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Dear Sir,

**DISCLOSURE OF SHAREHOLDING IN McNALLY BHARAT ENGINEERING COMPANY LIMITED  
AS ON 31<sup>ST</sup> MARCH 2018 UNDER REGULATION 30(2) OF SEBI  
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Please acknowledge receipt.

Yours faithfully,

✓ *Isha Khaitan*

**ISHA KHAITAN**

Encl. as above.

**ANNEXURE - I**  
**DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)**  
**REGULATIONS, 2011 AS ON 31<sup>st</sup> MARCH 2018**

**Part-A-Details of Shareholding**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                     |                                                                  |                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>                                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 1. Bombay Stock Exchange Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                               | Not Applicable<br><br>Isha Khaitan<br>Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Williamson Magor & Co. Limited<br>Williamson Financial Services Limited<br>Bishnauth Investments Limited<br>McLeod Russel India Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                             | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| * (d) Convertible Securities :<br>Compulsorily Convertible Preference Shares [CCPS] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited:4000000 (26.03.2018)<br>Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited:2863636(30.03.2017)+4000000(26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

[Contd...2

✓ Isha Khaitan

**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |

✓ Isha Khaitan

**Signature of : ISHA KHAITAN**

Place: Kolkata

Date: 5<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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



McLEOD RUSSEL  
*Believe in tea*

5th April 2018

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

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

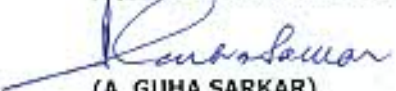
Dear Sir,

**DISCLOSURE OF SHAREHOLDING IN McNALLY BHARAT ENGINEERING COMPANY LIMITED  
AS ON 31<sup>ST</sup> MARCH 2018 UNDER REGULATION 30(2) OF SEBI  
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS 2011**

We, 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 31<sup>ST</sup> MARCH 2018**

**Part-A-Details of Shareholding**

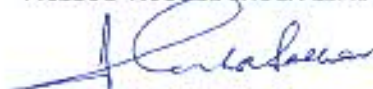
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                     |                                                                  |                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>                                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 1. Bombay Stock Exchange Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                               | Not Applicable<br><br>McLeod Russel India Limited<br>Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Isha Khaitan<br>Williamson Magor & Co. Limited<br>Williamson Financial Services Limited<br>Bishnauth Investments Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                             | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| * (d) Convertible Securities :<br>Compulsorily Convertible Preference Shares [CCPS] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited:4000000 (26.03.2018)<br>Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited:2863636(30.03.2017)+4000000(26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

[Contd...2]



**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |

Signature of : **MCLEOD RUSSEL INDIA LIMITED**

**(A. GUHA SARKAR)****SENIOR VICE PRESIDENT & COMPANY SECRETARY**

Place: Kolkata

Date: 5<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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



# 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

5th April 2018

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

The Secretary  
National Stock Exchange of India Ltd  
Listing Department.  
Exchange Plaza, 5<sup>th</sup> 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 31<sup>ST</sup> MARCH 2018 UNDER REGULATION 30(2) OF SEBI  
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS 2011**

We, 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,  
WILLIAMSON MAGOR & CO. LIMITED

(H. U. SANGHAVI)  
COMPANY SECRETARY

Encl. as above.

**ANNEXURE - 1**  
**DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)**  
**REGULATIONS, 2011 AS ON 31<sup>ST</sup> MARCH 2018**

**Part-A-Details of Shareholding**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                     |                                                                  |                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>                                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 1. Bombay Stock Exchange Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                               | Not Applicable<br><br>Williamson Magor & Co. Limited<br>Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Isha Khaitan<br>Williamson Financial Services Limited<br>Bishnauth Investments Limited<br>McLeod Russel India Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                             | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| * (d) Convertible Securities :<br>Compulsorily Convertible Preference Shares [CCPS] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited:4000000 (26.03.2018)<br>Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited:2863636(30.03.2017)+4000000(26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

[Contd...2]



**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |

Signature of :

WILLIAMSON MAGOR &amp; CO. LIMITED


(H. U. SANGHAVI)  
COMPANY SECRETARY

Place: Kolkata

Date: 5<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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



# 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

5th April 2018

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

The Secretary  
National Stock Exchange of India Ltd  
Listing Department.  
Exchange Plaza, 5<sup>th</sup> 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 31<sup>ST</sup> MARCH 2018 UNDER REGULATION 30(2) OF SEBI  
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS 2011**

We, 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,  
**WILLIAMSON FINANCIAL SERVICES LIMITED**

(P. BANDYOPADHYAY)  
**COMPANY SECRETARY**

Encl. as above.

**ANNEXURE - 1**  
**DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)**  
**REGULATIONS, 2011 AS ON 31<sup>ST</sup> MARCH 2018**

**Part-A-Details of Shareholding**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                     |                                                                  |                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>                                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1. Bombay Stock Exchange Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                              | Not Applicable<br><br>Williamson Financial Services Limited<br>Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Isha Khaitan<br>Williamson Magor & Co. Limited<br>Bishnauth Investments Limited<br>McLeod Russel India Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                            | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| *(d) Convertible Securities :<br>Compulsorily Convertible Preference Shares [CCPS] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited:4000000 (26.03.2018)<br>Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited:2863636(30.03.2017)+4000000(26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

[Contd...2]



**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0585E                 |

Signature of :

**WILLIAMSON FINANCIAL SERVICES LIMITED**

  
**(P. BANDYOPADHYAY)**  
**COMPANY SECRETARY**



Place: Kolkata

Date: 5<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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

# BISHNAUTH INVESTMENTS LIMITED

Corporate Identity Number (CIN): U51420WB1983PLC037026

[Formerly known as Metals Centre Limited]

*Registered Office :*

FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001

TELEPHONE : 033-2210-1221, 033-2243-5391 / 5393, 033-2248-9434 / 9435

FAX : 91-33-2248-8114, 91-33-2248-3683, E-MAIL : administrator@wmg.co.in

5th April 2018

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

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

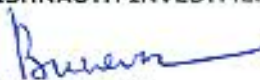
**DISCLOSURE OF SHAREHOLDING IN McNALLY BHARAT ENGINEERING COMPANY LIMITED  
AS ON 31<sup>ST</sup> MARCH 2018 UNDER REGULATION 30(2) OF SEBI  
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS 2011**

We, 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,

**BISHNAUTH INVESTMENTS LIMITED**

  
(B. K. NEWAR)  
**DIRECTOR**

Encl. as above.



A Member of the Williamson Magor Group of Companies

**ANNEXURE - 1**  
**DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)**  
**REGULATIONS, 2011 AS ON 31<sup>ST</sup> MARCH 2012**

**Part-A-Details of Shareholding**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                     |                                                                  |                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>                                                                                                                                                                                                                                                                                   |                                                                  |                                                             |
| 2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1. Bombay Stock Exchange Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                                 | Not Applicable<br><br>Bishnauth Investments Limited<br>Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Isha Khaitan<br>Williamson Magor & Co. Limited<br>Williamson Financial Services Limited<br>McLeod Russel India Limited<br>Babcock Borsig Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                               | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| *(d) Convertible Securities :<br>Compulsorily Convertible Preference Shares ("CCPS") of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited:4000000 (26.03.2018)<br>Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited:2863636(30.03.2017)+ 4000000(26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

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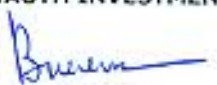


**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |

Signature of :

**BISHNAUTH INVESTMENTS LIMITED**

  
**(B. K. NEWAR)**  
**DIRECTOR**



Place: Kolkata

Date: 5<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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

# 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

5th April 2018

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

The Secretary  
National Stock Exchange of India Ltd  
Listing Department.  
Exchange Plaza, 5<sup>th</sup> 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 31<sup>ST</sup> MARCH 2018 UNDER REGULATION 30(2) OF SEBI  
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS 2011**

We, 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,  
BABCOCK BORSIG LIMITED

  
(V. K. SINGH)  
DIRECTOR

Encl. as above.



A Member of the Williamson Magor Group of Companies

**ANNEXURE - 1**  
**DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)**  
**REGULATIONS, 2011 AS ON 31<sup>ST</sup> MARCH 2018**

**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<br>2. National Stock Exchange of India Limited                                                                                                                                                                                                                                                     |                                                                  |                                                             |
| 3. Particulars of the shareholder<br>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.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                               | Not Applicable<br><br>Babcock Borsig Limited<br>Brij Mohan Khaitan<br>Amritanshu Khaitan<br>Isha Khaitan<br>Williamson Magor & Co. Limited<br>Williamson Financial Services Limited<br>Bishnauth Investments Limited<br>McLeod Russel India Limited<br>Kilburn Engineering Limited<br>EMC Limited<br>MKN Investment Private Limited |                                                                  |                                                             |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above<br>As of March 31 <sup>st</sup> of the year, holding of:<br>(a) Shares                                                                                                                                                                                                                                                                                                                                                                                             | Number of<br>Shares<br>as on<br>31.03.2018                                                                                                                                                                                                                                                                                          | % w.r.t. total<br>share/voting<br>capital wherever<br>applicable | % of total<br>diluted share/<br>voting capital<br>of TC (*) |
| Babcock Borsig Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9801000                                                                                                                                                                                                                                                                                                                             | 6.20                                                             | 4.58                                                        |
| Brij Mohan Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 21                                                                                                                                                                                                                                                                                                                                  | 0.00                                                             | 0.00                                                        |
| Amritanshu Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 8000                                                                                                                                                                                                                                                                                                                                | 0.01                                                             | 0.00                                                        |
| Isha Khaitan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 24000                                                                                                                                                                                                                                                                                                                               | 0.02                                                             | 0.01                                                        |
| Williamson Magor & Co. Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 27618952                                                                                                                                                                                                                                                                                                                            | 17.48                                                            | 12.90                                                       |
| Williamson Financial Services Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 10051000                                                                                                                                                                                                                                                                                                                            | 6.36                                                             | 4.69                                                        |
| Bishnauth Investments Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 99400                                                                                                                                                                                                                                                                                                                               | 0.06                                                             | 0.05                                                        |
| McLeod Russel India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 3052295                                                                                                                                                                                                                                                                                                                             | 1.93                                                             | 1.43                                                        |
| Kilburn Engineering Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 854300                                                                                                                                                                                                                                                                                                                              | 0.54                                                             | 0.40                                                        |
| EMC Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 14287689                                                                                                                                                                                                                                                                                                                            | 9.04                                                             | 6.67                                                        |
| MKN Investment Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 5000000                                                                                                                                                                                                                                                                                                                             | 3.16                                                             | 2.34                                                        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>70796657</b>                                                                                                                                                                                                                                                                                                                     | <b>44.80</b>                                                     | <b>33.07</b>                                                |
| (b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| (c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Nil                                                                                                                                                                                                                                                                                                                                 | Nil                                                              | Nil                                                         |
| * (d) Convertible Securities :<br>Compulsorily Convertible Preference Shares [CCPS] of Rs.10/- each allotted to the following Companies by the Target Company on 30.03.2017 and 26.03.2018 (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).<br>Williamson Magor & Co. Limited:4000000 (26.03.2018)<br>Williamson Financial Services Ltd:6651515 (30.03.2017)+4000000 (26.03.2018)<br>Babcock Borsig Limited:2863636(30.03.2017)+4000000(26.03.2018) | 4000000<br>10651515<br>6863636                                                                                                                                                                                                                                                                                                      | Nil<br>Nil<br>Nil                                                | 1.87<br>4.98<br>3.21                                        |
| (e) any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Nil                                                                                                                                                                                                                                                                                                                                 |                                                                  | Nil                                                         |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>21515151</b>                                                                                                                                                                                                                                                                                                                     | <b>Nil</b>                                                       | <b>10.06</b>                                                |

[Contd...2]



**Part-B\*\*****Name of the Target Company: McNALLY BHARAT ENGINEERING COMPANY LIMITED**

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/Promoter group | PAN of the person and PACs |
|---------------------------------------------------------------------------|-------------------------------------------------------|----------------------------|
| Babcock Borsig Limited                                                    | Yes                                                   | AABCD4477A                 |
| Brij Mohan Khaitan                                                        | Yes                                                   | AGEPK6970B                 |
| Amritanshu Khaitan                                                        | Yes                                                   | AJFPK2122H                 |
| Isha Khaitan                                                              | Yes                                                   | ALSPK2923P                 |
| Williamson Magor & Co. Limited                                            | Yes                                                   | AAACW2369P                 |
| Williamson Financial Services Limited                                     | Yes                                                   | AAACW4504A                 |
| Bishnauth Investments Limited                                             | Yes                                                   | AABCM7767N                 |
| McLeod Russel India Limited                                               | Yes                                                   | AAACE6918J                 |
| Kilburn Engineering Limited                                               | Yes                                                   | AABCK3421H                 |
| EMC Limited                                                               | Yes                                                   | AAACE7582J                 |
| MKN Investment Private Limited                                            | Yes                                                   | AACCM0586E                 |

Signature of :

BABCOCK BORSIG LIMITED

  
(V. K. SINGH)  
DIRECTOR



Place: Kolkata

Date: 5<sup>th</sup> April 2018**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.

\*(1) 95,15,151 CCPS, (2) 1,20,00,000 CCPS, (3) 3,20,11,000 CCPS and (4) 25,00,000 Warrants (all Rs.10/- each and convertible into equity shares within 18 months from their respective dates of allotment) were allotted on 30.03.2017, 26.03.2018, 29.03.2018 and 28.03.2018, respectively. After the conversions, the Paid-up Equity Share Capital would be increased from Rs.158,04,46,060/- (divided into 15,80,44,606 Equity Shares of Rs.10/- each) to Rs.214,07,07,570/- (divided into 21,40,70,757 Equity Shares of Rs.10/- each).

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