

MRS. ISHA KHAITAN

10, QUEENS PARK
KOLKATA - 700001

6th April 2016

The Secretary
Bombay Stock Exchange Ltd
P.J. Towers, 25th Floor
Dalal Street,
MUMBAI -400 001
Scrip Code:532629

The Secretary
National Stock Exchange of India Ltd
Listing Department.
Exchange Plaza, 5th Fl.
Plot No.C/1, G-Block
Bandra-Kurla Complex, Bandra (E)
MUMBAI - 400 051
Scrip Code:MBECL

The Secretary
McNally Bharat Engineering Company Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata - 700001

Dear Sir,

**DISCLOSURE OF SHAREHOLDING IN McNALLY BHARAT ENGINEERING COMPANY LIMITED
AS ON 31ST MARCH 2016 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,

Isha Khaitan

ISHA KHAITAN

Encl. as above.

ANNEXURE - 1
DISCLOSURE UNDER REGULATION 30(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011
AS ON 31ST MARCH 2016

Part-A-Details of Shareholding

1. Name of the Target Company (TC)	McNALLY BHARAT ENGINEERING COMPANY LIMITED		
2. Name(s) of the Stock Exchange(s) where the shares of the TC are listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited		
3. Particulars of the shareholder a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Not Applicable Isha Khaitan Brij Mohan Khaitan Amritanshu Khaitan Williamson Magor & Co. Limited Williamson Financial Services Limited Bishnauth Investments Limited McLeod Russel India Limited Babcock Borsig Limited Kilburn Engineering Limited EMC Limited MKN Investment Private Limited		
4. Particulars of the shareholding of person(s) mentioned at (3) above As of March 31 st of the year, holding of: (a) Shares	Number of Shares as on 31.03.2016	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/ voting capital of TC (*)
Isha Khaitan	24000	00.05	00.04
Brij Mohan Khaitan	21	00.00	00.00
Amritanshu Khaitan	8000	00.01	00.01
Williamson Magor & Co. Limited	#9967437	19.51	18.60
Williamson Financial Services Limited	1551000	03.04	02.89
Bishnauth Investments Limited	99400	00.19	00.19
McLeod Russel India Limited	3052295	05.97	05.70
Babcock Borsig Limited	1301000	02.55	02.43
Kilburn Engineering Limited	854300	01.67	01.59
EMC Limited	14287689	27.96	26.66
MKN Investment Private Limited	5000000	09.79	09.33
(b) Voting Rights (otherwise than by shares)	Nil	Nil	Nil
(c) Warrants: 5,00,000 Equity Shares of Rs.10/- each allotted to Williamson Magor & Co. Limited ['WM'] at a Premium of Rs.90 per Share by way of Conversion of 5,00,000 Warrants of Rs.100 each on 31.03.2016 subject to Lock-in for a period of three years from the date of receipt of the Trading Approval from the Stock Exchanges [out of 30,00,000 Warrants of Rs.100 each allotted to WM (convertible into 1 Equity Share of Rs.10 each within 18 months from the date of Allotment i.e. 13.03.2015)]	2500000	100.00	04.66
(d) Convertible Securities	Nil	Nil	Nil
(e) any other instrument that would entitle the holder to receive shares in the TC.	Nil	Nil	Nil
Total	36145142	70.74	67.44

[Contd...2]

Isha Khaitan

Isha Khaitan

Signature of : **ISHA KHAITAN**

Place: Kolkata

Date: 6th April 2016

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.

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

Includes 5,00,000 Equity Shares of Rs.10 each allotted to Williamson Magor & Co. Limited ('WM') on 31.03.2016 consequent upon conversion of 5,00,000 Warrants out of 30,00,000 Warrants of Rs.100 each allotted to WM on 13.03.2015.