



WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715

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

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26th March 2015

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

The Secretary
The National Stock Exchange
of India Limited, Listing Dept.
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
under Regulation 29(2) of
SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Further to our letter dated 17th March 2015, We, being one of the Promoters of McNally Bharat Engineering Company Limited ('the Target Company'), hereby disclose that we have acquired 30,00,000 Warrants (Convertible into 1 Equity Share of Rs.10/- each within 18 months from the date of Allotment) of the Target Company by virtue of Preferential Allotment on 13th March 2015 and the same have been kept under Lock-in for the period from 23.03.2015 to 11.09.2016 in terms of Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. After conversion of the aforesaid Warrants, we will hold 81,79,748 Equity Shares representing 18.76% of Post Issue Paid-Up Capital of the Target Company.

The necessary Disclosure for Lock-in of the aforesaid 30,00,000 Warrants is in the enclosed format specified in Annexure-2 under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, which we trust you will find in order.

Please acknowledge receipt.

Yours faithfully,

WILLIAMSON MAGOR & CO. LIMITED

(H. U. SANGHAVI)
COMPANY SECRETARY

Encl. as above.

ANNEXURE – 2

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

Name of the Target Company (TC)	McNALLY BHARAT ENGINEERING COMPANY LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Williamson Magor & Co. Limited (Acquirer) <u>Persons Acting in Concert:</u> Brij Mohan Khaitan Amritanshu Khaitan Williamson Financial Services Limited Babcock Borsig Limited Kilburn Engineering Limited Bishnauth Investments Limited McLeod Russel India Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes.		
Name(s) of the Stock Exchange(s) where the shares of TC are listed	1. Bombay Stock Exchange Limited 2. The National Stock Exchange of India Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	51,79,748	14.55	14.55
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others: Lock-in for the period from 26.02.2015 to 01.11.2015) and Shares/VR acquired on 03.03.2015 (subject to Lock-in)	(31,79,748)	(08.93)	(08.93)
	(20,00,000)	(05.62)	(05.62)
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category)			
e) Total (a-b+c+d)	Nil	Nil	Nil
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/sold	Nil	Nil	Nil
b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired on 13.03.2015 and Lock-in for the period from 23.03.2015 to 11.09.2016/sold	30,00,000	Nil	**06.88
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	30,00,000	Nil	**06.88

(Contd.2)



After the acquisition/sale, holding of:	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
a) Shares carrying voting rights	51,79,748	12.76	11.88
b) Shares encumbered with the acquirer (Lock-in for the period from 26.02.2015 to 01.11.2015)	(31,79,748)	(07.83)	(07.29)
Shares/VR acquired on 03.03.2015 (subject to Lock-in)	(20,00,000)	(04.93)	(04.59)
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (Specify holding in each category) after acquisition on 13.03.2015 and for the period from 23.03.2015 to 11.09.2016	30,00,000	Nil	**06.88
e) Total (a-b+c+d)	30,00,000	Nil	**06.88
Mode of acquisition/sale (e.g. open market/off-market/public issue/ rights issue/ preferential allotment /inter-se transfer etc.)	Preferential Allotment of 30,00,000 Warrants (convertible into 1 Equity Share of Rs.10/- each per Warrant) acquired on 13.03.2015		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of Warrants , whichever is applicable.	Date of receipt of intimation of Lock in of Warrants allotted on 13.03.2015: 25 th March 2015		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.35,59,38,180/- divided into 3,55,93,818 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.40,59,38,180/- divided into 4,05,93,818 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.43,59,38,180/- divided into 4,35,93,818 Equity Shares of Rs.10/- each		

(*) Total share capital/voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer/seller/Authorized Signatory

WILLIAMSON MAGOR & CO. LIMITED

H. U. Sanghavi

**(H. U. SANGHAVI)
AUTHORISED SIGNATORY**



Place: Kolkata

Date: 26th March 2015