Public Announcement under Regulations 3(1) and 4 read with Regulation 15(1) and other applicable regulations of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF MCNALLY BHARAT ENGINEERING COMPANY LIMITED

Open Offer (the "Offer") for acquisition of up to 1,31,54,393 equity shares of face value of ₹10 each (the "Offer Shares") constituting 26% of the Emerging Voting Share Capital of McNally Bharat Engineering Company Limited (the "Target Company") from the Public Shareholders of the Target Company by EMC Limited (the "Acquirer"), along with MKN Investment Private Limited ("PAC 1"), in its capacity as a person acting in concert for the acquisition of Equity Shares and McLeod Russel India Limited ("PAC 2"), Williamson Magor & Co. Limited ("PAC 3"), Babcock Borsig Limited ("PAC 4"), Williamson Financial Services Limited ("PAC 5"), Kilburn Engineering Limited ("PAC 6"), Bishnauth Investments Limited ("PAC 7") and Mr. Amritanshu Khaitan ("PAC 8" and together with all the persons acting in concert, the "PACs"), each in their capacity as persons acting in concert with the Acquirer for the acquisition of control.

This public announcement is being issued to the Public Shareholders of the Target Company, by Motilal Oswal Investment Advisors Private Limited (the "Manager to the Offer") for and on behalf of the Acquirer and PACs, pursuant to and in accordance with Regulation 3(1), Regulation 4 and other applicable Regulations of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended(the "SEBI (SAST) Regulations") ("Public Announcement").

1. Definitions:

For the purpose of this Public Announcement, save as defined elsewhere, the following have the meaning assigned to them below:

Term	Definition
BSE	BSE Limited
Emerging Voting Share Capital	The fully paid up capital of ₹ 50,59,38,180 comprising 5,05,93,818 equity shares of ₹10 each of the Target Company being the capital post allotment of 1,00,00,000 equity shares to the Acquirer on preferential allotment basis
Equity Shares	The fully paid-up equity shares of face value of ₹10 each of the Target Company
NSE	The National Stock Exchange of India Limited
PACs	PAC 1, in its capacity as person acting in concert with the Acquirer for acquisition of Equity Shares, and PAC 2, PAC 3,PAC 4, PAC 5, PAC 6, PAC 7 and PAC 8, in their capacity as persons acting in concert with the Acquirer for acquisition of control.
Public Shareholders	The public shareholders of the Target Company and does not include the parties to the Investment Agreement, as defined below, and the persons acting in concert with such parties
Investment Agreement	The investment agreement dated June 30, 2015 entered into between the Target Company, the Acquirer and PAC 2 to PAC 8
Stock Exchanges	NSE and BSE
Subscription Shares	1,00,00,000 fully paid-up equity shares of face value of ₹10 each of the Target Company subscribed by the Acquirer pursuant to the Investment Agreement on a preferential allotment basis.

2. Offer Details

i. **Size:** Up to 1,31,54,393 Shares constituting 26% of the Emerging Voting Share capital of the Target Company ("**Offer Size**") as of the 10th (tenth) working day from the date of closure of the tendering period.

ii. **Offer Price/consideration:** ₹100 per fully paid up Equity Share ("**Offer Price**"). Assuming full acceptance, the total consideration payable by the Acquirer and the PAC 3 in accordance with Regulation 8(2) of the SEBI (SAST) Regulations will be ₹ 131,54,39,300 (the "**Offer Consideration**").

iii. **Mode of payment (cash/securities):** The Offer Price will be paid in cash, in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulations.

iv. **Type of offer:** The Offer is a mandatory offer in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations.

3. Transaction which has triggered the Offer obligations("UnderlyingTransaction")

Details of Underlying Transaction						
Type of Transaction(direct/ indirect)	**Mode of Transaction(Agreement/ Allotment/ Market Purchase)**	**Shares/Voting Rights Acquired/proposed to be acquired**		**Total Consideration for shares/ Voting Rights(VR) acquired (₹in crore)**	**Mode of payment (Cash/securities)**	**Regulation(s) which has/ have been triggered**
		Number	**% vis a vis total equity/voting capital**			
Direct Acquisition	The investment agreement dated June 30, 2015 entered into between the Target Company, the Acquirer and PAC 2 to PAC 8	1,00,00,000 Equity Shares	19.77% of the voting share capital of the Target Company*	100	cash	3(1) and 4 of SEBI(SAST) Regulations

**Calculated as percentage of the Emerging Voting Share Capital*
PAC1 acquired 12.32% equity stake in the Target Company in March 2015. PAC1, being a part of Acquirer group, by virtue of this investment by Acquirer, the combined holding has increased by more than 25%, which has triggered the Open Offer.

4. Acquirer/PAC

Detail	**Acquirer**	**PAC 1**	**PAC 2**	**PAC 3**	**PAC 4**	**PAC 5**	**PAC 6**	**PAC 7**	**PAC 8**	**Total**
Name of Acquirer/PAC	EMC Limited	MKN Investments Private Limited	McLeod Russel India Limited	Williamson Magor & Co. Limited	Babcock Borsig Limited	Williamson Financial Services Limited	Kilburn Engineering Limited	Bishnauth Investments Limited	Mr. Amritanshu Khaitan	Not Applicable
Address (Registered Office)	Constantia Office Complex 11, Dr. U. N. Brahmachari Street,	Constantia Office Complex, (B Wing), 8th Floor,11, Dr. U. N.	4, Mangoe Lane,Surendra Mohan Ghosh Sarani, Kolkata-700 001	4, Mangoe Lane,Surendra Mohan Ghosh Sarani, Kolkata-700 001	4, Mangoe Lane,Surendra Mohan Ghosh Sarani, Kolkata-700 001	Udayan, House no. 147, 2nd floor, Ganeshguri, R. G.	4, Mangoe Lane,Surendra Mohan Ghosh Sarani, Kolkata-700 001	4, Mangoe Lane,Surendra Mohan Ghosh Sarani, Kolkata-700 001	10, Queen's Park Kolkata – 700009	Not Applicable

Detail	Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	PAC 8	Total
	(South Block), 8th Floor, Kolkata-700 017, West Bengal, India	Brahmachari Street, Kolkata, West Bengal, India – 700 017				Baruah road, Guwahati - 781 005				
Name(s) of persons in control/ promoters of Acquirer/PAC where Acquirer/PAC are companies	1. Mr. Manoj Toshniwal 2. Mr. Ramesh Chandra Bardia.	1. Mr. Manoj Toshniwal 2. Mr. Ramesh Chandra Bardia.	Williamson Magor group						Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirer/PAC belongs to	EMC	EMC Group	Williamson Magor Group							Not Applicable
Pre Transaction shareholding • Number of Equity Shares	Nil	5,000,000	3,052,295	5,179,748	1,301,000	1,551,000	854,300	99,400	8,000	17,045,743
• % of total equity share capital	Nil	12.32	7.52	12.76	3.20	3.82	2.10	0.24	0.02	41.99
Proposed shareholding after the acquisition of shares which triggered the Offer (excluding the Offer Shares) • Number of Equity Shares	1,00,00,000	5,000,000	3,052,295	5,179,748	1,301,000	1,551,000	854,300	99,400	8,000	27,045,743
• % of total	19.77	9.88	6.03	10.24	2.57	3.07	1.69	0.20	0.016	53.46

Detail	Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	PAC 8	Total
equity share capital										
Proposed shareholding after the acquisition of shares which triggered the Offer (including the Offer Shares) • Number of Equity Shares • % of total equity share capital	1,65,77,196 32.77	5,000,000 9.88	3,052,295 6.03	1,17,56945 23.24	1,301,000 2.57	1,551,000 3.07	854,300 1.69	99,400 0.20	8,000 0.016	40,20,00,136 79.46
Any other interest in the Target Company	Nil	Nil	Nil	Holds 30 lacs warrants convertible into equity shares	Nil	Nil	Nil	Nil	Nil	Nil

5. Details of selling shareholders ("Sellers"), if any: Not Applicable

6. Target Company

i. **Name:** McNally Bharat Engineering Company Limited
ii. **Registered Office:** 4 Mangoe Lane, Kolkata-700001, West Bengal
iii. **CIN**: L45202WB1961PLC025181
iv. **Stock Exchanges where listed and/ or permitted to be traded:**The National Stock Exchangeof India Limited (scrip symbol: MBECL) and BSE Limited (scrip code : 532629), ISIN:INE748A01016

7. Other Details

i. The detailed public statement pursuant to this Public Announcement to be issued in terms of Regulation 13(4) of the SEBI (SAST) Regulations which will carry all such other information pertaining to the Offer including detailed information of the Offer Price, detailed information on the Acquirer/PACs, detailed information on the Target Company, detailed reasons for the Offer, statutory approvals for the Offer, details of financial arrangements, other terms of the Offer, conditions to the Offer, relevant provisions of the Investment Agreementshall be published in the newspapers on or before July 7, 2015 as required by Regulation 14(3) of the SEBI (SAST) Regulations.

ii. Each of the Acquirer and the PACs undertake that it is aware of and will comply with their obligations under the SEBI (SAST) Regulations.

iii. The Acquirer and PAC3 have separately given an undertaking that it has adequate financial resources to meet its obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of regulation 25(1) of the SEBI (SAST) Regulations

iv. This Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the SEBI (SAST) Regulations.

v. Completion of the Offer and the underlying transaction as envisaged under the Investment Agreement is subject to receipt of statutory approvals (if any) and satisfaction of the other conditions precedent set out in the Investment Agreement. Subject to compliance with the SEBI (SAST) Regulations, the underlying transaction under the Investment Agreementmay be completed prior to the completion of the Offer.

Issued by the Manager to the Offer: MOTILAL OSWAL Investment Banking **MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED** MotilalOswal Tower,RahimtullahSayani Road,Opposite Parel ST Depot,Prabhadevi, Mumbai-400 025, Maharashtra, India Tel: +91 22 3980 4380 Fax: +91 22 3980 4315 Email: paresh.raja@motilaloswal.com Contact Person: Paresh Raja	

For and on behalf of the Acquirer and the PACs

EMC Limited
Constantia Office Complex
11, Dr. U. N. Brahmachari Street,South Block, 8th Floor,
Kolkata-700 017, West Bengal, India

MKN Investments Private Limited
Constantia Office Complex,
(B Wing), 8th Floor,
11, Dr. U. N. Brahmachari Street,
Kolkata, West Bengal, India – 700 017

McLeod Russel India Limited
4, Mangoe Lane, Surendra Mohan Ghosh Sarani
Kolkata-700 001

Williamson Magor& Co. Limited
4, Mangoe Lane, Surendra Mohan Ghosh Sarani
Kolkata-700 001

Babcock Borsig Limited
4, Mangoe Lane, Surendra Mohan Ghosh Sarani
Kolkata-700 001

Williamson Financial Services Limited
Udayan, House no. 147, 2nd floor, Ganeshguri, R. G. Baruah Road,
Guwahati - 781 005

Kilburn Engineering Limited
4, Mangoe Lane, Surendra Mohan Ghosh Sarani
Kolkata-700 001

Bishnauth Investments Limited
4, Mangoe Lane, Surendra Mohan Ghosh Sarani
Kolkata-700 001

Mr. Amritanshu Khaitan
10, Queen's park
Kolkata – 700009

Place: Kolkata
Date: June 30, 2015