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

3rd April 2019

The Secretary
BSE 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 Floor
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,

SECURITIES & EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011
– DISCLOSURE FOR ENCUMBRANCE OF SHARES

We inform you that 50,00,000 Equity Shares of Rs.10/- each of McNally Bharat Engineering Company Limited held by our Company have been initiated for pledge on 26th March 2019. We submit herewith the required information in this regard in Annexure-1 as specified by SEBI in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, which we trust you will find in order.

Please acknowledge receipt.

Yours faithfully,
WILLIAMSON MAGOR & CO. LIMITED

Dhanuka

(ADITI DHANUKA)
COMPANY SECRETARY

Enclo : as above.

ANNEXURE - 1

Disclosure by the Promoter(s) to the Stock Exchanges and to the Target Company for encumbrance of shares/invocation of encumbrance/release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	**McNALLY BHARAT ENGINEERING COMPANY LIMITED**
Names of the Stock Exchanges where the shares of the Target Company are listed	1. Bombay Stock Exchange Limited
	2. The National Stock Exchange of India Limited
Date of reporting	3rd April 2019
Name of the Promoter or PAC on whose shares encumbrance has been created/released/invoked	**WILLIAMSON MAGOR & CO. LIMITED**

Details of Release of Equity Shares from encumbrance

Name of the Promoter(s) or PACs with him*	Promoter holding in the Target Company 1		Promoter holding already encumbered 2		Details of Events pertaining to encumbrance 3							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)]/ invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation/ realease/ invocation)	Date of creation/ release/ invocation of encum-brance	Type of encum-brance (pledge/ lien/non disposal under-taking/ others	Reasons for encum-brance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered	Number	% of total share capital
Williamson Magor & Co. Limited	27618952	16.04	4300000	2.50	**Creation**	**26.03.2019**	**Pledge**	Third Party pledge	**5000000**	**2.90**	DMI Finance Private Limited	**9300000**	**5.40**
Brij Mohan Khaitan	21	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Amritanshu Khaitan	8000	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Isha Khaitan	24000	0.01	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Williamson Financial Services Ltd	16702515	9.70	986762	0.57	Creation	26.03.2019	Pledge	Company's borrowing	0	0.00	DMI Finance Private Limited	986762	0.57
- DO -			501000	0.29	Creation	10.01.2019	Pledge	Company's borrowing	0	0.00	DMI Finance Private Limited	501000	0.29
Kilburn Engineering Limited	854300	0.50	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Bishnauth Investments Limited	99400	0.06	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
McLeod Russel India Limited	3052295	1.77	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Babcock Borsig Limited	12664636	7.36	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
MKN Investment Private Limited	1370459	0.80	1370459	0.80	N.A.	N.A.	Pledge	Company's borrowing	0	0.00	IFCI Limited	1370459	0.80
EMC Limited	11702689	6.80	8101722	4.71	N.A.	N.A.	Pledge	Company's borrowing	0	0.00	SKS Fincap Private Limited	8101722	4.71
Total	**74097267**	**43.04**	**15259943**	**8.87**					**5000000**	**2.90**		**20259943**	**11.77**

Note:

The Target Company has allotted Equity Shares of Rs.10/- each on 31.03.2018 [by way of conversion of Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each which were issued on 30.03.2017] to :-

(1) Williamson Magor & Co. Limited [WMCL] : 1,51,51,515 Equity Shares allotted on 31.03.2018 against 1,51,51,515 CCPS issued [fully converted];

(2) Williamson Financial Services Limited [WFSL] : 85,00,000 Equity Shares allotted on 31.03.2018 and 66,51,515 Equity Shares allotted on 29.09.2018 against 1,51,51,515 CCPS issued [fully converted];

(3) Babcock Borsig Limited [BBL] : 85,00,000 Equity Shares allotted on 31.03.2018 and 28,63,636 Equity Shares allotted on 29.09.2018 against 1,13,63,636 CCPS issued [fully converted].

All the aforesaid converted Equity Shares are yet to be credited in the respective Demat Accounts of the respective Allottee Companies (subject to Lock-in from the date of receipt of the Trading Approval from the Stock Exchanges)

(Contd....2

WILLIAMSON MAGOR & CO. LIMITED

Details of encumbrance on McNally Bharat Engineering Company Limited 40,00,000 - 1% Pref 25SP19 (Promoter Quota/25 Sep 2019) :-

Name of the Promoter(s) or PACs with him*	Promoter holding in the Target Company 1		Promoter holding already encumbered 2		Details of Events pertaining to encumbrance 3							Post event holding of encumbered shares {creation [(2)+(3)]/ release [(2)-(3)]/ invocation [(1)-(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation/ realease/ invocation)	Date of creation/ release/ invocation of encum-brance	Type of encum-brance (pledge/ lien/non disposal under-taking/ others	Reasons for encum-brance **	Number	% of total share capital	Name of the entity in whose favour shares encumbered	Number	% of total share capital
Williamson Magor & Co. Limited	19151515	8.88	15151515	7.03	N.A.	28.09.2017	Pledge	Third Party pledge	0	0.00	KKR India Financial Services Ltd	15151515	7.03
Williamson Financial Services Ltd	19151515	8.88	15151515	7.03	N.A.	28.09.2017	Pledge	Company's borrowing & Third Party pledge	0	0.00	KKR India Financial Services Ltd	15151515	7.03
Babcock Borsig Limited	15363636	7.13	11363636	5.27	N.A.	28.09.2017	Pledge	Third Party pledge	0	0.00	KKR India Financial Services Ltd	11363636	5.27
Brij Mohan Khaitan	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Amritanshu Khaitan	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Isha Khaitan	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Kilburn Engineering Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Bishnauth Investments Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
McLeod Russel India Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
MKN Investment Private Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
EMC Limited	0	0.00	0	0.00	N.A.	N.A.	N.A.	N.A.	0	0.00	N.A.	0	0.00
Total	**34515151**	**16.01**	**26515151**	**12.30**					**0**	**0.00**		**26515151**	**12.30**

Notes:

The Target Company had allotted 8,32,87,939 Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each on 30.03.2017 (1 CCPS convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment) out of which (1) 1,51,51,515 CCPS acquired by WMCL, (2) 1,51,51,515 CCPS acquired by WFSL and (3) 1,13,63,636 CCPS acquired by BBL on 30.03.2017.

The Target Company has allotted Equity Shares of Rs.10/- each on 31.03.2018 [by way of conversion of Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- each which were issued on 30.03.2017] to :-
(1) Williamson Magor & Co. Limited [WMCL] : 1,51,51,515 Equity Shares allotted on 31.03.2018 against 1,51,51,515 CCPS issued [fully converted];
(2) Williamson Financial Services Limited [WFSL] : 85,00,000 Equity Shares allotted on 31.03.2018 and 66,51,515 Equity Shares allotted on 29.09.2018 against 1,51,51,515 CCPS issued [fully converted];
(3) Babcock Borsig Limited [BBL] : 85,00,000 Equity Shares allotted on 31.03.2018 and 28,63,636 Equity Shares allotted on 29.09.2018 against 1,13,63,636 CCPS issued [fully converted].
All the aforesaid converted Equity Shares are yet to be credited in the respective Demat Accounts of the respective Allottee Companies (subject to Lock-in from the date of receipt of the Trading Approval from the Stock Exchanges).

The Target Company has allotted further 3,20,11,000 CCPS of Rs. 10/- each on 26.03.2018 (1 CCPS convertible into 1 Equity Share of Rs.10/- within 18 months from the date of allotment) out of which (1) WMCL acquired 40,00,000 CCPS, (2) WFSL acquired 40,00,000 CCPS and (2) BBL acquired 40,00,000 CCPS on 26.03.2018.
[after conversion of the issued CCPS and Warrants into Equity Shares, total diluted share/voting capital of the Target Company would be Rs.215,57,07,570 divided into 21,55,70757 Equity Shares of Rs.10 each]

Signature of the Authorized Signatory:

WILLIAMSON MAGOR & CO. LIMITED

Dhanuka

(ADITI DHANUKA)
ASSISTANT COMPANY SECRETARY

Place: Kolkata
Date :3rd April 2019

(*) The names of all the promoters, their shareholding in the Target Company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
(**) For example, for the purpose of collateral for loans taken by the Company, personal borrowing, third party pledge etc.
(***) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.