



# WILLIAMSON MAGOR & CO. LIMITED

Corporate Identity Number (CIN) : L01132WB1949PLC017715  
REGISTERED OFFICE : FOUR MANGO LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001  
TELEPHONE : 033-2210-1221, 2243-5391, 2248-9434, 2248-9435, FAX : 91-33-2248-8114 / 6265  
E-mail : administrator@mcleodrussel.com, Website : www.wmtea.com  
E-mail : administrator@wmg.co.in

8th February 2016

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

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

We, being one of the Promoters of McNally Bharat Engineering Company Limited ('the Target Company'), hereby disclose in the enclosed format specified in Annexure-2 in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 that today we have acquired 42,87,689 Equity Shares of Rs.10/- each of the Target Company [being 50% of the total Shares tendered by the Shareholders of the Target Company in the Open Offer made by EMC Limited ('Acquirer')]. After such acquisition, we hold 94,67,437 Equity Shares of Rs.10/- each representing 18.71% of the Paid-Up Capital of the Target Company.

The aforesaid Disclosure may also be treated as a Disclosure of material event in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We trust that you will find the above Disclosure in order.

This has reference to our letter dated 30<sup>th</sup> June 2015, a copy of which is also enclosed for your ready reference.

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)	<b>McNALLY BHARAT ENGINEERING COMPANY LIMITED</b>		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Williamson Magor &amp; Co. Limited (Acquirer)</b>  <b>Persons Acting in Concert:</b> Brij Mohan Khaitan Amritanshu Khaitan Isha 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 (**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	51,79,748	10.24	09.66
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	Nil	Nil
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):- **Preferential Allotment of 30,00,000 Warrants acquired on 13.03.2015 (Convertible into 1 Equity Share of Rs.10/- each within 18 months from the date of Allotment) under Lock-in for the period from 23.03.2015 to 11.09.2016.	**30,00,000	Nil	05.60
e) Total (a-b+c+d)	51,79,748 **30,00,000	10.24 Nil	09.66 05.60
<b>Details of acquisition/sale:</b>			
a) Shares carrying voting rights <b>acquired/sold</b>	42,87,689	08.47	08.00
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)	Nil	Nil	Nil
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	42,87,689	08.47	08.00

(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	94,67,437	18.71	17.67
b) Shares encumbered with the acquirer	Nil	Nil	Nil
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) :-  **Preferential Allotment of 30,00,000 Warrants acquired on 13.03.2015 (Convertible into 1 Equity Share of Rs.10/- each within 18 months from the date of Allotment) under Lock-in for the period from 23.03.2015 to 11.09.2016.	**30,00,000	Nil	05.60
e) Total (a-b+c+d)	94,67,437 **30,00,000	18.71 Nil	17.67 05.60
Mode of <b>acquisition</b> /sale (e.g. open market/off-market /public issue/ rights issue/preferential allotment/inter-se transfer etc.)	42,87,689 Equity Shares of Rs.10/- each of the Target Company acquired on 08.02.2016 [being 50% of the total Shares tendered by the Shareholders in the Open Offer made by EMC Limited ('Acquirer')].		
Date of <b>acquisition</b> /sale of shares/VR or date of receipt of intimation of allotment of Warrants, whichever is applicable.	08.02.2016		
Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs.50,59,38,180/- divided into 5,05,93,818 Equity Shares of Rs.10/- each		
Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs.50,59,38,180/- divided into 5,05,93,818 Equity Shares of Rs.10/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.53,59,38,180/- divided into 5,35,93,818 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 )  
AUTHORISED SIGNATORY**



Place: Kolkata  
Date: 8th February 2016



# WILLIAMSON MAGOR & CO. LIMITED

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E-mail : administrator@mcleodrussel.com, Website : www.wmtea.com  
E-mail : administrator@wmg.co.in

Date : 30.06.15

The Secretary,  
The National Stock Exchange Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex  
Bandra East,  
Mumbai - 400 051

The Secretary,  
The Calcutta Stock Exchange  
Association Limited  
7, Lyons Range  
KOLKATA - 700001

The Secretary,  
Bombay Stock Exchange Limited,  
Floor 25,  
P. J. Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

We write to inform you that the Board of Directors has today passed a Resolution deciding that the Company in its capacity as one of the promoters of McNally Bharat Engineering Company Limited ('MBECL') will sign an Agreement to be entered into between MBECL and its existing Promoters of the one part and EMC Limited, Constantia Office Complex, (South Block), 8th Floor, 11, Dr. U.N. Brahmachari Street, Kolkata - 700 017 ('EMCL') of the other part, by virtue of which EMCL will purchase / subscribe for one Crore Equity Shares of Rs. 10/- each at a price of Rs. 100/- per Share of MBECL. MBECL will offer the Shares by way of Private Placement subject to the approval of its Shareholders and compliance with other statutory and Regulatory provisions.

According to the Agreement mentioned above EMCL and Williamson Magor & Co. Limited (one of the existing Promoters of MBECL) will, inter alia, comply with the SEBI (Acquisition of Shares and Takeover) Regulations, 2011, in the matter of Open Offer as may be applicable.

Thanking you,

Yours faithfully,

**WILLIAMSON MAGOR & CO. LIMITED**

  
**H.U. SANGHAVI**  
**COMPANY SECRETARY**

