POST OFFER PUBLIC ANNOUNCEMENT UNDER REGULATION 18(12) IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011(AS AMENDED) (THE "SEBI (SAST) REGULATIONS"). FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

MCNALLY BHARAT ENGINEERING COMPANY LIMITED

Registered Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001, West Bengal, India
Tel: (+91 33) 2213 8901/6628 1111; **Fax:** (+91 33) 2230 3519/6628 2277; **Website:** www.mcnallybharat.com

This Post Offer Advertisement is being issued by Motilal Oswal Investment Advisors Private Limited (the **"Manager to the Offer"**) on behalf of EMC Limited (the **"Acquirer"**) and PACs, pursuant to Regulation 18 (12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and subsequent amendments thereto (the **"SEBI (SAST) Regulations"**), in respect of the open offer (the **"Offer"**) to acquire up to 1,39,34,393 (One crore thirty nine lacs thirty four thousand three hundred and ninety three) fully paid up equity shares of face value of ₹. 10/- (Rupees Ten) each **("Equity Shares")** representing 26.00% of the emerging voting share capital from the public shareholders of McNally Bharat Engineering Company Limited (the **"Target Company"**).

This Post Offer Advertisement should be read in continuation of, and in conjunction with, the Public Announcement filed with Stock Exchanges on June 30, 2015 (the **"PA"**), the Detailed Public Statement and and Corrigendum to the detailed public statement published on July 7, 2015 and December 30, 2015 respectively in all editions of Business Standard (English and Hindi), Kolkata edition of Kalantar Patrika (Bengali) and Mumbai edition of Mumbai Lakshadweep (Marathi), the Letter of Offer dated December 30, 2015 (the **"Letter of Offer"**) and the Offer Opening Advertisement published on January 7, 2016.

Sr No.	Particulars	Details			
1	Name of the Target Company	McNally Bharat Engineering Company Limited			
2	Name of the Acquirer and PACs	EMC Limited **("Acquirer")** along with the following persons acting in concert in relation to the Offer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations. • MKN Investment Private Limited (the "PAC 1") • 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"), • Mr. Amritanshu Khaitan ("PAC 8") Acquirer and PAC 3 acquired equal number of Equity Shares tendered in the Offer.			
3	Name of the Manager to the Offer	Motilal Oswal Investment Advisors Private Limited			
4	Name of the Registrar to the Offer	Karvy Computershare Private Limited			
5	**Offer Details**				
	(a) Date of Opening of the Offer	Friday, January 08, 2016			
	(b) Date of Closure of the Offer	Thursday, January 21, 2016			
6	Date of payment of consideration	Friday, February 05, 2016			
7	Details of Acquisition	Proposed		Actual	
		Number	% of fully diluted Equity Share Capital	Number	% of fully diluted Equity Share Capital
7.1	Offer Price per share	₹. 100.00		₹. 100.00	
7.2	Aggregate number of shares tendered	1,39,34,393		85,81,932	
7.3	Aggregate number of shares accepted	1,39,34,393		85,75,378	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	₹. 139,34,39,300		₹. 85,75,37,800	
7.5	Shareholding before Agreements/ Public Announcement				
	- Acquirer	–	–	–	–
	- PAC 3	51,79,748	9.66	51,79,748	9.66
7.6	Shares Acquired by way of Agreement				
	- Acquire	1,00,00,000	18.66	1,00,00,000	18.66
	- PAC 3	–	–	–	–
7.7	Shares Acquired by way of Open Offer				
	- Acquirer	69,67,197	13.00	42,87,689	8.00
	- PAC 3	69,67,196	13.00	42,87,689	8.00
7.8	Shares acquired after Detailed Public Statement (other than under paragraph 7.6 above)				
	- Acquirer	Nil	Nil	Nil	Nil
	- PAC 3	Nil	Nil	Nil	Nil
7.9	Post Offer shareholding				
	- Acquirer	1,69,67,196	31.66	1,42,87,689	26.66
	- PAC 3	1,21,46,944	22.66	94,67,437	17.66
7.10	Pre Offer shareholding of the public	2,35,24,054	43.89	2,35,24,054	43.89
	Post Offer shareholding of the public	95,89,661	17.89	1,49,48,676	27.89

8 The Acquirer along with its Directors and PACs severally and jointly accepts full responsibility for the information contained in this Post Offer Advertisement and also accept responsibility for the obligations laid down under the SEBI (SAST) Regulations.

. 9. A copy of this Post Offer Advertisement will be available on the websites of SEBI, BSE Limited, National Stock Exchange of India Limited and the registered office of the Target Company.

Capitalised terms used but not defined in this Advertisement shall have the meaning assigned to such terms in the DPS and the Letter of Offer.

Issued by the Manager for and on behalf of the Acquirer

MOTILAL OSWAL
Investment Banking

MOTILAL OSWAL INVESTMENT ADVISORS PRIVATE LIMITED
Motilal Oswal Tower, Junction of Gokhale & Sayani Road, Prabhadevi, Mumbai - 400 025, Maharashtra, India
Telephone: +91 22 3980 4380; **Fax:** +91 22 3980 4315
E-mail: paresh.raja@motilaloswal.com; **Wesite:** www. motilaloswal.com
Contact Person: Paresh Raja
SEBI Registration No: INM000011005

Date : February 9, 2016
Place : Mumbai

16 x 27 cms