DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13(4), 14, 15(2) AND OTHER APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (AS AMENDED) (THE “SEBI (SAST) REGULATIONS”) TO THE PUBLIC SHAREHOLDERS OF

MCNALLY BHARAT ENGINEERING COMPANY LIMITED

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

Open offer for acquisition of up to 1,31,54,393 equity shares of face value of ₹ 10 each (the “Offer Shares”) of McNally Bharat Engineering Company Limited (the “Target Company”) constituting 26% of the Emerging Voting Share Capital from the Public Shareholders (as defined below) of the Target Company at a price of ₹ 100 per Offer Share by EMC Limited (the “Acquirer”) and MKN Investment Private Limited (the “PAC 1”) in its capacity as a person acting in concert for 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”) in their capacity as persons acting in concert with the Acquirer for acquisition of control (the“ Offer”). PAC 1 to PAC 8 are jointly referred to as “PACs”.

This detailed public statement (“DPS”) is being issued by Motilal Oswal Investment Advisors Private Limited (“Manager to the Offer”), for and on behalf of the Acquirer and the PACs to the Public Shareholders of the Target Company in compliance with Regulation 3(1) and 4 read with 13(4), 14, 15(2) and other applicable provisions of the SEBI (SAST) Regulations pursuant to the Public Announcement (the “PA”) filed on June 30, 2015 with the Stock Exchanges, on July 1, 2015 with the Securities and Exchange Board of India (“SEBI”), and sent to the Target Company at its registered office on June 30, 2015 in terms of the SEBI (SAST) Regulations.

Definitions:

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

Term	Definition
Board of Directors	The board of directors of the Target Company
BSE	BSE Limited
CSE	Calcutta Stock Exchange 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
Existing Promoters	The promoter and promoter group of the Target Company, excluding the Acquirer and the PAC 1 and include individuals/bodies corporate forming part of the promoter and promoter group as per clause 35 of the equity listing agreement entered by the Target Company with the Stock Exchanges. These comprises Amritanshu Khaitan, Isha Khaitan, Brij Mohan Khaitan, Mcleod Russel India Limited, Williamson Magor & Co Limited, Babcock Borsig Limited, Kilburn Engineering Limited, Wiliamson Financial Services Co Ltd and Bishnauth Investments Limited.
Equity Shares	The fully paid-up equity shares of face value of ₹ 10 each of the Target Company
NSE	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, PAC1 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, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7 and 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.
Working Days	All working days of SEBI

I. ACQUIRER, PACs, TARGET COMPANY AND OFFER

A. Information about the Acquirer

1. EMC Limited (“Acquirer”)

1.1. The Acquirer is a public limited company incorporated under the laws of India having its registered and corporate office at “Constantia Office Complex”, 11, Dr. U. N. Brahmachari Street, South Block, 8th Floor, Kolkata -700 017, West Bengal, Telephone: +91 33 2289 3122/4 and Facsimile: +91 33 2289 3121. The Acquirer was incorporated on May 18, 1953 as Electrical Manufacturing Company Limited and subsequently its name was changed to EMC Limited on September 8, 2011. The corporate identity number (“CIN”) of the Acquirer is U31901WB1953PLC021044.

1.2. The Acquirer provides turnkey solutions in the field of transmission line projects, EHV sub-station and power distribution projects and setting up of telecommunication systems covering design, manufacture erection and associated civil works.

1.3. As on the date of the DPS, the total issued, subscribed and paid up equity share capital of the Acquirer is ₹ 47,00,00,000 comprising 4,70,00,000 equity shares of a face value of ₹ 10 each. There are no partly paid-up equity shares in the share capital of the Acquirer.

1.4. The Acquirer is not a part of the Existing Promoters of the Target Company as on the date of this DPS. The Acquirer belongs to the ‘EMC Group’.

1.5. The promoters of the Acquirer are Mr. Manoj Toshniwal, Mr. Ramesh Chandra Bardia and Mr. Vinod Dugar.

1.6. Name(s) of key shareholders of the Acquirer who forms part of the promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	MKN Investment Private Limited	1,40,00,014	29.79%
2.	Pyramid Sales Private Limited	60,40,001	12.85%
3.	Vinod Dugar	43,18,624	9.19%

1.7. The equity shares of the Acquirer are not currently listed on any stock exchange in India or overseas.

1.8. The Acquirer’s key financial information based on its audited and unaudited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2012[1] (Audited)	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[2] (Unaudited)
Total Revenue	1,21,065.90	2,03,510.60	3,23,390.98	3,59,857.56
Profit after tax (**“PAT”**)	5,691.76	9,237.38	13,274.25	12,817.23
Basic Earning Per Share (**“EPS”**) / Diluted EPS (₹)	17.25	27.97	35.88	34.64
Networth/ Shareholder’s Fund excluding Revaluation Reserve	14,038.83	27,462.64	40,304.01	52,688.36

Note 1: Financial information as at and for the financial years ended March 31, 2012, March 31, 2013 and March 31, 2014 has been extracted from the audited standalone financial statements of the Acquirer for the respective years.

Note 2: Financial information as at and for the financial year ended March 31, 2015 has been extracted from the unaudited standalone limited reviewed financial statements of the Acquirer.

1.9. Presently, the Acquirer, its directors and its key managerial employees do not have any relationship or ownership interest in the Target Company.

1.10. The Acquirer, PACs (other than PAC 1) and the Target Company have entered into an Investment Agreement dated June 30, 2015 (as detailed in Background to the Offer below) which has triggered this Offer. Other than the relationship established by the Investment Agreement, the Acquirer has no other relationship with the Target Company.

1.11. The directors of the Acquirer are Manoj Toshniwal, Ramesh Chandra Bardia, Suraj Mall Singhi, Saubir Bhattacharyya, Durga Prasad Sharma and Manish Agarwal.

1.12. As on the date hereof, the Acquirer has not acquired any Equity Shares post the date of the PA.

1.13. The Acquirer has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (**“SEBI Act”**) or under any rules or regulations issued thereunder.

B. Information about the PACs

1. MKN Investment Private Limited (“MKN” or “PAC 1”)

1.1. MKN is a private limited company incorporated under the laws of India having its registered and corporate office at “Constantia Office Complex”, (B Wing), 8th Floor, 11, Dr. U. N. Brahmachari Street, Kolkata, West Bengal, India – 700 017, Telephone: +91 33 2389 3123 and Facsimile: +91 33 238 93121. MKN was incorporated on May 27, 1991 as MKN Investment Private Limited. The CIN of MKN is U67120WB1991PTC051851.

1.2. MKN is a non-banking financial company registered with Reserve Bank of India and is engaged in investment activities.

1.3. As on the date of the DPS, the total issued, subscribed and paid up equity share capital of MKN is ₹ 1,44,65,000 comprising 14,46,500 equity shares of a face value of ₹ 10 each. There are no partly paid-up equity shares in the share capital of MKN.

1.4. MKN is not a part of the Existing Promoters of the Target Company as on the date of this DPS. MKN is part of the ‘EMC Group’, to which the Acquirer belongs.

1.5. Name(s) of key shareholders of MKN who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	Pyramid Sales Pvt Ltd.	4,64,750	32.13%
2.	BFM Industries Ltd.	2,29,000	15.83%
3.	Ravina Exports Pvt. Ltd.	1,37,500	9.51%
4.	Cynosure Mercantile Pvt. Ltd.	1,35,000	9.33%
5.	Sharada Commerce Pvt. Ltd.	1,30,500	9.02%
6.	JB Marketing Pvt. Ltd.	1,25,000	8.64%
7.	Statefield Tradelink Pvt. Ltd.	1,01,625	7.03%
8.	Trinetra Electronics Ltd.	93,625	6.47%

1.6. The equity shares of MKN are not listed on any stock exchange in India or overseas.

1.7. The key financial information of MKN based on its audited and unaudited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2012[1] (Audited)	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[2] (Unaudited)
Total Revenue	210.62	275.35	836.29	1,198.09
PAT	9.01	(89.61)	44.77	46.09
Basic EPS / Diluted EPS (₹)	0.62	(6.19)	3.09	3.19
Networth/ Shareholder’s Fund excluding Revaluation Reserve	1,910.08	1,820.47	1,865.23	1,911.32

Note 1: Financial information, as at and for the financial years ended March 31, 2012, March 31, 2013 and March 31, 2014, has been extracted from the audited standalone financial statements of MKN for the respective years.

Note 2: Financial information as at and for the financial year ended March 31, 2015 has been extracted from the unaudited standalone limited reviewed financial statement of MKN.

1.8. Presently, MKN, its directors, and its key managerial employees do not have any relationship or ownership interest in the Target Company other than 50,00,000 Equity Shares of the Target Company acquired by MKN in March, 2015 under preferential allotment.

1.9. MKN has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

2. McLeod Russel India Limited (“MRIL” or “PAC 2”)

2.1 MRIL, a part of the Williamson Magor Group, is a public limited company incorporated under the laws of India having its registered and corporate office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001, Telephone: +91 33 2210 1221, +91 33 2248 9434/35 and Facsimile: +91 33 2248 3683/ 8114/ 6265. It was incorporated on May 5, 1998 as Eveready Company India Private Limited having its registered office at 1, Middleton Street, Kolkata – 700 071. Pursuant to a scheme of arrangement between Eveready Company India Private Limited and Eveready Industries India Limited, with effect from April 1, 2004, the name of the company was changed to McLeod Russel India Limited. The CIN of MRIL is L51109WB1998PLC087076.

2.2 MRIL is engaged in the cultivation, processing and sale of tea.

2.3 As on the date of the DPS, the total issued, subscribed and paid up equity share capital of MRIL is ₹ 54,72,78,685 comprising 10,94,55,735 equity shares of a face value of ₹ 5 each. There are no partly paid-up equity shares in the share capital of MRIL.

2.4 MRIL is part of the Existing Promoters of the Target Company as on the date of this DPS.

2.5 Name(s) of key shareholders of MRIL who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	Kamal Baheti – (Trustee-Borelli Tea Holdings Limited, U.K.)	2,70,67,500	24.73%
2.	Williamson Magor & Co. Limited	1,16,60,946	10.65%
3.	Williamson Financial Services Limited	58,98,725	5.39%

2.6 The equity shares of MRIL are listed on BSE, NSE and the CSE.

2.7 Please refer to clause B (9) of this DPS in connection with details of relationship of MRIL with the Acquirer.

2.8 The key financial information of MRIL based on its audited consolidated financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[1] (Audited)
Total Revenue	1,70,297.46	1,83,311.31	1,69,066.13
PAT	27,393.03	25,715.25	3,117.37
Basic EPS / Diluted EPS (₹)	25.03	23.49	2.85
Networth/ Shareholder’s Fund excluding Revaluation Reserve	139,246.69	159,450.41	153,306.92

Note 1: Financial information as at and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 has been extracted from the audited consolidated financial statements of MRIL for the respective years.

2.9 MRIL is part of the Williamson Magor Group to which the Target Company belongs. MRIL holds 30,52,295 Equity Shares of the Target Company. Mr. Amritanshu Khaitan, Mr. Utsav Parekh and Mr. Aditya Khaitan who are directors on the board of MRIL, are also directors on the board of the Target Company, with Mr. Aditya Khaitan being the non executive chairman of the Target Company. Mr. Brij Mohan Khaitan who is a director on the board of MRIL, is one of the promoters of the Target Company. As on the date of this DPS, Mr. Amritanshu Khaitan, Mr. Brij Mohan Khaitan and Mr. Utsav Parekh hold 8,000, 21 and 100 Equity Shares, respectively, in the Target Company.

2.10 MRIL has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

3. Williamson Magor & Co. Limited (“WMCL” or “PAC 3”)

3.1 WMCL, a part of the Williamson Magor Group, is a public limited company incorporated under the laws of India having its registered and corporate office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001, Telephone: +91 33 2210 1221, +91 33 2243 5391, +91 33 2248 9434/ 9435 and Facsimile: +91 33 2248 3683/ 8114/ 6265. It was incorporated on March 10, 1949 as Macneill & Barry Limited. The name of Macneill & Barry Limited was changed to Macneill & Magor Limited on April 19, 1975 and thereafter the name was changed to Williamson Magor & Co. Limited on May 12, 1992. The CIN of WMCL is L01132WB1949PLC017715.

3.2 WMCL is a non-banking financial company engaged in the business of lending and investment.

3.3 As on the date of the DPS, the total issued, subscribed and paid up equity share capital of WMCL is ₹ 10,95,63,600 comprising 1,09,56,360 equity shares of a face value of ₹ 10 each. There are no partly paid-up equity shares in the share capital of WMCL.

3.4 WMCL is part of the Existing Promoters of the Target Company as on the date of this DPS.

3.5 Name(s) of key shareholders of WMCL who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	Bishnauth Investments Limited	50,36,629	45.97%
2.	United Machine Co. Limited	9,07,210	8.28%
3.	Ichamati Investments Limited	8,35,364	7.62%

3.6 The equity shares of WMCL are listed on BSE, NSE and the CSE.

3.7 Please refer to clause B (9) of this DPS in connection with details of relationship of WMCL with the Acquirer.

3.8 The key financial information of WMCL based on its audited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[1] (Audited)
Total Revenue	2,294.37	2,748.99	3,864.45
PAT	441.15	(844.92)	(419.60)
Basic EPS / Diluted EPS (₹)	4.03	(7.71)	(3.83)
Networth/ Shareholder’s Fund excluding Revaluation Reserve	13,539.62	12,694.70	12,274.38

Note 1: Financial information as at and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 has been extracted from the audited standalone financial statements of WMCL for the respective years.

3.9 WMCL is part of the Williamson Magor Group to which the Target Company belongs. WMCL holds 51,79,748 Equity Shares of the Target Company. Mr. Amritanshu Khaitan and Mr. Aditya Khaitan who are directors on the board of WMCL, are also a directors on the board of the Target Company, Mr. Aditya Khaitan being the non executive chairman of the Target Company. Mr. Brij Mohan Khaitan who is a director on the board of WMCL is one of the promoters of the Target Company. As on the date of this DPS, Mr. Amritanshu Khaitan and Mr. Brij Mohan Khaitan hold 8,000 and 21 Equity Shares respectively in the Target Company. Mr. Swaminathan T.R., one of the non executive directors of WMCL holds 500 shares in the Target Company. Further, the Target Company has issued 30,00,000 warrants to WMCL at ₹ 100 per warrant convertible into one Equity Share per warrant. WMCL vide letter dated June 30, 2015 has undertaken not to convert its outstanding warrants into Equity Shares of the Target Company until the expiry of 15 Working Days from the closure of the tendering period.

3.10 WMCL has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

4. Babcock Borsig Limited (“BBL” or “PAC 4”)

4.1 BBL, a part of the Williamson Magor Group, is a public limited company incorporated under the laws of India having its registered and corporate office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001, Telephone: +91 33 2210 1221, +91 33 2243 5391/ 5393, +91 33 2248 9434/ 9435 and Facsimile: +91 33 2248 8114/ 3683. It was incorporated on April 29, 1993 as Deutsche Babcock Limited. The name of Deutsche Babcock Limited was changed to Babcock Borsig Limited on June 7, 1999. The CIN of BBL is U67120WB1993PLC058690.

4.2 BBL is engaged in the business of non-banking financial and investment activities.

4.3 As on the date of the DPS, the total issued, subscribed and paid up equity share capital of BBL is ₹ 6,84,00,000 comprising 68,40,000 equity shares of a face value of ₹ 10 each. There are no partly paid-up equity shares in the share capital of BBL.

4.4 BBL is part of the Existing Promoters of the Target Company as on the date of this DPS.

4.5 Name(s) of key shareholders of BBL who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	Williamson Magor& Co. Limited	25,08,013	36.67%
2.	Borelli Tea Holdings Limited	12,99,600	19.00%
3.	Williamson Financial Services Limited	10,26,000	15.00%
4.	United Machine Co. Limited	10,03,194	14.67%
5.	Ichamati Investments Limited	10,03,193	14.66%

4.6 The equity shares of BBL are not listed on any stock exchange in India or overseas.

4.7 Please refer to clause B (9) of this DPS in connection with details of relationship of BBL with the Acquirer.

4.8 The key financial information of BBL based on its audited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[1] (Audited)
Total Revenue	1,246.33	2,822.20	3,638.27
PAT	(332.36)	(532.16)	(722.02)
Basic EPS / Diluted EPS (₹)	(4.86)	(7.78)	(10.56)
Networth/ Shareholder’s Fund excluding Revaluation Reserve	1,936.53	1,404.37	682.21

Note 1: Financial information as at and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 has been extracted from the audited standalone financial statements of BBL for the respective years.

4.9 BBL is part of the Williamson Magor Group, to which the Target Company belongs. BBL holds 13,01,000 Equity Shares of the Target Company. Mr. Aditya Khaitan, who is a director on the board of BBL, is a non-executive chairman on the board of the Target Company. Mr. Brij Mohan Khaitan who is a director on the board of BBL is one of the promoters of the Target Company and holds 21 Equity Shares in the Target Company.

4.10 BBL has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

5. Williamson Financial Services Limited (“WFSL” or “PAC 5”)

5.1 WFSL, a part of the Williamson Magor Group, is a public limited company incorporated under the laws of India having its registered office at Udayan, House no. 147, 2nd floor, Ganeshguri, R. G. Baruah Road, Guwahati - 781 005, Telephone: +91 33 2243 5391/ 93, +91 33 2210 1221, and Facsimile: +91 33 2248 3683. The corporate office of WFSL is at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001, Telephone: +91 33 2243 5391/ 5393, +91 33 2210 1221, +91 33 2248 9434/ 9435 and Facsimile: +91 33 2248 3683/ 8114. It was incorporated on December 17, 1971 as Makum Tea Company (India) Limited having its registered office at P.O. Margherita, District: Dibrugarh, Assam. The name of the Company was changed to Williamson Financial Services Limited on December 20, 1994. The CIN of WFSL is L67120AS1971PLC001358.

5.2 WFSL is engaged in the business of non-banking financial and investment activities.

5.3 As on the date of the DPS, the total issued, subscribed and paid up equity share capital of WFSL is ₹ 8,35,91,360 comprising 83,59,136 equity shares of a face value of ₹ 10 each. There are no partly paid-up equity shares in the share capital of WFSL.

5.4 WFSL is part of the Existing Promoters of the Target Company as on the date of this DPS.

5.5 Name(s) of key shareholders of WFSL who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	Williamson Maknam Limited	23,46,500	28.07%
2.	McLeod Russel India Limited	16,66,953	19.94%
3.	Bishnauth Investments Limited	8,57,498	10.26%
4.	Williamson Magor& Co. Limited	5,76,250	6.89%

5.6 The equity shares of WFSL are listed on BSE and the CSE.

5.7 Please refer to clause B (9) of this DPS in connection with details of relationship of WFSL with the Acquirer.

5.8 The key financial information of WFSL based on its audited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[1] (Audited)
Total Revenue	487.16	2,346.76	4,262.91
PAT	(979.00)	918.64	2,513.48
Basic EPS / Diluted EPS (₹)	(11.71)	10.99	30.07
Networth/ Shareholder’s Fund excluding Revaluation Reserve	1,711.68	2,630.33	5,143.74

Note 1: Financial information as at and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 has been extracted from the audited standalone financial statements of WFSL for the respective years.

5.9 WFSL is part of the Williamson Magor Group to which the Target Company belongs. WFSL holds 15,51,000 Equity Shares of the Target Company. Mr. Amritanshu Khaitan, Miss Nandini Khaitan and Mr. Aditya Khaitan who are directors on the board of WFSL, are also directors on the board of the Target Company, Mr. Aditya Khaitan being the non-executive chairman of the Target Company. Mr. Amritanshu Khaitan, Mr, T R Swaminathan and Mr. Chandrakant Pasari who are directors on the board of WFSL hold 8,000, 500, and 1,51,500 Equity Shares, respectively, in the Target Company.

5.10 WFSL has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

6. Kilburn Engineering Limited (“KEL” or “PAC 6”)

6.1 KEL, a part of the Williamson Magor Group, is a public limited company incorporated under the laws of India having its registered office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700 001, Telephone: + 91 33 2231 3337 and Fascimile: +91 33 2231 4768. The corporate office of KEL is at # 6, MIDC Saravali, Kalyan Bhiwandi Road, Thane, 421 311, Maharashtra. It was incorporated on September 7, 1987 as Kilburn Engineering Limited. The CIN of KEN is L24232WB1987PLC042956.

6.2 KEL is into the business of designing, engineering, manufacturing, installation and commissioning of drying systems and other engineered equipment.

6.3 As on the date of the DPS, the total issued, subscribed and paid up equity share capital of KEL is ₹ 13,25,57,680 comprising 1,32,55,768 equity shares of a face value of ₹ 10 each. There are no partly paid-up equity shares in the share capital of KEL.

6.4 KEL is part of the Existing Promoters of the Target Company as on the date of this DPS.

6.5 Name(s) of key shareholders of KEL who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	Williamson Magor & Co. Ltd	43,19,043	32.58%
2.	Bishnauth Investments Limited (formerly Metals Centre limited)	14,54,200	10.97%
3.	United Machine Co. Limited	9,29,126	7.01%
4.	Mcleod Russel India Limited	8,48,168	6.40%

6.6 The equity shares of KEL are listed on BSE and the CSE.

6.7 Please refer to clause B (9) of this DPS in connection with details of relationship of KEL with the Acquirer.

6.8 The key financial information of KEL based on its audited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[1] (Audited)
Total Revenue	7,574.07	11,907.11	12,411.62
PAT	(1681.10)	238.67	413.76
Basic EPS / Diluted EPS (₹)	(12.68)	1.80	3.12
Networth/ Shareholder’s Fund excluding Revaluation Reserve	9,169.72	9,408.39	9,811.28

Note 1: Financial information as at and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 has been extracted from the audited standalone financial statements of KEL for the respective years.

6.9 KEL is part of the Williamson Magor Group to which the Target Company belongs. KEL holds 8,54,300 Equity Shares of the Target Company. Further, three directors of KEL, namely, Mr. Aditya Khaitan, Mr. Amritanshu Khaitan, and Mr. Subir Ranjan Dasgupta are also directors of the Target Company, with Mr. Aditya Khaitan being the non-executive chairman of the Target Company. Mr. Amritanshu Khaitan, and Mr. Subir Ranjan Dasgupta hold 8,000 and 2,500 Equity Shares, respectively, in the Target Company.

6.10 KEL has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

7. Bishnauth Investments Limited (“BIL” or “PAC 7”)

7.1 BIL, a part of the Williamson Magor Group, is a public limited company incorporated under the laws of India having its registered and corporate office at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700 001, Telephone: +91 33 2210 1221, +91 33 2243 5391/ 5393, +91 33 2248 9434/ 9435 and Facsimile: +91 33 2248 8114/ 3683. It was incorporated on December 20, 1983 as Metals Centre Limited. The name of Metals Centre Limited was changed to Bishnauth Investments Limited on April 9, 2013. The CIN of the BIL is U51420WB1983PLC037026.

7.2 BIL is an investment company.

7.3 As on the date of the DPS, the total issued, subscribed and paid up equity share capital of BIL is ₹ 2,00,00,000 comprising 2,00,000 equity shares of a face value of ₹ 100 each. There are no partly paid-up equity shares in the share capital of BIL.

7.4 BIL is part of the Existing Promoters of the Target Company as on the date of this DPS.

7.5 Name(s) of key shareholders of BIL who forms part of promoter group as of June 30, 2015 is as below:

Sr. No.	Name of the Key shareholders	Number of equity shares held	Percentage Shareholding
1.	United Machine Co. Limited	1,00,000	50.00%
2.	Ichamati Investments Limited	99,994	49.99%

7.6 The equity shares of BIL are not listed on any stock exchange in India or overseas.

7.7 Please refer to clause B (9) of this DPS in connection with details of relationship of BIL with the Acquirer.

7.8 The key financial information of BIL based on its audited standalone financial statements are as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013[1] (Audited)	March 31, 2014[1] (Audited)	March 31, 2015[1] (Audited)
Total Revenue	317.04	285.27	345.16
PAT	(32.68)	(74.79)	(8.47)
Basic EPS / Diluted EPS (₹)	(16.34)	(37.40)	(4.23)
Networth/ Shareholder’s Fund excluding Revaluation Reserve	(3,547.47)	(3, 622.26)	(3,630.73)

Note 1: Financial information as at and for the financial years ended March 31, 2013, March 31, 2014 and March 31, 2015 has been extracted from the audited standalone financial statements of BIL for the respective years.

7.9 BIL is part of the Williamson Magor Group to which the Target Company belongs. BIL holds 99,400 Equity Shares of the Target Company. None of the directors of BIL are on the Board of Directors of the Target Company and none of them hold any Equity Shares in the Target Company.

7.10 BIL has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

8. Amritanshu Khaitan (“PAC 8”)

8.1 Mr. Amritanshu Khaitan is an Indian resident, residing at 10, Queen’s park, Kolkata – 700 009. As on date, he is also a director on the board of the Target Company, Ichamati Investments Limited, United Machine Co. Limited, Queens Park Property Co. Limited, Kilburn Engineering Limited, Prana Lifestyle Private Limited, Eveready Industries India Limited, Indian Chamber of Commerce Calcutta, Williamson Financial Services Limited and Williamson Magor & Co. Limited.

8.2 As on the date of this DPS, Mr. Amritanshu Khaitan is a director on the board of the Target Company, PAC 2, PAC 3, PAC 5 and PAC 6 and he holds 8,000 Equity Shares of the Target Company.

8.3 Mr. Amritanshu Khaitan is part of the Existing Promoters of the Target Company as on the date of this DPS.

8.4 Please refer to clause B (9) below in connection with details of relationship of Mr. Amritanshu Khaitan with the Acquirer.

8.5 The networth of Mr. Amritanshu Khaitan as at March 31, 2015 is ₹ 8,13,71,879 as certified vide certificate dated May 7, 2015 by CA P. K. Jain, Partner (Membership No.: 52018) of Jain & Co., Chartered Accountants.

8.6 Mr. Amritanshu Khaitan has not been prohibited by SEBI from dealing in securities in terms of directions issued under Section 11B of the SEBI Act or under any rules or regulations issued thereunder.

9. PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7 and PAC 8 have entered into an Investment Agreement with the Acquirer and the Target Company, as detailed in Part II (Background to the Offer). Other than the relationship established by the Investment Agreement, PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7, PAC 8 have no other relationship with the Acquirer.

10. PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7 and PAC 8 are part of the Williamson Magor Group to which the Target Company belongs. These PACs may have historically entered into transactions with each other which have been disclosed in their respective financial statements.

11. As on the date hereof, the PACs have not acquired any Equity Shares in the Target Company post June 30, 2015, being the date of the Public Announcement.

C. Details of Sellers: Not Applicable

D. Information about the Target Company

1.1. McNally Bharat Engineering Company Limited (the **"Target Company"**), a public limited company, was incorporated on July 10, 1961 under the Companies Act, 1956. There has been no change in the name of the Target Company in last three years from the date of this DPS. The registered office of the Target Company is located at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001, West Bengal: Telephone: +91 33 2213 8901 / 6628 1111 and Facsimile: +91 33 2230 3519 / 6628 2277. The CIN of the Target Company is L45202WB1961PLC025181.

1.2. The Target Company is in the business of providing turnkey solutions in the areas of power, steel, aluminium, material handling, mineral beneficiation, pyro-processing, pneumatic handling of powdered materials including fly ash handling and high concentrate disposal, coal washing, port cranes, cement, oil & gas, civic and industrial water supply, amongst other things.

1.3. As of date of this DPS, the total issued, subscribed and paid up equity share capital of the Target Company is ₹ 40,59,38,180 comprising 4,05,93,818 Equity Shares. There are no partly paid-up Equity Shares of the Target Company. The Target Company has issued 30,00,000 warrants to WMCL in March 2015 at ₹ 100 per warrant convertible into one Equity Share. WMCL vide letter dated June 30, 2015 has undertaken not to convert its outstanding warrants into Equity Shares of the Target Company, until the expiry of 15 Working Days from the closure of the tendering period.

1.4. The Emerging Voting Share Capital has been computed as follows :

Sr. No.	Particulars	Equity Shares
A.	Fully paid up shares outstanding as on the date of the PA	4,05,93,818
B.	Partly paid up shares outstanding as on the date of the PA	Nil
C.	Subscription Shares	1,00,00,000
D.	**Emerging Voting Share Capital (A+B+C)**	**5,05,93,818**

Note: The Emerging Voting Share Capital does not take into account 30,00,000 warrants issued to PAC 3 since they have given an undertaking that they will not convert the said warrants into Equity Shares until expiry of 15 Working Days from the date of the closure of the tendering period.

Accordingly, the Emerging Voting Share Capital is ₹ 50,59,38,180 consisting of 5,05,93,818 Equity Shares.

1.5. The Emerging Voting Share Capital has been computed after inclusion of the allotment of all Subscription Shares.

1.6. The Equity Shares of the Target Company are listed on NSE (symbol: MBECL) and BSE (scrip code: 532629); ISIN: INE748A01016.

1.7. The Equity Shares of the Target Company are frequently traded on the Stock Exchanges within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

1.8. The promoters and promoter group of the Target Company comprises Amritanshu Khaitan, Isha Khaitan, Brij Mohan Khaitan, Mcleod Russel India Limited, Williamson Magor & Co Limited, Babcock Borsig Limited, Kilburn Engineering Limited, Wiliamson Financial Services Co Ltd and Bishnauth Investments Limited and are termed as Existing Promoters.

1.9. The directors of the Target Company are Mr. Aditya Khaitan, Mr Amirtanshu Khaitan, Mr Prasanta Kumar Chandra, Mr Prabir Kumar Ghosh, Mr Virendra Kumar Verma, Mr Utsav Parekh, Mr Asim Kumar Barman, Miss Nandini Khaitan, Mr. Puranam Hayagreeva Ravikumar and Mr Subir Ranjan Dasgupta. Aditya Khaitan is a non-executive chairman of the Target Company.

1.10. The key financial information of the Target Company, on a consolidated basis, based on the audited financial statements is as follows:

(₹ in lacs except EPS and Diluted EPS)

Particulars	March 31, 2013 (Audited)	March 31, 2014 (Audited)	March 31, 2015 (Audited)
Total Revenue	2,70,279.94	2,70,349.04	2,53,080.48
PAT	(2,185.92)	(7,540.92)	(7,427.83)
Basic EPS / Diluted EPS (₹)	(7.05)	(24.66)	(23.83) / (23.80)
Networth / Shareholder's Fund excluding Revaluation Reserve	38,947.98	31,715.98	36,016.68

Note: The financial information set forth above has been extracted from the audited consolidated financial statements of the Target Company as at and for the financial year ended March 31, 2013, March 31, 2014, March 31, 2015.

E. Details about the Offer

1.1. This Offer is a mandatory Offer being made by the Acquirer and the PACs in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the Investment Agreement to acquire by way of a fresh issue of 1,00,00,000 Equity Shares of the voting equity share capital of the Target Company by the Acquirer accompanied by change from sole control by the Existing Promoters over the Target Company to joint control over the Target Company by the Acquirer, the PAC 1 and the Existing Promoters of the Target Company.

1.2. In terms of this Offer, the Acquirer along with PAC 3 proposes to acquire upto 1,31,54,393 Equity Shares constituting 26% of the Emerging Voting Share Capital of the Target Company (**"Offer Size"**) from the Public Shareholders of the Target Company, at a price of ₹ 100 per fully paid per Equity Share of the Target Company (**"Offer Price"**), in accordance with the provisions of the SEBI (SAST) Regulations and subject to the terms and conditions set out in this DPS and the letter of offer that is proposed to be circulated to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations (**"Letter of Offer"**).

1.3. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

1.4. The PA announcing the Offer under Regulations 3(1) and 4 read with Regulations 13(1), 13(2) and 15(1) of the SEBI (SAST) Regulations was released to the BSE and the NSE on June 30, 2015.

1.5. As on date of this DPS, there are no outstanding convertible securities, depository receipts, warrants or other instruments issued by the Target Company which are convertible into Equity Shares of the Target Company other than 30,00,000 warrants issued to WMCL at ₹ 100 per warrant convertible into one Equity Share. WMCL vide letter dated June 30, 2015 has undertaken not to convert its outstanding warrants into Equity Shares of the Target Company, until the expiry of 15 Working Days from the closure of the tendering period.

1.6. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. All equity shares validly tendered in the Offer will be acquired by the Acquirer and/ or the PAC 3, in accordance with the terms and conditions set forth in this DPS and the Letter of Offer (as defined above).The Acquirer and PAC 3 are jointly and severally responsible for the Offer obligations.

1.7. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

1.8. The Offer Shares to be acquired under the Offer must be free from all liens, charges and encumbrances, and will be acquired together with all rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

1.9. To the best of the knowledge of the Acquirer, as of the date of this DPS, no statutory or regulatory approval is required to acquire the Offer Shares tendered pursuant to this Offer other than as indicated in Paragraph VI (Statutory and Other Approvals) below. However, in case of any other statutory approvals being required by the Acquirer at a later date before the closure of the tendering period, this Offer shall be subject to such further approvals and the Acquirer shall make the necessary applications for such approvals. In accordance with Regulation 23 of the SEBI (SAST) Regulations, the Acquirer will have the right not to proceed with the Offer in the event statutory approvals as may be required for the acquisition of the tendered Offer Shares are not granted.

1.10. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the approvals or conditions mentioned in Paragraph VI (all of which are outside the reasonable control of the Acquirer) are not obtained (including if refused) or satisfied, the Acquirer may elect not to proceed with completion of the transaction as envisaged under the Investment Agreement. In such an event, the Acquirer shall also have a right to withdraw this Offer in terms of Regulation 23(1) of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within 2 (Two) Working Days of such withdrawal in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE, NSE and to the Target Company at its registered office.

1.11. The Acquirer does not hold any Equity Shares/voting rights in the Target Company as of the date of this DPS. PAC 1 and PAC 3 holds 50,00,000 and 5,179,748 Equity Shares respectively in the Target Company as of the date of this DPS. Other than 50,00,000 Equity Shares acquired by PAC1 and 20,00,000 Equity Shares acquired by PAC 3 at a price of ₹ 100 per Equity Share, the Acquirer, PAC 1, PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7 and PAC 8 have not acquired any Equity Shares of the Target Company during the 12 months period prior to the date of this DPS.

1.12. The Manager to the Offer does not hold any Equity Shares of the Target Company as on the date of this DPS.

F. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer and PACs do not have any plans to dispose off or otherwise encumber any material assets of the Target Company in the next 2 (Two) years form the expiry of the offer period, except as may be approved by the board of directors and (i) in the ordinary course of business; (ii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities, business or otherwise of the Target Company and in compliance with all the applicable laws; or (iii) for alienation of material assets of the Target Company that are determined by the Board of Directors as being surplus and/or non-core, or on account of any approval of or conditions specified by any regulatory or statutory authorities, Indian or foreign, or for the purpose of compliance with any law that is binding on or applicable to the operations of the Target Company. It will be the responsibility of the Board of Directors to make appropriate decisions in these matters in accordance with the requirements of the business of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws and legislation at the relevant time. Further, during such period of 2 (Two) years, save as set out above, the Acquirer and PACs undertake not to sell, dispose off or otherwise encumber any material assets of the Target Company except in the ordinary course of business as security to banks/financial institutions or with the prior approval of the shareholders of the Target Company through a special resolution by way of a postal ballot.

G. The Equity Shares of the Target Company are listed on the BSE and the NSE. As per clause 40A of the listing agreement with the BSE and the NSE read with Rule 19A of Securities Contract (Regulation) Rules, 1957 (**"SCRR"**), the Target Company is required to maintain at least 25% public shareholding (i.e. Equity Shares of the Target Company held by the public as determined in accordance with the SCRR), on a continuous basis for listing. In the event the acquisition of the Offer Shares result in the public shareholding falling below 25%, the Target Company shall take steps to ensure that the public shareholding is raised to 25% using the methods prescribed under clause 40A of the equity listing agreement entered between the Target Company and the Stock Exchanges within 12 months from the date of acquisition of the Offer Shares or allotment of Subscription Shares, as prescribed under Regulation 7(4) of the SEBI (SAST) Regulations.

II. BACKGROUND TO THE OFFER

1.1. The Acquirer has entered into the Investment Agreement with the Target Company and PAC 2, PAC 3, PAC 4, PAC 5, PAC 6, PAC 7, PAC 8 for the acquisition of 1,00,00,000 Equity Shares representing 19.77% of the Emerging Voting Share Capital of the Target Company at a price of ₹ 100 per Equity Share aggregating to ₹ 100,00,00,000 payable in cash. PAC 1, a part of EMC Group currently holds 50,00,000 Equity Shares representing 12.32% of the existing equity share capital of the Target Company and 9.88% of the Emerging Voting Share Capital of the Target Company. Pursuant to the Investment Agreement, the Acquirer along with PAC 1 will jointly hold more than 25% of the Emerging Voting Equity Share Capital of the Target Company and will also have joint control over the Target Company. This Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the Investment Agreement.

1.2. The Offer Price will be paid in cash in accordance with Regulations 9(1)(a) of the SEBI the (SAST) Regulations.

1.3. A summary of some of the salient features of the Investment Agreement is as follows:

1.3.1. Pursuant to the Investment Agreement and fulfilment of the conditions precedent mentioned in clause 1.1, Paragraph VI below, the Acquirer will subscribe and the Target Company will issue and allot on preferential basis 1,00,00,000 Equity Shares (**"Subscribed Shares"**) aggregating to 19.77% of the entire subscribed, issued and paid-up Equity Share capital of the Target Company, on a fully diluted basis, together with all rights attaching thereto, credited as fully paid, free and clear of any and all encumbrances, for an amount of ₹ 100,00,00,000 (**"Investment Amount"**).

1.3.2. Upon receipt of the Investment Amount, the board of directors or duly authorised committee thereof of the Target Company shall take necessary corporate action, subject to applicable laws, for (a) issuance and allotment of the Subscribed Shares to the Acquirer including passing the necessary resolutions and recording the necessary entries in its corporate and statutory registers; (b) issuing letter of allotment for the Subscribed Shares; (c) intimation to the relevant stock exchange as to the allotment of Subscribed Shares; (d) reconstitution of the various committees of the directors of the Target Company; (e) appointment of directors nominated by the Acquirer on the board of directors of the Target Company; and (vi) approval and authorization of change of signatories of the bank accounts of the Target Company.

1.3.3. Post the subscription of the Subscribed Shares and the appointment of nominees of the Acquirer on the board of directors of the Target Company in compliance with the SEBI (SAST) Regulations, the Acquirer and the PACs will be joint promoters of the Target Company and the Acquirer and the PACs shall be deemed to be in joint control and management of the Target Company. Further, the day-to-day management and control with respect to the business of the Target Company shall be with the Acquirer.

1.3.4. The obligation of the Acquirer to subscribe and the Target Company to issue and allot the Subscribed Shares will be conditional upon fulfilment of certain conditions precedent agreed under the Investment Agreement including the receipt of statutory and other approvals as set out in the Investment Agreement and as described in paragraph VI below.

1.3.5. From the date of execution of the Investment Agreement till the completion or withdrawal of the Offer, the Target Company shall not carry on any business other than in the ordinary and normal course of business that is consistent with past practice and regular customer services and business policies. In particular, the Target Company shall not do any of the following without the prior written consent of the Acquirer: (a) change in the business; (b) change in the shareholding of the PACs (other than PAC 1) in the Target Company; (c) change in the nominal value of, or the rights attached to, any of the Equity Shares, (d) mergers/ restructuring, spin off/ hive off of divisions; (e) issuance of shares including employee stock option plans; (f) entering into any transactions with the related party as defined under section 2(76) of the Companies Act, 2013 and accounting standard 18 of the generally accepted accounting principles in India; (g) changes in memorandum of association and articles of association of the Target Company, other than as agreed with the Acquirer; (h) setting up of subsidiaries; (i) changes in accounting policies or (j) taking any decision or action on any material issues as described in the Investment Agreement.

1.4. The Acquirer provides turnkey solutions in the field of transmission line projects, EHV sub-station and power distribution projects and balance of plant projects covering design, manufacture, erection and associated civil works. The Acquirer intends to diversify into additional areas of project execution and hence this acquisition and Offer.

1.5. After the completion of this Offer and pursuant to the acquisition of the Equity Shares of the Target Company under the Investment Agreement, the Acquirer and the PAC 1 shall be the co-promoter of the Target Company and will exercise joint control over the management and affairs of the Target Company with the Existing Promoters.

III. SHAREHOLDING AND ACQUISITION DETAILS

1.1. The current and proposed shareholding of the Acquirer and the PACs in the Target Company and the details of their acquisitions are as follows:

	Acquirer		PAC 1		PACs (other than PAC 1)	
	No. of Equity Shares	% shareholding	No. of Equity Shares	% shareholding	No. of Equity Shares	% shareholding
Shareholding as on the date of the PA	Nil	Nil	50,00,000	12.32	12,045,743	29.67
Equity Shares acquired between the date of the PA and the date of the DPS	Nil	Nil	Nil	Nil	Nil	Nil
Shareholding as on the date of the DPS	Nil	Nil	50,00,000	12.32	1,20,45,743	29.67
Post Offer shareholding (on diluted basis as on tenth Working Day after the closure of the tendering period) offer	*Assuming the Acquirer and PAC 3 each acquire 50% of the Equity Shares tendered in the Offer					
	1,65,77,196	32.77	50,00,000	9.88	1,86,22,940	36.81

**Assuming the Acquirer and/or the PAC 3 receives full response and acceptance to the Offer.*

Acquirer and PAC 3 would be acquiring the shares in the Offer and would be jointly and severally responsible for the Offer Obligations.

Post Offer shareholding also takes into account 1,00,00,000 Equity Shares to be allotted to the Acquirer pursuant to the Investment Agreement.

1.2. Other than as disclosed above, the Acquirer, PACs do not hold any Equity Shares of the Target Company. The directors of the Acquirer and PAC 1 do not hold any Equity Shares in the Target Company. Other than as disclosed in clause I(B) 2.9, 3.9, 4.9, 5.9,6.9,7.9 and 8.2, the directors of PACs (other than PAC 1) do not hold any Equity Shares of the Target Company as on the date of this DPS.

IV. OFFER PRICE

1.1. The Equity Shares of the Target Company are listed and traded on the Stock Exchanges.

1.2. The annualized trading turnover based on the trading volume in the Equity Shares of the Target Company on the Stock Exchanges during the 12 calendar months (i.e. June 1, 2014 to May 31, 2015) preceding the month in which the PA is issued is as given below:

Stock Exchange	Number of Equity Shares traded (A)	Weighted average number of shares (B)	(A) as a % of (B)
BSE	1,18,61,897	3,32,99,297	35.62
NSE	2,82,73,822	3,32,99,297	84.91

(Source:www.bseindia.com, www.nseindia.com)

1.3. The Equity Shares of Target Company are frequently traded (within the meaning of regulation 2(1)(j) of the SEBI (SAST) Regulations) on the Stock Exchanges, during the 12 calendar months preceding the calendar month in which the PA has been issued. Based on the parameters set out in Regulation 8(2) of the SEBI (SAST) Regulations for frequently traded stocks, as of the date of the PA, the Offer Price of ₹ 100 per fully paid up Offer Share has been determined and justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Price (In ₹ per Equity Share)
1.	The highest negotiated price under the Investment Agreement	100.00
2.	The volume-weighted average price paid or payable for any acquisition, whether by the Acquirer or by any PAC during 52 weeks immediately preceding the date of the PA.	100.00
3.	The highest price paid or payable for any acquisition, whether by the Acquirer or by any PAC during the 26 weeks immediately preceding the date of the PA.	100.00
4.	The volume-weighted average market price of the Equity Shares of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on the NSE(as the maximum volume of trading in the Equity Shares of the Target Company is recorded on the NSE during such period).	80.43
5.	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	Not Applicable

So far, there are no corporate actions of the Target Company requiring the relevant price parameters to be adjusted. In the event any such corporate actions are undertaken by the Target Company, then suitable adjustments shall be made to the Offer Price in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.

1.4. In view of the parameters considered and presented above, in the opinion of the Acquirer and the Manager to the Offer, the Offer Price of ₹ 100 per fully paid-up Offer Share being the highest of the prices mentioned above, is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations.

1.5. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer and/or the PACs during the offer period, whether by way of subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer and the PACs shall not be acquiring any Equity Shares of the Target Company after the third Working Day prior to the commencement of the tendering period and until the expiry of the tendering period.

1.6. If there is any revision in the Offer Price on account of future purchases/competing offers, it will be done only up to the period prior to three (3) Working Days before the date of commencement of the tendering period of the Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer along with the PAC 3 shall (i) make corresponding increases to the escrow amounts, as more particularly set out in Paragraph V of this DPS; (ii) make a public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.

V. FINANCIAL ARRANGEMENTS

1.1. The total funds required for implementation of this Offer, assuming full acceptance, is ₹ 131,54,39,300 (Rupees One Hundred Thirty One Crore Fifty Four Lacs Thirty Nine Thousand Three Hundred only) (**"Offer Consideration"**)

1.2. The Acquirer and the PAC 3 have made firm financial arrangement for financing the acquisition of the Offer Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The Acquirer and the PAC 3 propose to fund the Offer out of their internal accruals, fixed deposits and borrowed funds.

1.3. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirer and the PAC 3 have opened an escrow account in the name and style as "MBEL - OPEN OFFER ESCROW ACCOUNT" bearing Account No. 915020029379562 (**"Escrow Account"**) with Axis Bank Limited (**"Escrow Bank"**), at its Kolkata Main Branch located at 7, Shakespeare Sarani, Kolkata 700 071 (hereinafter referred to as **"Escrow Agent"**) and made a cash deposit of ₹ 34,00,00,000 (Rupees Thirty Four Crore Only) in the Escrow Account in accordance with the Regulation 17(3)(a) of the SEBI (SAST) Regulations, which is 25.85% of the Offer Consideration. The cash deposit has been confirmed vide a confirmation letter dated July 2, 2015 issued by Escrow Bank.

1.4. The Manager to the Offer has been solely authorized by the Acquirer and the PAC 3 to operate and realize the monies lying to the credit of the Escrow Account in terms of the SEBI (SAST) Regulations.

1.5. The funds in the Escrow Account will be used solely towards fulfilling the obligations of the Acquirer and the PAC 3 for the Offer and shall be released only upon instructions received from the Manager to the Offer.

1.6. In case of any upward revision in the Offer Price or the Offer Size, the value of the escrow amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded in the Escrow Account by the Acquirer and the PAC 3 prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

1.7. Further, IL&FS Financial Services Limited, vide its letter dated July 3, 2015 has sanctioned ₹ 26,00,00,000 (Rupees Twenty Six Crore Only) to PAC 3 to meet the Offer Obligations and the said amount will be disbursed immediately on receipt of request from the Manager to the Offer

1.8. M/s. T N Singh & Company, Chartered Accountants, Firm Registration No. 328692E, having its office at 63, Aurobindo Road, Salkia Plaza Market, 1st Floor, Room 26, Salkia, Howrah -711 106, India, Telephone: +91 33 2675 8053, (Membership No: 304172) (the "Accountant") has confirmed vide its certificate dated June 30, 2015 that the Acquirer have adequate financial resources available through verifiable means for meeting their obligations under the SEBI (SAST) Regulations, for a value up to the Offer Consideration. Accountant has verified fixed deposits receipts and unutilised credit lines which can be utilised for meeting the Offer obligation.

1.9. On the basis of the aforesaid financial arrangements and the Accountant's certificate, the Manager to the Offer is satisfied about the ability of the Acquirer and the PAC 3 to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations.

VI. STATUTORY AND OTHER APPROVALS

1.1. Unless waived in writing by the Acquirer and PACs (other than PAC 1), the acquisition of Equity Shares pursuant to the Investment Agreement and Offer Shares are also subject to the satisfaction of the conditions precedent as set forth in Article 3 of the Investment Agreement. Some of the key condition precedents are given below:

1.1.1. Approval from the Competition Commission of India under the Competition Act, 2002 to consummate the transaction contemplated under Investment Agreement.

1.1.2. Approval from the lenders (secured and unsecured) for allotment of Subscription Shares to Acquirer under preferential issue.

1.1.3. In-principle approval from the relevant stock exchanges for allotment, listing and trading of the shares as mentioned in the Investment Agreement.

1.1.4. Approval of the Target Company's shareholders in the general meeting for allotment of shares to the Acquirer under preferential issue and amendments to the charter documents.

1.1.5. Receipt of final approval from SEBI with respect to the letter of offer filed by the Acquirer and PACs under the Open Offer without any material obligation or change with respect to the letter of offer filed by the Acquirer and PACs.

1.2. As of the date of this DPS, to the best of the knowledge of the Acquirer and/or PACs, there are no other statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer and/ or PACs shall make the necessary applications for such approval.

1.3. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and/or PACs reserve the right to reject such Equity Shares tendered in this Offer.

1.4. In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or PACs to diligently pursue such approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

1.5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if any of the conditions precedent and other conditions as stated in the Investment Agreement or approvals mentioned in this paragraph (all of which are outside the reasonable control of the Acquirer and/or PACs) are not satisfied, or if any of the statutory approvals are refused, the Acquirer will have a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within 2 (Two) Working Days of such withdrawal, in the same newspapers in which this DPS has been published and such public announcement will also be sent to SEBI, BSE and the registered office of the Target Company.

1.6. Subject to the receipt of statutory and other approvals and to the satisfaction of the conditions precedent set forth in the Investment Agreement and enumerated above, the Acquirer and PACs shall complete all procedures relating to this Offer within 10 (Ten) Working Days from the date of closure of the tendering period to those shareholders whose share certificates and/ or other documents are found valid and in order and are accepted for acquisition by the Acquirer and PACs.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Nature of Activity	Day and Date
Date of the PA	June 30, 2015
Date of the publication of this DPS in the newspapers	July 07, 2015
Filing of the draft Letter of Offer with SEBI along with the soft copy of the PA and this DPS	July 13, 2015
Last date for public announcement of a competing offer(s) being made	July 27, 2015
Last date for receipt of comments from SEBI on the draft Letter of Offer in the event SEBI has not sought clarification or additional information from the Manager to the Offer	August 3, 2015
Identified Date*	August 5, 2015
Last date by which Letter of Offer is to be posted to the Public Shareholders of the Target Company	August 12, 2015
Last date for upward revision of the Offer Price or any increase in the Offer Size	August 13, 2015
Last date for public announcement by the independent directors committee of the Target Company on their recommendation to the shareholders of the Target Company for this Offer	August 14, 2015
Last date of publication of Offer opening public announcement in the newspapers where this DPS has been published (with a simultaneous intimation to the SEBI, Stock Exchanges and the Target Company)	August 19, 2015
Date of commencement of the tendering period (Offer Opening Date)	August 20, 2015
Date of closure of the tendering period (Offer Closing Date)	September 2, 2015
Last date for communicating the rejection/acceptance; completion of payment of consideration or refund of equity shares to the shareholders of the Target Company	September 16, 2015

**Identified Date is only for the purpose of determining the shareholders of the Target Company as on such date to whom the Letter of Offer would be sent. It is clarified that all the Public Shareholders of the Target Company (registered or unregistered) of the Equity Shares of the Target Company who own the Equity Shares of the Target Company are eligible to participate in this Offer at any time before the closure of this Offer.*

VIII. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1.1. All Public Shareholders, regardless of whether such person held Equity Shares on the Identified Date, or has not received the Letter of Offer, is entitled to participate in the Offer.

1.2. Public Shareholders of the Target Company who have acquired Equity Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details set out in the DPS and to be set out in the Letter of Offer. In the alternate, such holders of the Shares may apply in the form of acceptance-cum-acknowledgement in relation to this Offer that will be annexed to the Letter of Offer, which may also be obtained from the SEBI website (http://www.sebi.gov.in) and Karvy Computershare Private Limited ("Registrar to the Offer"). The application is to be sent to the Registrar to the Offer at any of the collection centers that shall be mentioned in the Letter of Offer, so as to reach the Registrar to the Offer during business hours on or before 5:00 p.m. on the date of closure of the tendering period of this Offer, together with:

i. In case of shareholders of the Target Company holding Equity Shares in dematerialized form, then, the name, address, number of equity shares held, number of equity shares offered, Depository (**"DP"**) Participant name, DP ID number, beneficiary account number along with a photocopy of the delivery instruction in "off-market" mode, duly acknowledged by the DP in favour of special depository account (**"Escrow Demat Account"**), as per the details given below:

Depository Participant Name	Karvy Stock Broking Limited
Account Name	KCPL – MBEL Open Offer Escrow Account
Depository Name	National Securities Depository Limited (**"NSDL"**)
DP Identification Number	IN300394
Client Identification Number	19120300
ISIN	INE748A01016
Market	Off market
Date of Credit	On or before September 02, 2015

ii. In case of shareholders holding Equity Shares in physical form, then, the name, address, number of the Shares held, number of the Shares offered, distinctive numbers and folio number together with the original equity share certificate(s) and valid transfer deed(s), the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired and/or such other documents, as may be specified in the Letter of Offer.

1.3. Public Shareholders having their beneficiary account with the Central Depository Services (India) Limited have to use inter-depository delivery instruction slips for the purpose of crediting their Shares in favour of the Escrow Demat Account with National Securities Depository Limited.

1.4. This Offer is being made by the Acquirer and PACs to (i) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on August 05, 2015, i.e. the Identified Date; (ii) the beneficial owners of the Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on August 05, 2015, i.e. the Identified Date; and (iii) those persons who acquire the Shares any time prior to the date of the Closure of the Tendering Period for this Offer, i.e. September 02, 2015, but who are not the registered shareholders. Accidental omission to dispatch the Letter of Offer to any shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such shareholder shall not invalidate this Offer in any way.

1.5. Duly executed Form(s) of Acceptance along with share certificate(s) and share transfer form(s) should be sent only to the Registrar to the Offer and not to the Manager to the Offer or Acquirer or PACs or their advisors or the Target Company.

1.6. No indemnity would be required from unregistered shareholders of the Target Company regarding their respective title to the Equity Shares.

1.7. A copy of the Letter of Offer (including the Form of Acceptance-cum-Acknowledgment) is expected to be available on the SEBI's website (http://www.sebi.gov.in) during the period the Offer is open and may also be downloaded from their website.

IX. The detailed procedure for tendering equity shares of the Target Company in this Offer will be available in the Letter of Offer.

X. Other Information

1.1. The Acquirer and the PACs and their respective directors (where applicable) accept the responsibility for the information contained in the PA and this DPS, for there respective sections, and for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof in respect of this Offer. All information pertaining to the Target Company has been obtained from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.

1.2. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer/PACs have appointed Motilal Oswal Investment Advisors Private Limited as the Manager to the Offer.

1.3. The Acquirer/PACs have appointed Karvy Computershare Private Limited as Registrar to the Offer.

1.4. In this DPS, any discrepancy in any table between the total and sums of the amount is due to rounding off and/ or regrouping.

1.5. This DPS is expected to be available on the SEBI website at http://www.sebi.gov.in

Issued by the Manager to the Offer, for and behalf of the Acquirer along with the PACs being persons acting in concert with the Acquirer

Issued by the Manager to the Offer

Motilal Oswal Investment Advisors Private Limited
Motilal Oswal Tower, Rahimtullah Sayani 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
SEBI Registration No.: INM000011005

Advisors to PAC 3:

IL&FS Capital Advisors Limited
The IL&FS Financial Centre, 3rd Floor
Plot C-22, G-Block, Bandra Kurla Complex
Bandra (East), Mumbai 400051
Tel.: +91 22 2659 3560
Fax : +91 22 2659 2966

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032
Tel: +91 40 6716 2222, Facsimile: +91 40 2343 1551
Email: einward.ris@karvy.com
Investor Grievance Email: emc-mkn.openoffer@karvy.com
Website: www.karisma.karvy.com
Contact Person: Mr. M. Muralikrishna
SEBI Registration No.: INR000000221

Dated : July 6, 2015
Place : Mumbai