

February 16, 2016

**IL&FS Financial Services Limited**

The IL&FS Financial Centre 3rd Floor, Plot C-22, G-Block Bandra Kurla Complex Bandra East Mumbai 400 051 INDIA	T +91 22 2653 3333 F +91 22 2653 3149 W www.ilfsfin.com
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Corporate Identity Number - U65900MH1996PLC093241

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Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

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National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai- 400 051

Re : Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

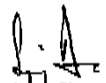
Dear Sir :

- (2) IL&FS Financial Services Limited has acquired/released equity shares of McNally Bharat Engineering Company Limited as under:

Pledgor	Date	Quantity	Pledge released
Williamson Magor & Company Limited	16.02.2016	42,87,689	Pledged created
Loan against Shares	16.02.2016	51,465	Pledged released
Loan Against Shares (NDU/POA)	16.02.2016	3,690	Encumbrance released

- (2) In terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, we are enclosing the requisite declaration for your information and necessary action

Sincerely,

  
**Sujay Das**
**Authorised Signatory**

**Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

1	Name of the Target Company (TC)	McNally Bharat Engineering Company Limited		
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	IL&FS Financial Services Limited		
3	Whether the acquirer belongs to Promoter/Promoter group	No		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange National Stock Exchange		
5	Details of the acquisition as follows :	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC
	<u>Before the acquisition under consideration, holding of:</u>			
	a) Shares carrying voting rights	---	---	---
	b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	2,669,440	5.27	4.98
	c) Voting rights (VR) otherwise than by shares	---	---	---
	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)	---	---	---
	Total (a+b+c+d)	2,669,440	5.27	4.98
	<u>Details of acquisition/sale</u>			
	a) Shares carrying voting rights acquired/sold	---	---	---
	b) VRs acquired/sold otherwise than by shares	---	---	---
	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) acquired/sold	---	---	---
	d) Shares encumbered/invoked/ released by the acquirer	4,232,534	8.37	7.90
	Total (a+b+c+d)	4,232,534	8.37	7.90

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	<u>After the acquisition/sale, holding of :</u> a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares 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) after acquisition	---	---	---
		6,901,974	13.64	12.88
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	Total (a+b+c+d)	6,901,974	13.64	12.88
6	Mode of acquisition / sale (c.g. open market / off-market/ public issue / rights issue / preferential allotment / inter-se transfer etc)	Pledge created/ released Encumbrance released		
7	Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	February 16, 2016		
8	Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs 505,938,180/-		
9	Equity share capital/ total voting capital of the TC after the said acquisition /sale	Rs 505,938,180/-		
10	Total diluted share/voting capital of the TC after the said acquisition	Rs 535,938,180/-		

  
Signature of the Authorised Signatory

Place: Mumbai

Date: February 16, 2016