

January 11, 2012

To
The Secretary
The Bombay Stock Exchange Limited
P.J.Towers, Dalal Street,
Mumbai- 400 001.
Tel:022-22721234 Fax-2272 3121.

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra(East), Mumbai-400 051.
Tel:022 – 26598235, Fax-26598237/38

Scrip Code: 532907

Scrip Code: IL&FSENGG

Dear Sir/Madam,

Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2011.

Ref: Clause 49 of the Listing Agreement

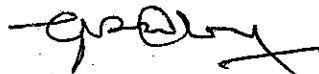
With reference to the above subject please find enclosed quarterly compliance report on Corporate Governance for the quarter ended December 31, 2011 in the format as specified in Clause 49 of the Listing Agreement.

This is for your kind information and record.

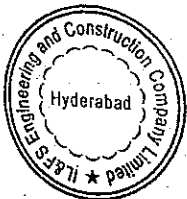
Thanking you,

Yours faithfully,

For IL&FS Engineering And Construction Company Limited



G Venkateswar Reddy
Company Secretary



Quarterly Compliance Report on Corporate Governance

Name of the Company: IL&FS Engineering and Construction Company Limited
For the Quarter ended : 31.12.2011

Scrip Code- NSE: IL&FSENGG
BSE: 532907

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Board of Directors	49(I)		
Composition of Board	49 (IA)	Yes	
Non-executive Directors' compensation & Disclosures	49 (IB)	Yes	
Other provisions as-to Board and Committees	49 (IC)	Yes	
Code of Conduct	49 (ID)	Yes	
Audit Committee	49 (II)		
Qualified & Independent Audit Committee	49 (IIA)	Yes	Your kind reference is drawn to our letter dated December 16, 2011. Copy enclosed.
Meeting of Audit Committee	49 (IIB)	Yes	
Powers of Audit Committee	49 (IIC)	Yes	
Role of Audit Committee	49 II(D)	Yes	
Review of Information by Audit Committee	49 (IIE)	Yes	
Subsidiary Companies	49 (III)	Yes	
Disclosures	49 (IV)		
Basis of related party transactions	49 (IV A)	Yes	
Disclosure of Accounting Treatment	49 (IV B)	Yes	
Board Disclosures	49 (IV C)	Yes	
Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
Remuneration of Directors	49 (IV E)	Yes	
Management	49 (IV F)	Yes	
Shareholders	49 (IV G)	Yes	
CEO/CFO Certification	49 (V)	Yes	
Report on Corporate Governance	49 (VI)	Yes	
Compliance	49 (VII)	Yes	



For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

G. Venkateswar Reddy
G. VENKATESWAR REDDY
COMPANY SECRETARY