

January 5, 2013

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, 5<sup>th</sup> 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, 2012.**

**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, 2012 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 *and reduced*



G Venkateswar Reddy  
Company Secretary

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: IL&FS Engineering and Construction Company Limited Scrip Code- NSE: IL&FSENGG  
 Quarter ending on: December 31, 2012 **and reduced** BSE: 532907

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	491		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

  
**G.VENKATESWAR REDDY**  
 COMPANY SECRETARY