

**Registered Office**

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January 13, 2015

To

The Secretary  
The BSE 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, 2014.**

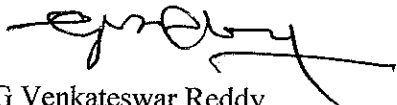
With reference to the above subject, please find enclosed quarterly compliance report on Corporate Governance for the quarter ended December 31, 2014 in the format as specified in Clause 49 of the Listing Agreement effective from October 1, 2014.

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 on Corporate Governance**

Name of the Company: IL&FS Engineering and Construction Company Limited

Scrip Code-NSE:IL&FSENGG

Quarter ending on: December 31, 2014

BSE:532907

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of the Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-Executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IE)	Yes	
(F) Whistle Blower Policy	49 (IIP)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	There were no material Related Party Transactions during the Quarter
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIIIA)	Yes	There were no Material Related Party Transactions during the Quarter. Refer Note below
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Refer Note below
(C) Remuneration of Directors	49 (VIIIC)	Yes	Refer Note below
(D) Management	49 (VIID)	Yes	Refer Note below

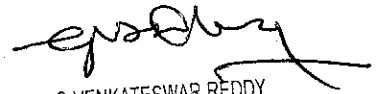
For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

  
 G. VENKATESWAR REDDY  
 COMPANY SECRETARY

(E) Shareholders	49 (VIII E)	Yes	Refer Note below
(F) Disclosure of Resignation of Directors	49 (VIII F)	Yes	Refer Note below
(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
(H) Disclosures in the Annual Report	49 (VIII H)	Yes	Refer Note
(I) Proceeds from public issues, rights issues, preferential issues, etc	49 (VIII I)	Yes	No Such proceeds generated in the present quarter
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Refer Note below
<b>XI. Compliance</b>	49 (XI)	Yes	

**Note:** Will be complied in the Annual Report for the Financial Year 2014-15.

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



G. VENKATESWAR REDDY  
COMPANY SECRETARY