

Registered Office

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January 13, 2016

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, 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, 2015.**Ref: Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**


With reference to the above subject, please find enclosed quarterly compliance report on Corporate Governance for the quarter ended December 31, 2015 in the format as specified in Circular No: CIR/CFD/CMD/5/2015 dated September 24, 2015.

This is for your kind information and record.

Thanking you,

Yours faithfully,

For IL&FS Engineering and Construction Company Limited


Murli Dhar Khattar
Managing Director

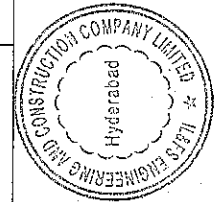
Compliance Report on Corporate Governance

1. Name of Listed Entity: IL&FS Engineering and Construction Company Limited

2. Quarter ending: December 31, 2015

Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Ramchand Karunakaran	AAAPR4142A	00051769	Chairman - Non-Executive	29/09/2009	-	3	2	1
Mr	Murli Dhar Khattar	AABPK6961B	00266777	Managing Director - Executive	14/11/2013	-	1	1	0
Mr	Saleh Mohammed A Binladen	NA	03604752	Non - Executive	13/09/2011	-	1	0	0
Mr	Akberali Mohomedali Moawalla	NA	01450209	Non-Executive - Alternate	12/02/2015	-	1	0	0



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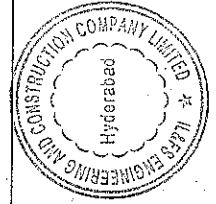
Mr	El Mouhtaz El Sawaf	NA	03627039	Director Non – Executive	13/09/2011	-	1	0	0
Mr	Ahmad Mohamad Dabbous	NA	03625974	Non-Executive – Alternate Director	15/08/2015	-	1	0	0
Mr	Ved Kumar Jain	AAGPJ0415J	00485623	Non – Executive / Independent	08/08/2014	1	3	2	1
Mr	Anil Kumar Agarwal	AAEPA0225F	00000100	Non – Executive / Independent	08/08/2014	1	1	1	1
Mr	Dhananjay Narendra Mungale	AADPM4264H	00007563	Non – Executive / Independent	08/08/2014	1	7	7	2
Ms	Kanika Tandon Bhal	AAAPB0798E	06944916	Non – Executive / Independent	08/08/2014	1	2	0	0
Ms	Alpa Ramesh Sheth	AAFPS8051G	00461438	Non – Executive / Independent	08/08/2014	1	1	0	0

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

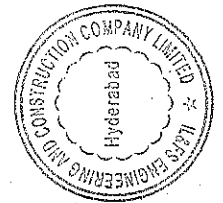
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
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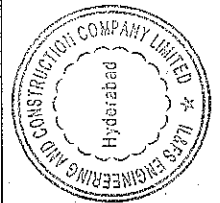



I. Audit Committee	Ved Kumar Jain	Chairman of the Committee - Non-Executive – Independent Director
	Anil Kumar Agarwal	Non-Executive – Independent Director
	Dhananjay Narendra Mungale	Non-Executive – Independent Director
	Murli Dhar Khattar	Managing Director – Executive
2. Nomination & Remuneration Committee	Anil Kumar Agarwal	Chairman of the Committee – Independent Director
	Ved Jain	Non-executive - Independent Director
	Dhananjay Narendra Mungale	Non-executive - Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders' Relationship Committee	Anil Kumar Agarwal	Chairman of the Committee – Independent Director
	Ved Jain	Non-executive - Independent Director
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
July 02, 2015	November 07, 2015	50
August 14, 2015		
September 18, 2015		
IV. Meeting of Committees		

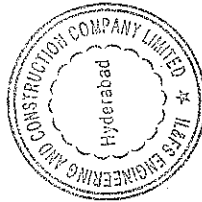


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Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
November 07, 2015	Yes, 3 out of 4 members present	August 14, 2015	85
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject	Compliance status (Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	Not Applicable		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable		
Note			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			
VI. Affirmations			



1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee – Not applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Nil



Murli Dhar Khattar

Murli Dhar Khattar

Managing Director

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.