



Engineering Services

IL&FS Engineering and Construction Company Limited
CIN - L45201AP1988PLC008624

Registered Office

D.No. 8-2-120/113/3
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Hyderabad - 500033

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April 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,
BandraKurla Complex,
Bandra(East), Mumbai-400 051.
Tel: 022 – 26598235, Fax-26598237/38

Scrip Code: 532907

Scrip Code: IL&FSENGG

Dear Sir/Madam,

Sub: Quarterly and Annual Compliance Report on Corporate Governance for the quarter and year ended March 31, 2016.

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

With reference to the above subject, please find enclosed quarterly and annual compliance report on Corporate Governance for the quarter and year ended March 31, 2016 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

Sushil Dudeja
Company Secretary

Encl: As above



Compliance Report on Corporate Governance

1. Name of Listed Entity: IL&FS Engineering and Construction Company Limited
2. Quarter ending: March 31, 2016

Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/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 Mohemedali Moawalla	NA	01450209	Non-Executive/ Alternate Director	12/02/2015	-	1	0	0
Mr	El Mouhtaz El Sawaf	NA	03627039	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	00485 623	Non – Executive / Independent	08/08/2014	1 Year 7 Months	3	2	1
Mr	Anil Kumar Agarwal	AAEPA0225F	00000 100	Non – Executive / Independent	08/08/2014	1 Year 7 Months	1	1	1
Mr	Dhananjay Narendra Mungale	AADPM4264H	00007 563	Non – Executive / Independent	08/08/2014	1 Year 7 Months	7	7	2
Ms	Kanika Tandon Bhal	AAAPB0798E	06944 916	Non – Executive / Independent	08/08/2014	1 Year 7 Months	2	0	0
Ms	Alpa Ramesh Sheth	AAFPS8051G	00461 438	Non – Executive / Independent	08/08/2014	1 Year 7 Months	1	0	0

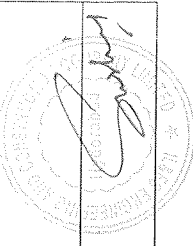
\$PAN number of any director would not be displayed on the website of Stock Exchange

&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

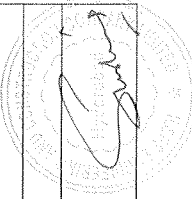
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

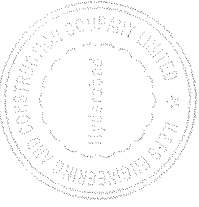
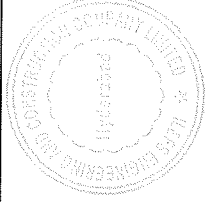
II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Ved Kumar Jain	Chairman/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/Non-Executive/Independent Director
	Ved Kumar 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 Ved Kumar Jain	Chairman/Non-Executive/Independent Director 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)
November 07, 2015	January 23, 2016 February 06, 2016 February 13, 2016 March 12, 2016	76
IV. Meeting of Committees		
Audit Committee		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings in number of days*
January 23, 2016 February 13, 2016	Yes, 3 out of 4 members present	76
Nomination and Remuneration Committee		
March 12, 2016	Yes, 2 out of 3 members present	NA
* 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	

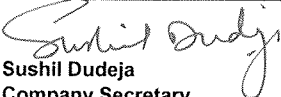


Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. 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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee: Yes</p> <p>b. Nomination & remuneration committee: Yes</p> <p>c. Stakeholders relationship committee: Yes</p> <p>d. Risk management committee: Not applicable</p> <p>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: Yes</p> <p>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: Yes</p> <p>5. (a) The report submitted in the previous quarter has been placed before the Board of Directors of the Company and this report will be placed before the Board in its ensuing Meeting</p> <p>(b) Any comments/observations/advice of Board of Directors may be mentioned here: Nil</p>	
<p style="text-align: center;">   Sushil Dudgey Company Secretary </p>	

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.

Compliance Report on Corporate Governance for the financial year ended March 31, 2016

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status <small>(Yes/No/NA) refer note</small>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		NA
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
 Sushil Dudeja Company Secretary		

