

Compliance Report on Corporate Governance

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

2. **Quarter ending:** September 30, 2017

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	Karunakaran Ramchand	AAAPR4142A	00051769	Chairman/ Non-Executive	29/09/2009	-	3	2	1
Mr	Mukund Gajanan Sapre	AAFPS8980G	00051841	Managing Director/ Executive	07/10/2016	-	2	3	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



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Mr	Ganapathi Ramachandran	AAAPG5247K	00210 430	Non Executive/ Independent Director	06/10/2016	12 Months	4	8	0
Ms	Sutapa Banerjee	AGBPB6003B	02844 650	Non Executive/ Independent Director	06/10/2016	12 Months	4	5	1
Mr	Bhaskar Chatterjee	AAKPC3704D	01433 538	Non Executive/ Independent Director	02/11/2016	11 Months	1	0	0
Mr	Debabrata Sarkar	AISPS8116R	025026 18	Non Executive/ Independent Director	11/08/2016	13 Months 21 days	2	8	3

\$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	Debabrata Sarkar	Chairperson/Non-Executive/Independent Director
	Ganapathi Ramachandran	Non-Executive/Independent Director
	Sutapa Banerjee	Non-Executive/Independent Director
	Mukund Gajanan Sapre	Managing Director/Executive Director
2. Nomination & Remuneration Committee	Ganapathi Ramachandran	Chairperson /Non-Executive/Independent Director



Sutapa Banerjee

	Debabrata Sarkar	Non-Executive/Independent Director	
	Bhaskar Chatterjee	Non-Executive/Independent Director	
	Karunakaran Ramchand	Non-Executive Director	
3. Risk Management Committee(if applicable)	Not Applicable		
4. Stakeholders' Relationship Committee	Karunakaran Ramchand	Chairperson /Non-Executive Director	
	Mukund Gajanan Sapre	Managing Director/Executive Director	
<p>\$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</p>			
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)	
May 29, 2017	August 28, 2017	100	
IV. Meeting of Committees			
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*
August 28, 2017	Yes, all members were present	April 18, 2017 May 8, 2017 May 29, 2017	100
Nomination and Remuneration Committee			
NIL	NA	May 29, 2017	NA



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* 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	Yes The Company has obtained approval for material related party transactions from the Members of the Company in their 28th Annual General Meeting held on August 28, 2017. However, no material related party transaction has been entered during the quarter/ half year ended September 30, 2017
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee: **Yes**
 - b. Nomination & remuneration committee: **Yes**



c. Stakeholders relationship committee: **Yes**

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: **Yes**

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**

5. (a) This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: **Yes**

(b) Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**


Sushil Dudeja




Company Secretary and Compliance Officer

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.

Format to be submitted at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmations			
Broad Heading	Regulation Number	Compliance Status(Yes/No/NA)	Reason for Non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the Nomination And Remuneration Committee at the Annual General Meeting	19(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para c of schedule V	Yes	
<p>Note:</p> <ol style="list-style-type: none"> 1. In the column "Compliance status", compliance or non-compliance may be indicated by Yes/No/NA. 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 			
<p>  Sushil Dudeja Company Secretary and Compliance Officer </p> 