

Compliance Report on Corporate Governance

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

2. Quarter ending: December 31, 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
Mr	Ganapathi Ramachandran	AAAPG5247K	00210430	Non Executive/ Independent Director	06/10/2016	1 year 3 months	4	8	0





Ms	Sutapa Banerjee	AGBPB6003B	02844 650	Non Executive/ Independent Director	06/10/2016	1 year 3 months	4	5	1
Mr	Bhaskar Chatterjee	AAKPC3704D	01433 538	Non Executive/ Independent Director	02/11/2016	1 year 2 months	1	0	0
Mr	Debabrata Sarkar	AISPS8116R	025026 18	Non Executive/ Independent Director	11/08/2016	1 year 5 months	3	7	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
	Debabrata Sarkar	Non-Executive/Independent Director
	Bhaskar Chatterjee	Non-Executive/Independent Director
3. Risk Management Committee(if applicable)	Karunakaran Ramchand	Non-Executive Director
	Not Applicable	
4. Stakeholders' Relationship Committee	Karunakaran Ramchand	Chairperson /Non-Executive Director
	Mukund Gajanan Sapre	Managing Director/Executive 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)
August 28, 2017	November 28, 2017	91

### 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
November 28, 2017	Yes, all members were present	August 28, 2017
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### Nomination and Remuneration Committee

November 28, 2017	Yes, all members were present	NA	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
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.

Annexure

Details of Material Related Party Transactions during the nine months ended December 31, 2017

S.No.	Name of Related Party	Nature of Relation with the Company	Nature of Transaction	Amount (in Rs Million)	Duration of the Contract	Date of obtaining approvals
1.	Infrastructure Leasing and Financial Services Limited (IL&FS)	Company is an Associate Company of IL&FS	Obtaining sponsor support in such form as may be required by Lenders of the Company	10,910	ongoing	Audit Committee: August 28, 2017  Board Meeting: August 28, 2017  Shareholders: October 6, 2017
2.	IL&FS Transportation Networks Limited (ITNL)	The Company is an associate of IL&FS Group of which ITNL is a Member  Further, Mr Mukund Sapre – Managing Director of the Company is holding the position of Executive Director in ITNL	Contract for civil works for Four laning of Amaravati – Chikli section of NH-6 from km 165.600 to km 222.000 in the state of Maharashtra	5,819.60	21 months	Audit Committee: November 28, 2017  Board Meeting: November 28, 2017  Shareholders: August 28, 2017

*Sindhu*



