

Compliance Report on Corporate Governance

1. **Name of Listed Entity:** IL&FS Engineering and Construction Company Limited
2. **Quarter Ending:** June 30, 2018

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* (in Months)	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 ¹	NA	03604752	Non – Executive	13/09/2011 (appointment) 29/05/2018 (resignation)	-	1	0	0
Mr	Akberali Mohemedali Moawalla ¹	BVCPM7726H	01450209	Non-Executive/ Alternate Director	12/02/2015 (appointment) 29/05/2018 (cessation)	-	1	0	0
Mr	Ganapathi Ramachandran	AAAPG5247K	00210430	Non Executive/	06/10/2016	21	4	8	0



				Independent Director					
Ms	Sutapa Banerjee	AGBPB6003B	02844 650	Non Executive/ Independent Director	06/10/2016	21	4	6	1
Mr	Bhaskar Chatterjee	AAKPC3704D	01433 538	Non Executive/ Independent Director	02/11/2016	20	1	0	0
Mr	Debabrata Sarkar	AISPS8116R	025026 18	Non Executive/ Independent Director	11/08/2016	23	3	7	4

¹Mr Saleh Mohammed Bin Laden resigned from the Directorship of the Company w.e.f May 29, 2018. In view of resignation of Mr Saleh Mohammed Bin Laden, Mr Akberali Mohamedali Moawalla (alternate Director to Mr Binladen) ceased to be a Director of the Company

* 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
	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

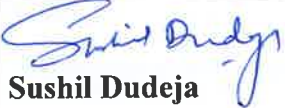


III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
February 12, 2018		May 30, 2018	106
IV. Meeting of Committees			
Audit Committee			
Date(s) of meeting 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*
April 5, 2018 May 30, 2018	Yes, all members were present	January 16, 2018 February 12, 2018	54 days
Nomination and Remuneration Committee			
Nil	NA	Nil	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)	
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	



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.