

May 29, 2015

To

The Secretary
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,

Sub: Codes of Conduct under SEBI (PIT) Regulations, 2015

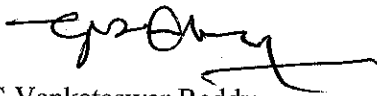
With reference to the captioned subject, this is to inform that the Company has, in compliance with the requirements of the Regulation 8 & Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI circular dated May 11, 2015 the Board of Directors held in their meeting on May 29, 2015 formulated and adopted the following:

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (copy attached) and also being published on the official website of the Company.
2. Code of Conduct to regulate, monitor and report trading by its directors, employees and other connected persons.

This is for your information and record.

Thanking you,

Yours faithfully,
for IL&FS Engineering and Construction Company Limited

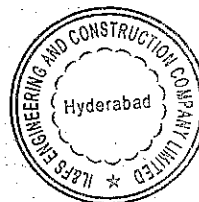


G Venkateswar Reddy
Company Secretary

IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

**Code Of Practices And Procedures For
Fair Disclosure Of Unpublished Price Sensitive Information**

1. The Company is committed to prompt public disclosure of Unpublished Price Sensitive Information (UPSI) immediately after credible and concrete information comes into being in order to make such information generally available.
2. The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. An employee not less than the General Manager level shall be authorized as Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information (including the authority to decide the materiality and appropriate time of disclosure) under this Code and under the provisions of Listing Agreement with Stock Exchanges
4. If any UPSI gets disclosed selectively, inadvertently or otherwise, the person making such disclosure shall inform such happening to CIRO and it shall be ensured by CIRO for prompt dissemination of the to make such information generally available.
5. CIRO shall be responsible for appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company ensures that information shared with analysts and research personnel is not UPSI.
7. CIRO shall be responsible for developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The handling of all UPSI shall be strictly on a need-to-know basis. In this context, all the insiders are bound by the Code of Conduct of the Company under the SEBI (Prohibition of Insider Trading) Regulations, 2015.



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