

July 17, 2012

To

The Secretary
The Bombay Stock Exchange 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/Madam,

Sub: Shareholding Pattern for the quarter ended June 30, 2012


Ref: Clause 35 of the Listing Agreement

With reference to the above subject please find enclosed Shareholding Pattern, as per Clause 35 of the Listing Agreement, for the quarter ended June 30, 2012.

This is for your kind information.

Thanking You,

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


G.Venkateswar Reddy
Company Secretary

Encl: As above

Introductory sub-table (I)(a)

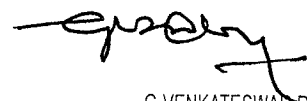
Name of the Company: IL&FS Engineering and Construction Company Limited			
Scrip Code, Name of the scrip, class of security: 532907, ILFSENGG,			
Shareholding pattern as on 30.06.2012			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group			0
Held by public			0
Total - D	0		0
Outstanding convertible securities:-	No. of outstanding securities (Refer Note:1)	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities (Refer Note:2)
Held by promoter/promoter group		0	0
Held by public	12722646	100	
Total - E	12722646	100	14.12
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group			0
Held by public			0
Total - F	0		0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Refer Note:1)	90092671		

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED


G.VENKATESWAR REDDY
COMPANY SECRETARY

Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) ¹	As a percentage of (A+B+C)	Number of shares	As a percentage
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix) = (viii)/(iv)*100
(A)	Shareholding of Promoter and Promoter Group²							*
1	Indian							
(a)	Individuals/ Hindu Undivided Family							
(b)	Central Government/ State Government(s)				0.00	0.00		
(c)	Bodies Corporate	4	26742631	26742631	0.00	0.00		
(d)	Financial Institutions/ Banks				34.56	34.56		0.00
(e)	Any Others(Specify)				0.00	0.00		
(e-i)					0.00	0.00		
(e-ii)					0.00	0.00		
	Sub Total(A)(1)	4	26742631	26742631	34.56	34.56	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)							
b	Bodies Corporate				0.00	0.00		
c	Institutions				0.00	0.00		
d	Qualified Foreign Investor				0.00	0.00		
e	Any Others(Specify)				0.00	0.00		
e-i					0.00	0.00		
e-ii					0.00	0.00		
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4	26742631	26742631	34.56	34.56	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI				0.00	0.00		
(b)	Financial Institutions / Banks	11	3080848	3080848	3.98	3.98		
(c)	Central Government/ State Government(s)				0.00	0.00		
(d)	Venture Capital Funds				0.00	0.00		
(e)	Insurance Companies				0.00	0.00		
(f)	Foreign Institutional Investors	3	77047	77047	0.10	0.10		
(g)	Foreign Venture Capital Investors				0.00	0.00		
(h)	Qualified Foreign Investor				0.00	0.00		
(i)	Any Other (specify)				0.00	0.00		
(i-i)					0.00	0.00		
(i-ii)					0.00	0.00		
	Sub-Total (B)(1)	14	3157895	3157895	4.08	4.08		
B 2	Non-institutions							
(a)	Bodies Corporate	578	37642338	37642338	48.65	48.65		
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	36707	3809836	3808230	4.92	4.92		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	68	5800795	2988795	7.50	7.50		
(c)	Any Other (specify)							
(c-i)	Clearing Members	37	16971	16971	0.02	0.02		
(c-ii)	Non Resident Indians	273	194307	194307	0.25	0.25		
(c-iii)	Trusts	4	5252	5252	0.01	0.01		
	Sub-Total (B)(2)	37667	47469499	44655893	61.35	61.35		
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	37681	50627394	47813788	65.44	65.44		
	TOTAL (A)+(B)	37685	77370025	74556419	100.00	100.00		
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group				0	0.00		
2	Public				0	0.00		
	Sub-Total (C)	0	0	0	0	0	0	
	GRAND TOTAL (A)+(B)+(C)	37685	77370025	74556419	100	100.00	0	0.00


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Sr.No	Notes
1	<p>The Company issued 2,50,00,000 - 6% Optionally Convertible Cumulative Redeemable Preference Shares of Rs.100/- each ("OCCRPS") on March 31, 2011. 30% of the OCCRPS (i.e, 75,00,000 OCCRPS of Rs.100/-each) are convertible into equity on September 30, 2012 at the option of the shareholder. The conversion price for the OCCRPS shall be in accordance with Regulation 76(1) of Securities Exchange Board of India (Issuing of Capital and Disclosure Requirements) Regulations 2009. Pending determination of the price as mentioned above and assuming full conversion of the outstanding OCCRPS, the conversion price for the OCCRPS has been taken as Rs.58.95/- (being the closing market price on NSE as on June 29, 2012) for the sole purpose of calculations and disclosure as required under clause 35 of the Listing Agreement. The actual conversion price would be arrived at the time of conversion which may be different than the price taken for the current quarter.</p>
2	<p>The percentage is arrived at on the basis of emerging paid-up capital after the conversion of OCCRPS.</p>

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(f)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (Refer Note:2)
		Number of shares held	As a % of grand total (A) + (B) + (C)	No.	As a percentage (V)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(vii)	(ix)	(x)	(xi)		
1	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	13245250	17.12		0.00						
2	IL & FS FINANCIAL SERVICES LTD	10616382	13.72		0.00	0.00				14.70%	
3	IL AND FS FINANCIAL SERVICES LTD	2879999	3.72		0.00	0.00				11.78%	
4	IL AND FS FINANCIAL SERVICES LTD	1000	0.00		0.00	0.00				3.20%	
TOTAL		26742631	34.56	0	0.00	0.00	0	0	0	29.68%	

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



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(D)(c)(f) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities (Refer Note 1&2)		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (Refer Note 2)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	SBG PROJECTS INVESTMENTS LIMITED	25059881	32.39			0	0.00	27.82%
2	ICICI BANK LTD	1161052	1.50			4929262	38.74	6.76%
3	SNR INVESTMENTS PVT LTD	5250000	6.79			0	0.00	5.83%
4	VEEVES INVESTMENTS PRIVATE LIMITED	5250000	6.79			0	0.00	5.83%
5	IDBI BANK	399170	0.52			1554198	12.22	2.17%
6	STATE BANK OF INDIA	371228	0.48			1567430	12.32	2.15%
7	B TEJA RAJU	1490000	1.93			0	0.00	1.65%
8	STATE BANK OF HYDERABAD	270637	0.35			1189313	9.35	1.62%
9	ALLAHABAD BANK	240300	0.31			961832	7.56	1.33%
10	INDIAN OVERSEAS BANK	213423	0.28			834606	6.56	1.16%
TOTAL		39705691	51.32	0		11036641	86.75	56.32%

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



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(D)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D)(a) above}	Details of warrants		Details of convertible securities (Refer Note 1&2)		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (Refer Note 2)
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	SBG PROJECTS INVESTMENTS L	25059881	32.39			0	0.00	27.82%
2	ICICI BANK LTD	1161052	1.50			4929262	38.74	6.76%
3	SNR INVESTMENTS PVT LTD	5250000	6.79			0	0.00	5.83%
4	VEEYES INVESTMENTS PRIVAT	5250000	6.79			0	0.00	5.83%
TOTAL		36720933	47.46	0		4929262	38.74	46.23%

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(D)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D)(a) above}
1	SBG PROJECTS INVESTMENTS LIMITED	6169000	7.97
2	INFRASTRUCTURE LEASING AND FINANCIAL SERVICESLTD	8693000	11.24
TOTAL		14862000	19.21

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



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(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer

Description of voting rights for each class of security

Class X: }
Class Y: }
Class Z: }

Not Applicable

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



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