

January 5, 2013

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 December 31, 2012

Ref: Clause 35 (b) and of the Listing Agreement

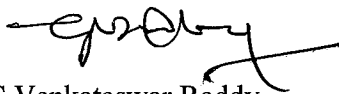
With reference to the above subject please find enclosed Shareholding Pattern, as per Clause 35 (b) of the Listing Agreement, for the quarter ended December 31, 2012.

This is for your kind information.

Thanking You,

Yours faithfully,

for IL&FS Engineering and Construction Company Limited *and reduced*



G.Venkateswar Reddy
Company Secretary

Encl: As above

Introductory sub-table (I)(a)

Name of the Company: IL&FS Engineering and Construction Company Limited and reduced			
Scrip Code, Name of the scrip, class of security: 532907, ILFSENGG,			
Shareholding pattern for the quarter ended 31.12.2012			
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	0		0
Total - E	0		0.00
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		0
Held by public	0		0
Total - F	0		0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	89787243		

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

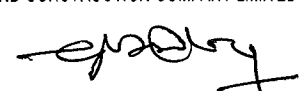


 G.VENKATESWAR REDDY
 COMPANY SECRETARY

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				0.00	0.00		
(b)	Central Government/ State Government(s)				0.00	0.00		
(c)	Bodies Corporate	4	26742631	26742631	29.78	29.78		0.00
(d)	Financial Institutions/ Banks				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)(1)	4	26742631	26742631	29.78	29.78	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)				0.00	0.00		
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	29.78	29.78	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI				0.00	0.00		
(b)	Financial Institutions / Banks*	14	15772462	3355244	17.57	17.57		
(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	4	52150	52150	0.06	0.06		
(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)	18	15824612	3407394	17.62	17.62		
B 2	Non-institutions							
(a)	Bodies Corporate	615	37662809	37662809	41.95	41.95		
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	35828	3843485	3842079	4.28	4.28		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	68	5510864	2698864	6.14	6.14		
(c)	Any Other (specify)							
(c-i)	Clearing Members	61	31076	31076	0.03	0.03		
(c-ii)	Non Resident Indians	250	166514	166514	0.19	0.19		
(c-iii)	Trusts	4	5252	5252	0.01	0.01		
					0.00	0.00		
	Sub-Total (B)(2)	36826	47220000	44406594	52.59	52.59		
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	36844	63044612	47813988	70.22	70.22		
	TOTAL (A)+(B)	36848	89787243	74556619	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	0
					0.00			
	GRAND TOTAL (A)+(B)+(C)	36848	89787243	74556619	100	100.00	0	0.00

* 1,24,17,218 Equity Shares allotted on September 30, 2012 are in the process of Dematerialisation.

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED


G.VENKATESWAR REDDY
COMPANY SECRETARY

S.No.	Note
1	On September 30, 2012, the Company had allotted 1,24,17,218 fully paid up equity shares of Rs. 10/- each at a price of Rs.60.40 per equity share, by converting 75,00,000 6% Optionally Convertible Redeemable Preference Shares (OCCRPS) of Rs.100/- each to various Banks under the Corporate Debt Restructuring Package (CDR)
2	The Company is in the process of obtaining Trading approval for these equity shares allotted to the CDR Banks by way of Conversion of OCCRPS

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED


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(1)(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
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	
	(I)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)
1	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	13245250	14.75		0.00	0.00				0.00%
2	IL & FS FINANCIAL SERVICES LTD	10616382	11.82		0.00	0.00				0.00%
3	IL AND FS FINANCIAL SERVICES LTD	2879999	3.21		0.00	0.00				0.00%
4	IL AND FS FINANCIAL SERVICES LTD	1000	0.00		0.00	0.00				0.00%
	TOTAL	26742631	29.78	0	0.00	0.00	0	0	0	0.00%

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

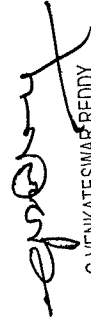
For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

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(D)(c)(i) 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 (D)(a) above}	Details of warrants		Details of convertible securities		Total shares (including shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				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	27.91	0	0	0	0.00	0.00%
2	ICICI BANK LTD	5971979	6.65	0	0	0	0.00	0.00%
3	SNR INVESTMENTS PVT LTD	5250000	5.85	0	0	0	0.00	0.00%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	5.85	0	0	0	0.00	0.00%
5	IDBI BANK	1916057	2.13	0	0	0	0.00	0.00%
6	STATE BANK OF INDIA	1901029	2.12	0	0	0	0.00	0.00%
7	B TEJA RAJU	1490000	1.66	0	0	0	0.00	0.00%
8	STATE BANK OF HYDERABAD	1431399	1.59	0	0	0	0.00	0.00%
9	ALLAHABAD BANK	1179042	1.31	0	0	0	0.00	0.00%
10	INDIAN OVERSEAS BANK	1027993	1.14	0	0	0	0.00	0.00%
	TOTAL	50477380	56.22	0	0	0	0.00	0.00%

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		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				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 LIMITED	25059881	27.91	0	0	0	0.00	0.00%
2	ICICI BANK LTD	5971979	6.65	0	0	0	0.00	0.00%
3	SNR INVESTMENTS PVT LTD	5250000	5.85	0	0	0	0.00	0.00%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	5.85	0	0	0	0.00	0.00%
	TOTAL	41531860	46.26	0	0	0	0.00	0.00%

For L&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



G. VENKATESWAR REDDY
COMPANY SECRETARY

(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 (I)(a) above}
1	SBG PROJECTS INVESTMENTS LIMITED	6169000	6.87
TOTAL		6169000	6.87

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED




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(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
<p style="font-size: 2em; margin: 0;">NIL</p>				

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED


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(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D)(a) above}
				

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED


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