

April 11, 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, 5<sup>th</sup> Floor,  
Bandra Kurla Complex,  
Bandra(East), Mumbai-400 051.  
Tel:022 – 26598235, Fax-26598237/38

**Scrip Code: 532907**

**Scrip Code: MAYTASINFR**

Dear Sir/Madam,

**Sub: Shareholding Pattern for the quarter ended March 31, 2012**

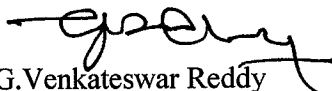
**Ref: Clause 35 of the Listing Agreement**

With reference to the above subject please find enclosed Shareholding Pattern, as per Clause 35 of the Listing Agreement, for the quarter ended March 31, 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)**

<b>Name of the Company: IL&amp;FS Engineering and Construction Company Limited</b>			
<b>Scrip Code, Name of the scrip, class of security: 532907, ILFSENGG,</b>			
<b>Shareholding pattern as on 31.03.2012</b>			
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoter group			0
Held by public			0
<b>Total - D</b>	<b>0</b>		<b>0</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities (Refer Note:1)</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities (Refer Note:2)</b>
Held by promoter/promoter group		0	0
Held by public	11485452	100	12.93
<b>Total - E</b>	<b>11485452</b>	<b>100</b>	<b>12.93</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group			0
Held by public			0
<b>Total - F</b>	<b>0</b>		<b>0</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Refer Note:1)</b>	<b>88855477</b>		

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) <sup>1</sup>	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
<b>(A)</b>	<b>Shareholding of Promoter and</b>							
<b>1</b>	<b>Indian</b>							
(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	34.56	34.56	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		
	<b>Sub Total(A)(1)</b>	<b>4</b>	<b>26742631</b>	<b>26742631</b>	<b>34.56</b>	<b>34.56</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>							
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	Any Others(Specify)				0.00	0.00		
d-i					0.00	0.00		
d-ii					0.00	0.00		
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	
	<b>Total Shareholding of Promoter and</b>	<b>4</b>	<b>26742631</b>	<b>26742631</b>	<b>34.56</b>	<b>34.56</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(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	87047	87047	0.11	0.11		
(g)	Foreign Venture Capital Investors				0.00	0.00		
(h)	Any Other (specify)				0.00	0.00		
(h-i)					0.00	0.00		
(h-ii)					0.00	0.00		
	<b>Sub-Total (B)(1)</b>	<b>14</b>	<b>3167895</b>	<b>3167895</b>	<b>4.09</b>	<b>4.09</b>		
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	595	37666914	37666914	48.68	48.68		
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	37003	3813729	3812123	4.93	4.93		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	68	5741957	2929957	7.42	7.42		
(c)	Any Other (specify)							
(c-i)	Clearing Members	68	33922	33922	0.04	0.04		
(c-ii)	Non Resident Indians	280	197725	197725	0.26	0.26		
(c-iii)	Trusts	4	5252	5252	0.01	0.01		
	<b>Sub-Total (B)(2)</b>	<b>38018</b>	<b>47459499</b>	<b>44645893</b>	<b>61.34</b>	<b>61.34</b>		
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>38032</b>	<b>50627394</b>	<b>47813788</b>	<b>65.44</b>	<b>65.44</b>		
	<b>TOTAL (A)+(B)</b>	<b>38036</b>	<b>77370025</b>	<b>74556419</b>	<b>100.00</b>	<b>100.00</b>		
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
1	Promoter and Promoter Group				0	0.00		
2	Public				0	0.00		
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>38036</b>	<b>77370025</b>	<b>74556419</b>	<b>100</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

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.65.30/- (being the closing market price on NSE as on March 30, 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>

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



G. VENKATESWAR REDDY  
COMPANY SECRETARY

(D)(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	As a % of grand total (A)+(B)+(C) of sub-clause (f)(a)	Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	
	(ii)	(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(vii)	(ix)	(x)	(xi)	(xii)
1	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	13245250	17.12		0.00					14.91%
2	IL & FS FINANCIAL SERVICES LTD	10616382	13.72		0.00					11.95%
3	IL AND FS FINANCIAL SERVICES LTD	2879999	3.72		0.00					3.24%
4	IL AND FS FINANCIAL SERVICES LTD	1000	0.00		0.00					0.00%
	<b>TOTAL</b>	<b>26742631</b>	<b>34.56</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>30.10%</b>

(\*) 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 (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		28.20%
2	ICICI BANK LTD	1161052	1.50		4449923	38.74		6.31%
3	SNR INVESTMENTS PVT LTD	5250000	6.79		0	0.00		5.91%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	6.79		0	0.00		5.91%
5	IDBI BANK	399170	0.52		1403063	12.22		2.03%
6	STATE BANK OF INDIA	371228	0.48		1415008	12.32		2.01%
7	B TEJA RAJU	1490000	1.93		0	0.00		1.68%
8	STATE BANK OF HYDERABAD	270637	0.35		1073660	9.35		1.51%
9	ALLAHABAD BANK	240300	0.31		868300	7.56		1.25%
10	INDIAN OVERSEAS BANK	213423	0.28		753446	6.56		1.09%
<b>TOTAL</b>		<b>39492268</b>	<b>51.04</b>	<b>0</b>	<b>9963400</b>	<b>86.75</b>		<b>55.66%</b>

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



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COMPANY SECRETARY

**(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	0	28.20%
2	ICICI BANK LTD	1161052	1.50		4449923	38.74	4449923	6.31%
3	SNR INVESTMENTS PVT LTD	5250000	6.79		0	0.00	0	5.91%
4	VEEYES INVESTMENTS PRIVAT	5250000	6.79		0	0.00	0	5.91%
<b>TOTAL</b>		<b>36720933</b>	<b>47.46</b>	<b>0</b>	<b>4449923</b>	<b>38.74</b>	<b>4449923</b>	<b>46.33%</b>

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

  
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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 (D)(a) above}
1	SBG PROJECTS INVESTMENTS LIMITED	6169000	7.97
2	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	8693000	11.24
<b>TOTAL</b>		<b>14862000</b>	<b>19.21</b>

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED



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COMPANY SECRETARY





