

January 13, 2015

To

The Secretary  
The 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, 5<sup>th</sup> 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, 2014**

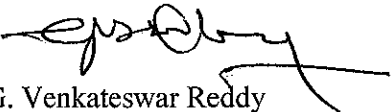
**Ref: Clause 35 (b) and of the Listing Agreement**

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, 2014.

This is for your kind information and record.

Thanking You,

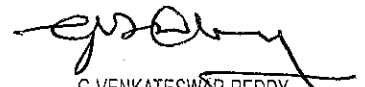
Yours faithfully,  
for IL&FS Engineering and Construction Company Limited

  
G. Venkateswar Reddy  
Company Secretary

**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, IL&amp;FSENGG, Equity</b>			
<b>Shareholding pattern for the quarter ended 31.12.2014</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 - A</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	0		0
<b>Total - B</b>	<b>0</b>		<b>0.00</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		0
Held by public	0		0
<b>Total - C</b>	<b>0</b>		<b>0</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b>	<b>89857743</b>		

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

  
**G.VENKATESWAR REDDY**  
 COMPANY SECRETARY

**Statement Showing Shareholding Pattern for the quarter ended December 31, 2014**

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)	As a percentage of (A+B+C)	Number of shares	As a percentage
			(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
(A)	<b>Shareholding of Promoter and Promoter Group</b>							
1	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family		0	0	0.00	0.00	0	0.00
(b)	Central Government/ State Government(s)		0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	4	26742631	26742631	29.76	29.76	0	0.00
(d)	Financial Institutions/ Banks		0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)		0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	4	<b>26742631</b>	<b>26742631</b>	<b>29.76</b>	<b>29.76</b>	<b>0</b>	<b>0.00</b>
2	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
e	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	0	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	4	<b>26742631</b>	<b>26742631</b>	<b>29.76</b>	<b>29.76</b>	<b>0</b>	<b>0.00</b>
(B)	<b>Public shareholding</b>							
1	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	2	200638	200638	0.22	0.22		
(b)	Financial Institutions / Banks	12	15076881	15076881	16.78	16.78		
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	0	0	0	0.00	0.00		
(f)	Foreign Institutional Investors	1	360	360	0.00	0.00		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B)(1)</b>	15	<b>15277879</b>	<b>15277879</b>	<b>17.00</b>	<b>17.00</b>		

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<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	518	37412072	37412072	41.64	41.64		
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	31689	4032168	4030937	4.49	4.49		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	72	6139192	3327192	6.83	6.83		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (specify)							
(d-i)	Clearing Members	61	30949	30949	0.03	0.03		
(d-ii)	Non Resident Indians	223	217834	217834	0.24	0.24		
(d-iii)	Trusts	3	5018	5018	0.01	0.01		
	<b>Sub-Total (B)(2)</b>	<b>32566</b>	<b>47837233</b>	<b>45024002</b>	<b>53.24</b>	<b>53.24</b>		
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>32581</b>	<b>63115112</b>	<b>60301881</b>	<b>70.24</b>	<b>70.24</b>		
	<b>TOTAL (A)+(B)</b>	<b>32585</b>	<b>89857743</b>	<b>87044512</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</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	0	0	0.00	0	0.00
2	Public				0	0.00	0	0.00
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>32585</b>	<b>89857743</b>	<b>87044512</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

\* The Company had received a disclosure from Infrastructure Leasing and Financial Services Limited in terms of Regulation 31(1) and 31(2) of Securities Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011 stating that the charge over their investment in shares of the Company was released. Accordingly, the number of shares encumbered have been shown as "NIL"

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

  
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(I)(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	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)	(VIII)	(IX)	(X)	(XI)	(XII)
	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	13245250	14.74	0	0.00	0.00					0.00%
2	IL & FS FINANCIAL SERVICES LTD	10616382	11.81	0	0.00	0.00					0.00%
3	IL AND FS FINANCIAL SERVICES LTD	2879999	3.21	0	0.00	0.00					0.00%
4	IL AND FS FINANCIAL SERVICES LTD	1000	0.00	0	0.00	0.00					0.00%
	<b>TOTAL</b>	<b>26742631</b>	<b>29.76</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>		<b>0</b>		<b>0.00%</b>

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

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**(I)(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 (I)(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 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	27.89	0	0.00	0	0.00	0.00%
2	ICICI BANK LTD	5971979	6.65	0	0.00	0	0.00	0.00%
3	SNR INVESTMENTS PVT LTD	5250000	5.84	0	0.00	0	0.00	0.00%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	5.84	0	0.00	0	0.00	0.00%
5	IDBI BANK	1916057	2.13	0	0.00	0	0.00	0.00%
6	STATE BANK OF INDIA	1901029	2.12	0	0.00	0	0.00	0.00%
7	B TEJA RAJU	1490000	1.66	0	0.00	0	0.00	0.00%
8	STATE BANK OF HYDERABAD	1431399	1.59	0	0.00	0	0.00	0.00%
9	ALLAHABAD BANK	1179042	1.31	0	0.00	0	0.00	0.00%
10	INDIAN OVERSEAS BANK	1027993	1.14	0	0.00	0	0.00	0.00%
	<b>TOTAL</b>	<b>50477380</b>	<b>56.17</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

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**(I)(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 (I)(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	27.89	0	0.00	0	0.00	0.00%
2	ICICI BANK LTD	5971979	6.65	0	0.00	0	0.00	0.00%
3	SNR INVESTMENTS PVT LTD	5250000	5.84	0	0.00	0	0.00	0.00%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	5.84	0	0.00	0	0.00	0.00%
	<b>TOTAL</b>	<b>41531860</b>	<b>46.22</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

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(I)(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}
<b>NIL</b>			

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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}
<b>NIL</b>				

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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 (I)(a) above}
<b>NIL</b>				

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