

Compliance Report on Corporate Governance

1. Name of Listed Entity: IL&FS Engineering and Construction Company Limited

2. Quarter ending: March 31, 2017

Composition of Board of Directors									
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/ Non-Executive/in dependent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Ramchand Karunakaran	AAAPR4142A	00051769	Chairman/ Non-Executive	29/09/2009	-	3	2	1
Mr	Mukund Gajanan Sapre	AAFPS8980G	00051841	Managing Director/ Executive	07/10/2016	-	2	4	0
Mr	Saleh Mohammed A Binladen	NA	03604752	Non – Executive	13/09/2011	-	1	0	0
Mr	Akberali Mohemedali Moawalla	NA	01450209	Non-Executive/ Alternate Director	12/02/2015	-	1	0	0



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Mr	Ganapathi Ramachandran	AAAPG5247K	00210 430	Non Executive/ Independent Director	06/10/2016	5 Months 26 days	4	9	0
Ms	Sutapa Banerjee	AGBPB6003B	02844 650	Non Executive/ Independent Director	06/10/2016	5 Months 26 days	2	6	1
Mr	Rajiv Sarin	AOXPS7705M	05351 721	Non Executive/ Independent Director	06/10/2016	5 Months 26 days	1	1	1
Mr	Bhaskar Chatterjee	AAKPC3704D	01433 538	Non Executive/ Independent Director	02/11/2016	5 Months	1	0	0
Mr	Debabrata Sarkar	AISPS8116R	025026 18	Non Executive/ Independent Director	11/08/2016	7 Months 21 days	2	8	3
Mr	Ahmad Mohamad Dabbous ¹	NA	036259 74	Non- Executive	06/10/2016 (Appointment) 28/03/2017 (Cessation)	-	1	0	0

1 Mr Ahmad Mohamad Dabbous (DIN: 03625974) has resigned from the Board of Directors of the Company wef March 28, 2017

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



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II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Debabrata Sarkar	Chairperson/Non-Executive/Independent Director
	Ganapathi Ramachandran	Non-Executive/Independent Director
	Sutapa Banerjee	Non-Executive/Independent Director
	Mukund Gajanan Sapre	Managing Director/Executive Director
2. Nomination & Remuneration Committee	Ganapathi Ramachandran	Chairperson /Non-Executive/Independent Director
	Debabrata Sarkar	Non-Executive/Independent Director
	Rajiv Sarin	Non-Executive/Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders' Relationship Committee	Rajiv Sarin	Chairperson /Non-Executive/Independent Director
	Mukund Gajanan Sapre	Managing Director/Executive Director

\$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 6, 2016 November 2, 2016	February 10, 2017	99



A handwritten signature in blue ink, appearing to be "Sudhakar".

IV. Meeting of Committees			
Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 10, 2017 March 14, 2017	Yes, all members were present	November 2, 2016	99
Nomination and Remuneration Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
October 6, 2016 November 2, 2016	Yes, all members were present	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance status (Yes/No/NA)refer note below</i>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	



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Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee: **Yes**
 - b. Nomination & remuneration committee: **Yes**
 - c. Stakeholders relationship committee: **Yes**
 - d. Risk management committee: **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
5. (a) This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: **Yes**
(b) Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**


Sushil Dudeja

Company Secretary and Compliance Officer

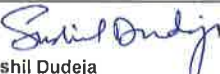
DATE: APRIL 12, 2017

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Compliance Report on Corporate Governance for the financial year ended March 31, 2017

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	
	<i>(Yes/No/NA) refer note</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status
		<i>(Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes
<i>Minimum Information</i>	<i>17(7)</i>	Yes
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes
<i>Composition of nomination & remuneration committee</i>	<i>19(1) & (2)</i>	Yes
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1) & (2)</i>	Yes
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	NA
<i>Vigil Mechanism</i>	<i>22</i>	Yes
<i>Policy for related party Transaction</i>	<i>23(1),(5),(6),(7) & (8)</i>	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes
<i>Approval for material related party transactions</i>	<i>23(4)</i>	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) & (6)</i>	Yes
<i>Maximum Directorship & Tenure</i>	<i>25(1) & (2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3) & (4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) & 26(5)</i>	Yes
Note		
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2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
 Sushil Dudeja Company Secretary and Compliance Officer		

DATE: APRIL 12, 2017

