

April 8, 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 March 31, 2015**

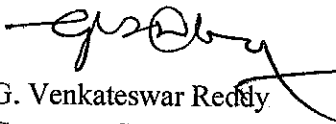
**Ref: Clause 35 (b) and of the Listing Agreement**

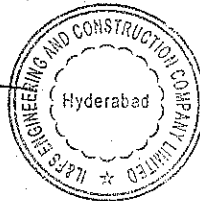
With reference to the above subject, please find enclosed Shareholding Pattern as per Clause 35 (b) of the Listing Agreement, for the quarter ended March 31, 2015.

This is for your kind information and record.

Thanking You,

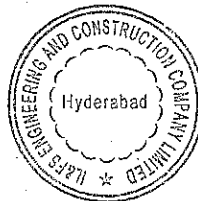
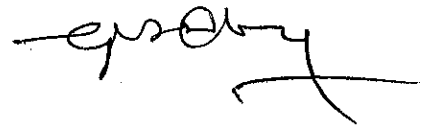
Yours faithfully,  
for IL&FS Engineering and Construction Company Limited

  
G. Venkateswar Reddy  
Company Secretary



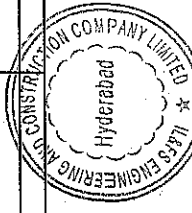
**Introductory sub-table (I)(a)**

<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 as on March 31, 2015</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</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</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>112122818</b>		

Statement Showing Shareholding Pattern as on March 31, 2015

Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)				Shares Pledged or otherwise encumbered		
			Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Number of shares	As a percentage	
			(IV)	(V)	As a percentage of(A+B)	(A+B+C)			
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100	
(A)	Shareholding of Promoter and Promoter Group								
1	Indian								
(a)	Individuals/ Hindu Undivided Family		0	0	0.00	0.00	0	0.00	0.00
(b)	Central Government/ State Government(s)		0	0	0.00	0.00	0	0.00	0.00
(c)	Bodies Corporate	4	36538477	36538477	32.59	32.59	0	0.00	0.00
(d)	Financial Institutions/ Banks		0	0	0.00	0.00	0	0.00	0.00
(e)	Any Others(Specify)		0	0	0.00	0.00	0	0.00	0.00
	Sub Total(A)(I)	4	36538477	36538477	32.59	32.59	0	0.00	0.00
2	Foreign								
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00	0.00
e	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00	0.00
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(I)+(A)(2)	4	36538477	36538477	32.59	32.59	0	0.00	0.00
(B)	Public shareholding								
I	Institutions								
(a)	Mutual Funds/ UTI	1	120000	120000	0.11	0.11			
(b)	Financial Institutions / Banks	13	13895921	13895921	12.39	12.39			
(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			
	Sub-Total (B)(I)	15	14016281	14016281	12.50	12.50			



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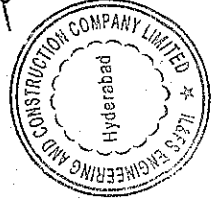
<b>B 2</b>	<b>Non-institutions</b>								
(a)	Bodies Corporate	571	49081480	49081480	43.77	43.77			
(b)	Individuals								
<b>I</b>	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	33873	5422671	5421440	4.84	4.84			
<b>II</b>	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	104	6474922	3662922	5.77	5.77			
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00			
(d)	Any Other (specify)								
(d-i)	Clearing Members	117	126367	126367	0.11	0.11			
(d-ii)	Non Resident Indians	279	457620	457620	0.41	0.41			
(d-iii)	Trusts	2	5000	5000	0.00	0.00			
	<b>Sub-Total (B)(2)</b>	<b>34946</b>	<b>61568060</b>	<b>58754829</b>	<b>54.91</b>	<b>54.91</b>			
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>34961</b>	<b>75584341</b>	<b>72771110</b>	<b>67.41</b>	<b>67.41</b>			
	<b>TOTAL (A)+(B)</b>	<b>34965</b>	<b>112122818</b>	<b>109309587</b>	<b>100.00</b>	<b>100.00</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	0.00	0.00			0.00
2	Public	0	0	0	0.00	0.00			0.00
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>			<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>34965</b>	<b>112122818</b>	<b>109309587</b>	<b>100.00</b>	<b>100.00</b>			<b>0.00</b>

Note: The Company has allotted 2,12,74,442 equity shares of Rs. 10/- on preferential basis on March 13, 2015 to

1. Infrastructure Leasing and Financial Services Limited; 2. IL&FS Financial Services Limited; and 3. SBG Projects Investments Limited

Further the Company has allotted 5,58,427 equity shares of Rs.10/- each to employees under Employee Stock Option Scheme 2009 on March 23, 2015.

The above shares shall be credited in the respective demat accounts of allottees directly upon receipt of necessary approvals from stock exchanges. Pending the approvals, the said shares were shown in demat column.

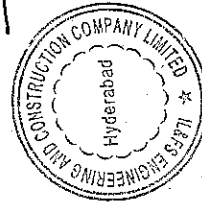
  


(D)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

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
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage (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	As a % of total number of convertible securities of the same class	
	(ii)	(i)	(v)	(vi)=(v)/(ii)*100	(vii)	(ix)	(x)	(xi)	(xii)	
1	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	18096995	16.14	0	0.00	0	0	0	0.00%	
2	IL & FS FINANCIAL SERVICES LTD	15560483	13.88	0	0.00	0	0	0	0.00%	
3	IL AND FS FINANCIAL SERVICES LTD	2879999	2.57	0	0.00	0	0	0	0.00%	
4	IL AND FS FINANCIAL SERVICES LTD	1000	0.00	0	0.00	0	0	0	0.00%	
	<b>TOTAL</b>	<b>36538477</b>	<b>32.59</b>	<b>0</b>	<b>0.00</b>	<b>0</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

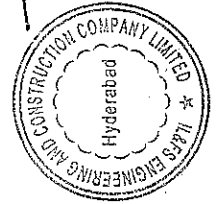
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**(D)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

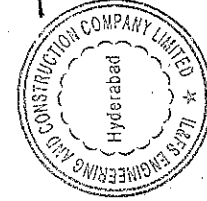
Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (D)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion 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	36338477	32.59	0	0.00	0	0.00	0.00%
2	ICICI BANK LTD	5971979	5.33	0	0.00	0	0.00	0.00%
3	SNR INVESTMENTS PVT LTD	5250000	4.68	0	0.00	0	0.00	0.00%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	4.68	0	0.00	0	0.00	0.00%
5	STATE BANK OF INDIA	1901029	1.70	0	0.00	0	0.00	0.00%
6	IDBI BANK LIMITED	1642638	1.47	0	0.00	0	0.00	0.00%
7	B TEJA RAJU	1490000	1.33	0	0.00	0	0.00	0.00%
8	STATE BANK OF HYDERABAD	1431399	1.28	0	0.00	0	0.00	0.00%
9	ALLAHABAD BANK	1179042	1.05	0	0.00	0	0.00	0.00%
	<b>TOTAL</b>	<b>60654564</b>	<b>54.10</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

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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 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	36538477	32.59	0	0.00	0	0.00	0.00%
2	ICICI BANK LTD	5971979	5.33	0	0.00	0	0.00	0.00%
	<b>TOTAL</b>	<b>42510456</b>	<b>37.91</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>

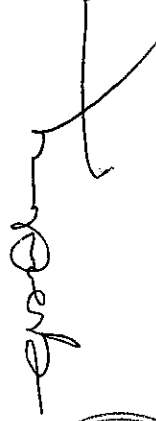
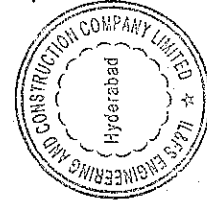


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**(D)(d) Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	Number of locked-in shares (Refer Note below)	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	Infrastructure Leasing and Financial Services Limited	18096995	16.14
2	IL & FS Financial Services Limited	15560483	13.88
3	IL and FS Financial Services Limited	2879999	2.57
4	IL and FS Financial Services Limited	1000	0
5	SBG Projects Investments Limited	36538477	32.59
	<b>Total</b>	<b>73076954</b>	<b>65.18</b>

Note: The aforementioned shareholders were allotted equity shares on March 13, 2015 on preferential basis as per SEBI (ICDR) Regulations 2009. The Entire pre-preferential holding was kept under lock-in as per Regulation 78(6) of the said Regulations. Further, the shares allotted under preferential allotment are subject to lock-in in terms of Regulations 78(1) and 78(2) of the SEBI (ICDR) Regulations.

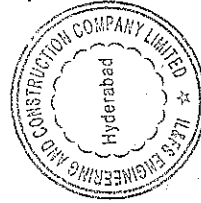





**(II)(a) Statement showing details of Depository Receipts (DRs)**

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>				

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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}
<p style="font-size: 2em; margin: 0;">NIL</p>				

*[Handwritten Signature]*

