

November 19, 2019

To

The General Manager
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 532907

To

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Scrip Code: IL&FSENGG

Dear Sir/Madam,


Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2019

Pursuant to SEBI Circular dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached herewith, the Annual Secretarial Compliance Report of IL&FS Engineering and Construction Company Limited issued by RPR & Associates, Practicing Company Secretary, for the financial year 2018-19.

Kindly take this on record

Thanking you,

Yours faithfully
For IL&FS Engineering and Construction Company Limited


J Veerraju
Company Secretary





**Annual Secretarial Compliance Report of
M/s. IL&FS Engineering and Construction Company Limited
for the year ended 31.03.2019**

(Pursuant to circular dated 8th February, 2019 issued by SEBI)

We, M/s. RPR and Associates, Company Secretaries, Hyderabad, have examined:

(a) all the documents and records made available to us and explanation provided by M/s. **IL&FS Engineering and Construction Company Limited (IECCL)** (CIN:L45201TG1988PLC008624) having its registered office at 8-2-120/113, Block B, 1st Floor, Sanali Info Park, Road No. 2, Banjara Hills, Hyderabad – 500 034, (“the listed entity”);

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) website of the listed entity; and

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification/report,

for the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

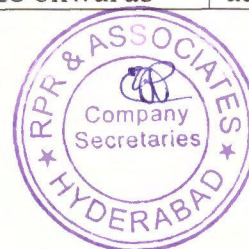
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No	Compliance Requirement (Regulations/ circulars / Guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Submission of Financial Results under Regulation 33 of SEBI LODR	Not submitted the unaudited financial results for the quarters ended Sept, 18 and Dec, 2018 and audited financial results for the year ended 31.03.2019	Pending as on the date of this report.
2	One woman director on the Board of Directors under Regulation 17 of SEBI LODR	Non appointment of woman director	Exemption Received from National Company Law Tribunal (NCLT) vide its order dated 26.04.2019
3	Constitution of Audit Committee under Regulation 18 of SEBI LODR	These Committees were not in existence from October, 2018 to March, 2019.	All the Committees have been reconstituted on April 4, 2019 without independent directors. However, the requirement of appointment of independent directors was exempted by NCLT vide its order dated 26.04.2019
4	Constitution of Nomination and Remuneration Committee under Regulation 19 of SEBI LODR		
5	Constitution of Stakeholders Relationship Committee under Regulation 20 of SEBI LODR		
6	Appointment of Independent Directors under Regulation 17 of SEBI LODR	Independent directors were not appointed from October, 2018 onwards	Exemption Received from NCLT vide order dated 26.04.2019



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;

(c) During the Review Period, certain companies/entities of the IL&FS Group began to default on their debt obligations during the second quarter of Financial Year 2018-19. Considering the impact, the Government of India petitioned the National Company Tribunal (NCLT) under Section 241 & 242 of the Companies Act, 2013 to replace the IL&FS Board of Directors. The NCLT, in its order on October 1, 2018 suspended the Board of IL&FS with a new Board, with members nominated by Government of India. The Government of India also initiated an investigation into the affairs of IL&FS through the Serious Fraud Investigation Office and the Enforcement Directorate.

(d) During the year, all the KMPs, namely Managing Director, Chief Financial Officer and Company Secretary had left the Company. They have been suitably replaced by appointing new KMPs except the Managing Director. All directors had resigned and the new directors have been appointed on the Board. M/s. BSR & Associates LLP, one of the statutory auditors of the Company, who were required to audit the financial statements of the Company for the year ended 31st March 2019 had resigned as statutory auditors of the Company in July 2019 and the audited financial statements for the year ended 31st March 2019 have not been approved by the Board of Directors within the due date stipulated under the SEBI (LODR) Regulations and the Companies Act, 2013.

Place: Hyderabad
Date: 19.11.2019.

UDIN: F005783A000267616



For RPR & ASSOCIATES
Company Secretaries

R Reddy

Y Ravi Prasada Reddy
Proprietor

FCS No. 5783, C P No. 5360