

**Registered Office**

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March 16, 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 as on March 13, 2015**

**Ref: Clause 35 (c) of the Listing Agreement**

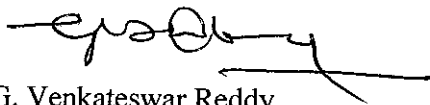
This is to inform that, the Company had allotted 2,12,74,442 equity shares on March 13, 2015 resulting in change of Shareholding.

In this context, please find enclosed Shareholding Pattern as per Clause 35 (c) of the Listing Agreement, as on March 13, 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

**Statement Showing Shareholding Pattern as on March 13, 2015**

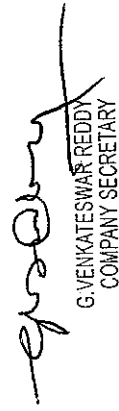
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)			Shares Pledged or otherwise encumbered		
			Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares	Number of shares	As a percentage	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family		0	0	0.00	0	0.00	
(b)	Central Government/ State Government(s)		0	0	0.00	0	0.00	
(c)	Bodies Corporate	4	36538477	36538477	32.75	0	0.00	
(d)	Financial Institutions/ Banks		0	0	0.00	0	0.00	
(e)	Any Others(Specify)		0	0	0.00	0	0.00	
	<b>Sub Total(A)(1)</b>	<b>4</b>	<b>36538477</b>	<b>36538477</b>	<b>32.75</b>	<b>0</b>	<b>0.00</b>	
<b>2</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0.00	
b	Bodies Corporate	0	0	0	0.00	0	0.00	
c	Institutions	0	0	0	0.00	0	0.00	
d	Qualified Foreign Investor	0	0	0	0.00	0	0.00	
e	Any Others(Specify)	0	0	0	0.00	0	0.00	
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</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>	<b>4</b>	<b>36538477</b>	<b>36538477</b>	<b>32.75</b>	<b>0</b>	<b>0.00</b>	
<b>(B)</b>	<b>Public shareholding</b>							
<b>I</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	2	120616	120616	0.11	0	0.00	
(b)	Financial Institutions / Banks	13	13925501	13925501	12.48	0	0.00	
(c)	Central Government/ State Government(s)	0	0	0	0.00	0	0.00	
(d)	Venture Capital Funds	0	0	0	0.00	0	0.00	
(e)	Insurance Companies	0	0	0	0.00	0	0.00	
(f)	Foreign Institutional Investors	1	360	360	0.00	0	0.00	
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0.00	
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0.00	
(i)	Any Other (specify)	0	0	0	0.00	0	0.00	
	<b>Sub-Total (B)(1)</b>	<b>16</b>	<b>14046477</b>	<b>14046477</b>	<b>12.59</b>	<b>0</b>	<b>0.00</b>	

  
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 FOR IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

<b>B 2</b>	<b>Non-institutions</b>								
(a)	Bodies Corporate	652	49419184	49419184	44.30	44.30			
(b)	Individuals								
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	33165	4819077	4817846	4.32	4.32			
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.								
(c)	Qualified Foreign Investor	87	6043026	3231026	5.42	5.42			
(d)	Any Other (specify)	0	0	0	0.00	0.00			
(d-i)	Clearing Members	132	224259	224259	0.20	0.20			
(d-ii)	Non Resident Indians	278	468891	468891	0.42	0.42			
(d-iii)	Trusts	2	5000	5000	0.00	0.00			
	<b>Sub-Total (B)(2)</b>	<b>34316</b>	<b>60979437</b>	<b>58166206</b>	<b>54.66</b>	<b>54.66</b>			
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>34332</b>	<b>75025914</b>	<b>72212683</b>	<b>67.25</b>	<b>67.25</b>			
	<b>TOTAL (A)+(B)</b>	<b>34336</b>	<b>111564391</b>	<b>108751160</b>	<b>100.00</b>	<b>100.00</b>			<b>0.00</b>
(C)	<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				0.00	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>34336</b>	<b>111564391</b>	<b>108751160</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/- each to 1. Infrastructure Leasing and Financial Services Limited, 2. IL&FS Financial Services Limited and 3. SBG Projects Investments Limited on preferential basis on March 13, 2015. These shares shall be credited in the respective demat accounts directly upon receipt of necessary approvals from stock exchanges. Pending the approvals, these were shown in demat column. These shares are also subject to lock-in requirements as per SEBI (ICDR) Regulations, 2009.

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**(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 (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (D)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	
	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
1	INFRASTRUCTURE LEASING AND FINANCIAL SERVICES LTD	18996995	16.22	0	0.00	0.00	0	0		0.00%
2	IL & FS FINANCIAL SERVICES LTD	15560483	13.95	0	0.00	0.00	0			0.00%
3	IL AND FS FINANCIAL SERVICES LTD	2879999	2.58	0	0.00	0.00	0			0.00%
4	IL AND FS FINANCIAL SERVICES LTD	1000	0.00	0	0.00	0.00	0			0.00%
	<b>TOTAL</b>	<b>36538477</b>	<b>32.75</b>	<b>0</b>	<b>0.00</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 (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	36538477	32.75	0	0.00	0	0.00	0.00%
2	ICICI BANK LTD	5971979	5.35	0	0.00	0	0.00	0.00%
3	SNR INVESTMENTS PVT LTD	5250000	4.71	0	0.00	0	0.00	0.00%
4	VEEYES INVESTMENTS PRIVATE LIMITED	5250000	4.71	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	1.34	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	1.06	0	0.00	0	0.00	0.00%
10	B RAMALINGA RAJU HUF	662500	0.59	0	0.00	0	0.00	0.00%
	<b>TOTAL</b>	<b>61317064</b>	<b>54.96</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 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	36538477	32.75	0	0.00	0	0.00	0.00%
2	ICICI BANK LTD	5971979	5.35	0	0.00	0	0.00	0.00%
	<b>TOTAL</b>	<b>42510456</b>	<b>38.10</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00%</b>


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**(D)(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	Infrastructure Leasing Financial Services Limited	18096995	16.22
2	IL & FS Financial Services Limited	18441482	16.53
3	SBG Projects Investments Limited	36538477	32.75
	<b>Total</b>	<b>73076954</b>	<b>65.50</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}
<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><b>Nil</b></p>				

For IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

*[Signature]*  
 G. VENKATESWAR REDDY  
 COMPANY SECRETARY