

March 27, 2017

**General Manager,**  
Listing Department,  
BSE Limited,  
P.J. Tower, Dalal Street,  
Mumbai 400 001  
Fax Nos: 022- 22722037/39/41/61  
022-22723121/3719/1278/1557/  
3354 /3577

**Vice President,**  
Listing Department,  
National Stock Exchange of India Limited  
'Exchange Plaza', Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Fax Nos. 022-26598237/38,  
022-26598347/48

**Scrip Code No: 532907**

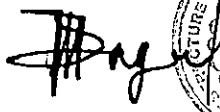
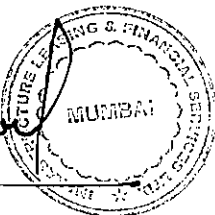
**Scrip Code : IL&FSENGG**

Dear Sirs,

**Re: Disclosures under Regulation 29(2) of SEBI  
(Substantial Acquisition of Shares and Takeovers)  
Regulations, 2011 – Annexure-2**

Please find enclosed the disclosure in Form Annexure-2, dated March 27, 2017 in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 intimating the change in shareholding of IL&FS in IL&FS Engineering & Construction Company Limited (IECCL) pursuant to allotment of 4,981,203 equity shares under the Preferential Issue by IECCL on March 24, 2017

Sincerely

**Avinash Bagul**  
Chief Operating Officer &  
Company Secretary

Encl: a/a

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	IL&FS Engineering and Construction Company Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer</u> Infrastructure Leasing and Financial Services Limited (IL&FS)  <u>Persons Acting in Concert</u> IL&FS Financial Services Limited (IFIN)		
Whether the acquirer belongs to Promoter/Promoter_group	Yes, Promoter and Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE Limited 2. National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total Diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	IL&FS – 22,505,040	18.57	18.57
	IFIN – 22,933,437	18.93	18.93
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-		
c) Voting rights (VR) otherwise than by shares	-		



d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	IL&FS – 22,505,040	18.57	18.57
	IFIN – 22,933,437	18.93	18.93
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	IL&FS – 4,981,203	2.39	2.39
	IFIN – 4,981,204	2.36	2.36
b) Voting Rights acquired /sold otherwise than by shares)	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) Acquired/Sold	-	-	-
d) Shares encumbered / invoked/ released by the acquirer	-	-	-
e) Total (a+b+c+d) #	IL&FS – 4,981,203	2.39	2.39
	IFIN – 4,981,204	2.36	2.36
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	IL&FS – 27,486,243	20.96	20.96
	IFIN – 27,914,641	21.29	21.29
b) Shares encumbered with the acquirer	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-

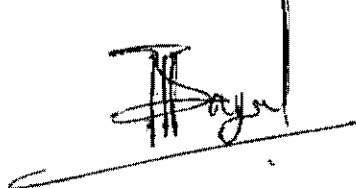
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-		
e) Total (a+b+c+d)	IL&FS – 27,486,243	20.96	20.96
	IFIN – 27,914,641	21.29	21.29
Mode of acquisition / sale (e.g. open market /off-market/public issue/rights issue / preferential allotment / inter-se transfer etc).	Preferential Allotment		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 24, 2017		
Equity share capital / total voting capital of the TC before the said acquisition / sale	121,158,671 Shares		
Equity share capital / total voting capital of the TC after the said acquisition / sale	131,121,078 Shares		
Total diluted share/voting capital of the TC after the said acquisition	131,121,078 Shares		

(\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

# The percentage depicted viz., 2.39% and 2.36%, of IL&FS and IFIN respectively are the percentage acquisition as required to be computed under Regulation 3 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

For Infrastructure Leasing & Financial Services Limited



Avinash Bagul  
Chief Operating Officer &  
Company Secretary



Place: Mumbai  
Date: March 27, 2017