



INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

March 16, 2015

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: 532907Scrip 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 16, 2015 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 equity shares under the Preferential Issue by IECCL

Sincerely

Avinash Bagul
Chief Operating Officer &
Company Secretary

Encl: a/a



ANNEXURE - 2

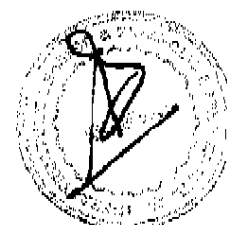
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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		
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 (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	IL&FS – 13,245,250	14.67	14.67
	IFIN – 13,497,381	14.95	14.95



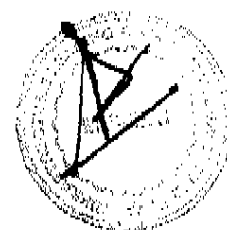


b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-		
c) Voting rights (VR) otherwise than by shares	-		
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-		
e) Total (a+b+c+d)	IL&FS – 13,245,250	14.67	14.67
	IFIN – 13,497,381	14.95	14.95
Details of acquisition/sale			
a) Shares carrying voting rights acquired/ old	IL&FS – 4,851,745	1.55	1.55
	IFIN – 4,944,101	1.58	1.58
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 – 4,851,745	1.55	1.55
	IFIN – 4,944,101	1.58	1.58





After the acquisition/sale, holding of:			
a) Shares carrying voting rights	IL&FS – 18,096,995	16.22	16.22
	IFIN – 18,441,482	16.53	16.53
b) Shares in the nature of encumbranced 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 – 18,096,995	16.22	16.22
	IFIN – 18,441,482	16.53	16.53
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 13, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	90,289,949 Shares		
Equity share capital / total voting capital of the TC after the said acquisition / sale	111,564,391 Shares		





Total diluted share/voting capital of the TC after the said acquisition	111,564,391 Shares
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(*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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 percentages depicted viz., 1.55% and 1.58%, 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

On the same date, simultaneously with this allotment, preferential allotment of 11,478,596 equity shares representing 4.996% was made to SBG Projects Investments Limited taking the total shares issued by the Target Company to 111,564,391 equity shares.

For Infrastructure Leasing & Financial Services Limited

Avinash Bagul
Chief Operating Officer &
Company Secretary



Place: Mumbai

Date: March 16, 2015