

SBG PROJECTS INVESTMENTS LIMITED

September 12, 2015

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra E, Mumbai 400 051
Tel: +91-22-26598100

Dear Sir/Madam,

SUB: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") by SBG Projects Investments Ltd ("SBG") with respect to its change in shareholding percentage in IL&FS Engineering and Construction Company Limited ("IL&FS Engineering") (Scrip Code: IL&FSENGG)

Please find attached the disclosure format as required under Regulation 29(2) of the Takeover Regulations in relation to the above caption.

Kindly note that the reduction in shareholding percentage of SBG in IL&FS Engineering from 32.55% to 30.16% (i.e. 2.39%) is not due to any acquisition/sale made by SBG, but due to an allotment of 89,00,000 equity shares of Rs. 10/- each on a preferential basis on September 8, 2015 by IL&FS Engineering to:

- (i) Infrastructure Leasing and Financial Services Limited - 44,08,045 equity shares; and
- (ii) IL&FS Financial Services Limited - 4,491,955 equity shares.

Request you to disseminate this information.
On behalf of **SBG Projects Investments Ltd,**

Name:



Designation:

Director

SBG PROJECTS INVESTMENTS LIMITED

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	SBG PROJECTS INVESTMENTS LTD ("SBG")		
Whether the acquirer belongs to Promoter / Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number of shares	% w.r.t. total share/voting 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	3,65,38,477	32.55	32.55
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
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)	Nil	Nil	Nil
e) Total (a+b+c+d)	3,65,38,477	32.55	32.55
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/sold	Nil	Nil	Nil
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
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	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	Nil	Nil	Nil

Registered Office: C/o Multiconsult Limited, Les Cascades Building, Edith Cavell Street
Port Louis, Mauritius
Fax (230) 212-5265

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After the acquisition/sale, holding of:			
a) Shares carrying voting rights	3,65,38,477	30.16	30.16
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	3,65,38,477	30.16	30.16
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	The reduction in shareholding percentage of SBG in the TC (i.e. 2.39%) is not due to any acquisition/sale by SBG, but due to an allotment of 89,00,000 equity shares of Rs. 10/- each on a preferential basis on September 08, 2015 by the TC to: (i) Infrastructure Leasing and Financial Services Limited - 44,08,045 equity shares; and (ii) IL&FS Financial Services Limited - 4,491,955 equity shares.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 8, 2015 is the date on which the aforesaid allotments took place.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	11,22,58,671 fully paid up equity shares of Rs 10/- each aggregating to Rs. 1,12,25,86,710/-.		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	12,11,58,671 fully paid up equity shares of Rs 10/- each aggregating to Rs 1,21,15,86,710/-.		
Total diluted share/voting capital of the TC after the said acquisition	-		

(*) 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.

Signature of the acquirer / Authorised Signatory



Place: **LONDON**

Date: **SEPTEMBER 12, 2015**

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