

23<sup>rd</sup> Sept-2020

To

**General Manager,**  
Listing Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**Vice President,**  
Listing Department  
**National Stock Exchange of India Ltd.**  
"Exchange Plaza" Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Scrip Code No.:** 532907

**Symbol:** IL&FSENGG

**Sub:** Delay in submission of financial results under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), by IL&FS Engineering and Construction Company Limited (the "**Company**")

**Ref:** SEBI Circular No. CIR/CFD/CMD-1/142/2018 dated November 19, 2018

This is with respect to the captioned subject.

As per Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**LODR Regulations**"), a company with its equity shares listed on a recognized stock exchange is required to *inter alia* submit its financial results on a quarterly/half yearly/ yearly basis, in the format as specified by the Securities and Exchange Board of India ("**SEBI**") and within the time-periods stipulated in the said regulation. However, due to the ongoing COVID-19 pandemic, SEBI has (pursuant to the circulars dated March 19, 2020 (read with circular of June 24, 2020) and July 29, 2020 (the "**Extension Circulars**") extended the timelines prescribed in Regulation 33 of the LODR Regulations for submission of the financial results for the quarter/ year ended March 31, 2020, to *July 31, 2020*, and for the quarter/half year/ year ended June 30, 2020 to *September 15, 2020*.

The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited, and therefore the aforesaid requirements of submission of financial results to the stock exchanges, in terms of Regulation 33 of the LODR Regulations and the Extension Circulars, are applicable to the Company.

With respect to the forgoing, we hereby submit as follows:

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1. As you would be aware and as previously informed *vide* our letter dated 3<sup>rd</sup> March-2020, pursuant to the proceedings filed by the Union of India (the “**UOI**”) under Section 241 and 242 of the Companies Act, 2013 (as amended) and rules thereunder (the “**Companies Act**”), the National Company Law Tribunal, Mumbai bench (the “**NCLT**”), by way of an order dated October 1, 2018, suspended the erstwhile board of directors of Infrastructure Leasing and Financial Services Limited (“**IL&FS**”) and re-constituted the same with persons proposed by the UOI, with additional directors being appointed subsequently pursuant to orders dated October 3, 2018 and December 21, 2018, of the NCLT (such reconstituted board, referred to as the “**New Board**”). The Company is a subsidiary of IL&FS.
2. In compliance with NCLT’s order of October 1, 2018, a Report on Progress and Way Forward (“**First Progress Report**”) was submitted by IL&FS to the UOI, acting through the Ministry of Corporate Affairs (the “**MCA**”), on October 30, 2018, and was subsequently filed by the UOI with the NCLT on October 31, 2018. The First Progress Report *inter alia* sets out the magnitude and complexity of the problem faced and the approach to be followed by the New Board towards achieving the final resolution, including listing out indicative next steps. The Second Report on Progress and Way Forward (the “**Second Progress Report**”) *inter alia* setting out the assessment and evaluation of options being considered towards achieving final resolution, certain cost optimization measures being undertaken and an assessment of liquidity measures and going concern status, was submitted to the MCA on December 2, 2018, and was subsequently filed by the MCA with NCLT on December 3, 2018. The First Progress Report and the Second Progress Report are available in the public domain.
3. Additionally, the National Company Law Appellate Tribunal, New Delhi (the “**NCLAT**”) passed an order on October 15, 2018 in respect of certain actions that cannot be taken against IL&FS and its group companies (including the Company), including, amongst others, institution or continuation of suits or any other proceedings by way party or persons or bank or company, etc, against “IL&FS” and its group companies in any court of law or tribunal and any action by any party or person or bank or company, etc. to foreclose, recover or enforce any security interest created on the assets of “IL&FS” and its group companies (the “**NCLAT Order**”). This has been done taking into consideration the nature of the case, larger public interest and economy of the nation, and interest of IL&FS and its group companies. . The aforesaid NCLAT Order with respect to the moratorium was confirmed and continued pursuant to the order, dated March 12, 2020, of the NCLAT.
4. Please also note that the NCLT passed an order dated January 1, 2019 pursuant to an application filed by the UOI under Section 130 of the Companies Act, 2013 permitting reopening and recasting of the financial accounts of (a) IL&FS; (b) IL&FS Financial Services Limited and (c) the Company, from financial year 2013 to financial year 2018.

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5. Subsequently, IL&FS submitted to the UOI : (a) the Third Progress Report on the '*Proposed Resolution Framework For IL&FS Group*' dated December 17, 2018 (the "**Initial Resolution Framework**"); and (b) the Addendum, dated January 15, 2019 to the Initial Resolution Framework (the "**First Addendum**"); and (c) the Second Addendum, dated December 5, 2019, to the Initial Resolution Framework (the "**Second Addendum**", and together with the Initial Resolution Framework and the First Addendum, the "**Resolution Framework**"), which *inter alia* set out the process to be followed for the resolution of IL&FS group entities. the Second Addendum, dated December 5, 2019, to the Initial Resolution Framework (the "**Second Addendum**", and together with the Initial Resolution Framework and the First Addendum, the "**Resolution Framework**"), which *inter alia* set out the process to be followed for the resolution of IL&FS group entities the resolution procedure for the IL&FS group, as set out by the MCA in its affidavits.
6. A report titled "*Fourth Report on Progress and Way Forward*" dated January 15, 2019 was submitted to the UOI by the New Board, which *inter alia* provides the key steps that have been taken since the Second Report till January 12, 2019.
7. Since the reconstitution of the board of directors of IL&FS, multiple changes have been implemented and steps undertaken, considering the objective of seeking a resolution to prevent any further adverse impact on financial stability. This includes changes in management, steps to control cash flows, and engaging with advisors in relation to developing plans for resolution. Thus, the Company and its management have been primarily engaged in these efforts towards implementing the objective of New Board.
8. Considering various events and circumstances (including proposed divestment and restructuring) in relation to IL&FS and its group companies (including the Company), it was/is challenging for the Company and its management to prepare and publish financial statements of the Company, within the time period(s) prescribed under Regulation 33 of the LODR Regulations, read with the Extension Circulars (as applicable). Further, considering the circumstances, the Company and its management require further time to adequately and sufficiently assess the existing issues, to review and verify the financial position of the Company, and to present the financial results.
9. In light of the aforementioned circumstances, we hereby inform that the finalization of financial results has been delayed, and hence, the Company is not / would not be in a position to submit the financial results for the previous quarter ended June 30<sup>th</sup>, 2020, within the time specified in Regulation 33 of the LODR Regulations, read with the Extension Circulars (as applicable).

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10. We also draw your attention to Clause 7 of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 and Clause 6 of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 (collectively, the “**SOP Circulars**”), which set out that –

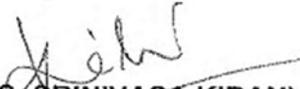
*“the recognized stock exchanges may keep in abeyance the action **or withdraw the action in specific cases where** specific exemption from compliance with the requirements under the Listing Regulations/ **moratorium on enforcement proceedings has been provided for under any Act, Court/Tribunal orders etc.**”*

11. In light of the aforesaid, including the NCLAT Order, the March 12 Order and the special circumstances of this case, as well as the aforesaid SOP Circulars, and given that there is a stay imposed by NCLAT which exists in favour of IL&FS and its group companies in relation to actions (as mentioned above) that cannot be taken against IL&FS and its group companies (including the Company), we request and urge you to not take any coercive/pecuniary actions against the Company for delay/ non-filing of the financial results within the time period specified in Regulation 33 of the LODR Regulations, read with the Extension Circulars (as applicable).
12. Therefore, in light of the above, we kindly request you to please take note of our aforesaid submissions in relation to the delays in filing of the financial results under Regulation 33 of the LODR Regulations, for the previous quarters ended June 30<sup>th</sup> 2020, and not initiate any adverse action against the Company for the aforementioned delays. We look forward to a favorable consideration given the special circumstances.

Thanking You,

Yours faithfully,

For **IL&FS Engineering and Construction Company Limited**

  
(CS. SRINIVASA KIRAN)

Company Secretary & Compliance Officer