

August 9, 2014

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&amp;FSENGG

Dear Sir(s),

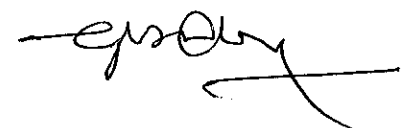
 Sub: Voting results of 25<sup>th</sup> Annual General Meeting - Reg.

Ref: Clause 35A of the Listing Agreement

 With reference to the captioned subject, please find the outcome of 25<sup>th</sup> Annual General Meeting of the Company as follows:

SI No	Description					
A	Date of AGM					
B	Total number of shareholders on record date					
C	No of shareholders present in the meeting either in person or through proxy					
	Shareholders	Present in person	Present through proxy/Authorization	Total	Shares	% to capital
	Promoter and promoter group	0	4	4	2,67,42,631	29.76
	Public	137	6	143	2,50,67,556	27.89
	Total	137	10	147	5,18,10,187	57.65
D	No. of shareholders attended the meeting through video conferencing – <b>There was no video conferencing facility.</b>					

Out of the above, votes cast by 2 shareholders holding 337 shares were declared invalid. Further, 77 shareholders holding 4204 shares did not participate in the voting.



1. Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the period ended on that date and Reports of the Board of Directors and Auditors thereon: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

2. Re-appointment of Mr. Ved Kumar Jain as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

3. Re-appointment of Mr. Anil K Agarwal as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

4. Re-appointment of Mr. El Mouhtaz El Sawaf as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

5. Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

6. Appointment of Mr. Dhananjay Narendra Mungale as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,367	300	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,13,998</b>	<b>300</b>	<b>100.00%</b>	<b>0.00%</b>

7. Appointment of M/s. S. Mahadevan & Co, Cost Accountants as cost auditors for the Financial Year 2014-15: Ordinary Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

8. Amendment of Articles of Association of the Company: Special Resolution passed by way of poll and E-voting.

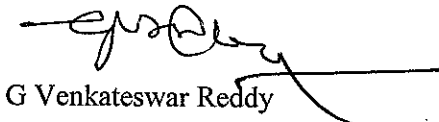
Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

9. Granting of Borrowing powers to the Board of the Company: Special Resolution passed by way of poll and E-voting.

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2,67,42,631	2,67,42,631	100%	2,67,42,631	-	100%	-
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	2,50,72,004	2,50,71,667	99.99%	2,50,71,617	50	99.99%	0.01%
<b>Total</b>	<b>5,18,14,635</b>	<b>5,18,14,298</b>	<b>100%</b>	<b>5,18,14,248</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

Thanking You,

Yours faithfully  
for IL&FS Engineering and Construction Company Limited



G Venkateswar Reddy  
Company Secretary

**CONSOLIDATED SCRUTINIZERS' REPORT**

To,

The Chairman  
M/s. IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED  
Door No. 8-2-120/113/3/4F, Sanali Info Park  
Cyber Towers, Road No 2, Banjara Hills,  
Hyderabad – 500033

We, S. S. Reddy & Associates, Practicing Company Secretaries, having office Plot No. 6-3-354/13, A1, Suryateja Apartments, Hindi Nagar, Panjagutta, Hyderabad – 500034 being appointed as the Scrutinizer by the Board of Directors of M/s. IL&FS Engineering and Construction Company Limited at their meeting held on 19<sup>th</sup> May, 2014 for the purpose of scrutinizing voting process in a fair and transparent manner in respect of below mentioned resolutions at the 25<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company held on 8<sup>th</sup> August, 2014 at 12 00 Noon at KLN Prasad Auditorium, 3<sup>rd</sup> Floor, The Federation of Andhra Pradesh Chambers of Commerce and Industry, FAPCCI House, 11-6-841, Red Hills, Hyderabad – 500004, submit my report as under:

1. In accordance with the Notice of the 25<sup>th</sup> Annual General Meeting dated 19<sup>th</sup> May, 2014 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 22<sup>nd</sup> July, 2014 in "Business Standard" in English and "Surya" in Hindi, the e-voting opened at 9 00 A.M on 2<sup>nd</sup> August, 2014 and remained open upto 6.00 P.M on 4<sup>th</sup> August, 2014.
2. The equity shareholders holding shares as on 10<sup>th</sup> July, 2014 was considered as "cut-off date" for purpose of voting on the resolutions stated in the Notice of the 25<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked and considered at 11.00 A.M on 5<sup>th</sup> August, 2014 in presence of Mr. Jogajyoti Pradhan and Mr. N. Mahender Reddy, who are not the employees of the Company.
4. The e-voting results/list of equity shareholders who have voted "For and Against" were downloaded from the evoting website of Karvy Computershare Private Limited (<http://evoting.karvy.com>) and the same are being handed over to the Chairman.


The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 9 are passed with the requisite majority, are as under:

Res No.	Particulars	Mode	Votes in		Total Shares	Votes casted	
			Favour	Against		% For	% Against
1	Adoption of Accounts as at 31.03.2014 along with Directors Report and Auditors Report	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-
2	Re-appointment of Sri. Ved Kumar Jain as a director of the Company who retires by rotation	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-
3	Re-appointment of Sri. Anil Kumar Agarwal as a director of the Company who retires by rotation	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-
4	Re-appointment of Sri. El Mouhtaz El Sawaf as a director of the Company who retires by rotation	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-
5	Appointment of S. R. Batliboi and Associates LLP as the Statutory	E-voting	8602	50	8652	99.42	0.58



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	Auditors of the Company until the conclusion of Annual General Meeting to be held for the financial year ending on 31.03.2017						
		Polling at AGM	51805646	-	51805646	100	-
6	Appointment of Sri Dhananjay Narendra Mungale as a director of the Company	E-voting	8352	300	8652	96.53	3.47
		Polling at AGM	51805646	-	51805646	100	-
7	Appointment of M/s S. Mahadevan & Co. as Cost Auditors of the Company for the financial year 2014-15	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-
8	Amendment of Articles of Association	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-
9	Increasing the limit of Borrowing powers of the Board to Rs.5000 crores	E-voting	8602	50	8652	99.42	0.58
		Polling at AGM	51805646	-	51805646	100	-

Place: Hyderabad  
Dated: 09.08.2014

For S.S. Reddy & Associates

S. Sarveswar Reddy  
Practicing Company Secretary &  
Scrutinizer for E-Voting Process  
CP No.7478

