

September 18, 2018

To

The General Manager  
BSE Limited  
P.J.Towers, Dalal Street,  
Mumbai- 400 001

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

Scrip Code: 532907

Scrip Code: IL&FSENGG

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D.No. 8-2-120/113/3  
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**Sub: Proceedings of 29<sup>th</sup> Annual General Meeting held on Monday, September 17, 2018**  
**Ref: Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Listing Requirements) Regulations, 2015 (Listing Regulations)**

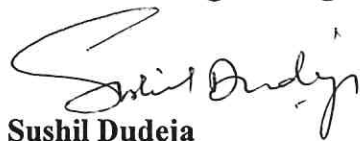
Dear Sir/ Madam,

Pursuant to Regulation 30(6) read with Part A of Schedule III of the Listing Regulations, please find enclosed the proceedings of 29<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held at 11.30 am on Monday, September 17, 2018 at the KLN Prasad Auditorium, 3<sup>rd</sup> Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, FTAPCCI House, 11-6-841, Red Hills, Hyderabad-500004

This is for your information and records

Yours Faithfully

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



**Sushil Dudeja**  
**Company Secretary**

Encl: as above



**Proceedings of 29<sup>th</sup> Annual General Meeting**

The 29<sup>th</sup> Annual General Meeting (AGM) of the Members of IL&FS Engineering and Construction Company Limited was commenced at 11.30 am on Monday, September 17, 2018 at KLN Prasad Auditorium, 3<sup>rd</sup> Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, FTAPCCI House, 11-6-841, Red Hills, Hyderabad– 500004 and concluded at 12.17 pm

- Mr Karunakaran Ramchand, Chairman of the Board of Directors of the Company, Chaired the Meeting. The Chairman called the Meeting to order as requisite quorum was present. The Chairman introduced the Directors and invitees present at the Meeting to the Members present
- The details of number of Members present in the Meeting are as follows:

Members	Present in person	Present through proxy	Total	Shares	% to capital
Promoter & Promoter Group	2	0	2	55400884	42.25
Public	67	5	72	10888679	8.30
<b>TOTAL</b>	<b>69</b>	<b>5</b>	<b>74</b>	<b>66289563</b>	<b>50.55</b>

- The Chairman informed the Members that the Statutory Registers and other documents as required under the Companies Act, 2013, were available for inspection throughout the Meeting
- With the consent of the Members present at the Meeting, the Notice convening Annual General Meeting, Directors’ Report along with Annexures and the Financial Statements for the year ended March 31, 2018 along with the Auditor’s Report were taken as read except the qualifications to the Auditors’ Report, which the Company Secretary presented before the Members of the Company along with the Board’s response on that
- The Chairman thereafter, delivered his Speech giving an overview of the performance of the Company during FY 2018
- The Chairman covered the items of Ordinary Business and Special Business before the Meeting, as listed under Item Nos. 1 to 6 below. After addressing Item No.1 of the Notice, the Chairman informed the Members that being interested in the Resolution set out in Item No. 2, regarding his re-appointment as a Director of the Company, Mr Ramchand vacated his Chair and requested the Directors present to elect a Chairperson for the Meeting
- The Directors present unanimously elected Mr Debabrata Sakar as Chairperson for the Meeting. Mr Sarkar took the Chair thereafter

- After re-appointment of Mr Karunakaran Ramchand as a Director, Mr Sarkar requested Mr. Ramchand to resume his position and conduct the Meeting as Chairman. Mr Ramchand took the Chair thereafter and continued the proceedings
- He gave the opportunity to the Members to ask questions or seek clarifications on the Annual Report of the Company and thereafter he responded to the queries raised by the Members
- The Chairman informed the Members that Mr Y Ravi Prasada Reddy, Practising Company Secretary was appointed by the Board of Directors as the Scrutinizer for conducting the AGM voting process in a fair and transparent manner
- The Chairman further informed the Members that the facility of casting votes by remote e-voting was provided to the Members through the e-voting portal of Karvy Computershare Private Limited, from Thursday, September 13, 2018 at 9.00 am to Sunday, September 16, 2018 at 5.00 pm. Voting through ballot was also provided at the Meeting venue
- The following items of business as per the Notice of 29<sup>th</sup> AGM were transacted:

**Ordinary Business :**

- (1) (i) Adoption of Audited Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2018, the reports of Board of Directors and Auditors thereon; and  
(ii) Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year Ended March 31, 2018 and report of Auditors' thereon
- (2) Appointment of Director in place of Mr Karunakaran Ramchand (DIN:00051769), who retires by rotation and, being eligible, offers himself, for re-appointment
- (3) Ratification of appointment of Joint Statutory Auditors of the Company

**Special Business :**

- (4) Ratification of remuneration payable to Cost Auditors for FY 2019
  - (5) Approval of the IL&FS Engineering and Construction Company Limited Employees Stock Option Scheme – 2018 and Grant of Options to the Employees of the Company
  - (6) Approval of Grant of Options to the Employees of Present and Future Subsidiary Company under the IL&FS Engineering and Construction Company Limited Employees Stock Option Scheme – 2018
- All the Resolutions as per the Notice of 29<sup>th</sup> AGM were passed by the Members with requisite majority through remote e-voting and voting by ballot and are deemed to be passed on the date of AGM i.e. September 17, 2018