

Registered Office

D.No. 8-2-120/113/3
4th Floor, Sanali Info Park
Road No 2, Banjara Hills
Hyderabad - 500033, A.P.

T +91 40 40409333
F +91 40 40409444
E info@ifsegg.com
W www.ifsegg.com

August 2, 2017

To

The General Manager
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, 5th Floor,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051
Tel: 022 – 26598235, Fax-26598237/38

Scrip Code: 532907

Scrip Code: IL&FSENGG

- Sub: (1) Notice of 28th Annual General Meeting to be held on Monday, August 28, 2017**
(2) Notice of Book Closure for the purpose of 28th Annual General Meeting

Ref: Regulation 30 read with Schedule III and Regulation 42 of the SEBI (Listing Obligations and Listing Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/ Madam,

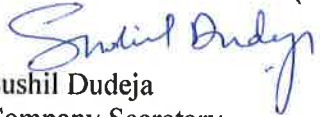
Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, please find enclosed the Notice of 28th Annual General Meeting of the Members of the Company scheduled to be held on Monday, August 28, 2017 at 2.30 p.m. at the KLN Prasad Auditorium, 3rd Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, FTAPCCI House, 11-6-841, Red Hills, Hyderabad-500004

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 22, 2017 till Monday, August 28, 2017 (Both days inclusive) for the purpose of 28th Annual General Meeting of the Members of the Company

This is for your information and records please

Thanking you,

Yours faithfully,
For IL&FS Engineering and Construction Company Limited


Sushil Dudeja
Company Secretary

Encl: as above

IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

CIN: L45201AP1988PLC008624

Regd. Office: Door No: 8-2-120/113/3/4F, Sanali Info Park, Cyber Towers, Road No. 2, Banjara Hills, Hyderabad – 500 033

Phone : 040 40409333; Fax : 040 40409444; Email : cs@ilfsengg.com, Website : www.ilfsengg.com

NOTICE

NOTICE is hereby given that **Twenty-Eighth Annual General Meeting of the Members of IL&FS Engineering and Construction Company Limited** will be held on Monday, August 28, 2017 at 2:30 p.m. at KLN Prasad Auditorium, 3rd Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, FTAPCCI House, 11-6-841, Red Hills, Hyderabad – 500 004 to transact the following business:

ORDINARY BUSINESS :

- (1) To consider and adopt:
 - (a) the audited Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2017, the reports of the Board of Directors and Auditors' thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the Financial Year Ended March 31, 2017 and report of Auditors' thereon
- (2) To appoint a Director in place of Mr Saleh Mohammed A Binladen (DIN:03604752), who retires by rotation and being eligible, offers himself, for re- appointment
- (3) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Joint Statutory Auditors of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, BSR & Associates LLP, Chartered Accountants (Firm Registration Number 116231W/W-100024) and M Bhaskara Rao & Co, Chartered Accountants (Firm Registration Number 000459S), be and are hereby appointed as Joint Statutory Auditors of the Company in place of the retiring Auditors S R Batliboi & Associates LLP, Chartered Accountants (Firm registration No. 101049W/E300004), who shall hold office from the conclusion of this 28th Annual General Meeting for a term of five consecutive years till the conclusion of 33rd Annual General Meeting, subject to ratification of appointment by the Members at every Annual General Meeting held after this Annual General Meeting and the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of Financial Statements of the Company"

SPECIAL BUSINESS :

- (4) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:
Remuneration to Cost Auditors :
"RESOLVED THAT pursuant to the provisions of

Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, Narasimha Murthy & Co, Cost Accountants (Firm Registration No. 000042), appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the Cost Records of the Company for the financial year ending March 31, 2018, be paid a remuneration of Rs 6,00,000/- (Rupees Six Lakhs only) (excluding applicable taxes) in addition to reimbursement of out of pocket expenses and conveyance as may be incurred in the course of Audit"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution"

- (5) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

Appointment of Mr Ganapathi Ramachandran (DIN 00210430) as a Non-Executive Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr Ganapathi Ramachandran (DIN 00210430), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its Meeting held on October 6, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from October 6, 2016"

- (6) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

Appointment of Ms Sutapa Banerjee (DIN 02844650) as a Non-Executive Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Ms Sutapa Banerjee (DIN

02844650), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its Meeting held on October 6, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from October 6, 2016”

- (7) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Mr Bhaskar Chatterjee (DIN 01433538) as a Non-Executive Independent Director of the Company :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr Bhaskar Chatterjee (DIN 01433538), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its Meeting held on November 2, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from November 2, 2016”

- (8) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Mr Mukund Sapre (DIN 00051841) as a Director of the Company :

“RESOLVED THAT Mr Mukund Sapre (DIN: 00051841) who was appointed as an Additional Director of the Company w.e.f October 7, 2016 pursuant to Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company”

- (9) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Mr Mukund Sapre (DIN 00051841) as Managing Director of the Company :

“RESOLVED THAT in accordance with the provisions

of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the Members of the Company be and is hereby accorded for the appointment of Mr Mukund Sapre (DIN 00051841) as Managing Director of the Company for a period of 5 (five) years with effect from October 7, 2016 on the terms and conditions as set out hereunder:

- (i) His appointment shall be for a period of 5 years from October 7, 2016 to October 6, 2021;
- (ii) He shall not be liable to retire by rotation;
- (iii) He will not draw any salary from the Company as Managing Director, however, he shall be entitled to receive sitting fees being paid for attending the meetings of Board of Directors or Committees thereof”

“RESOLVED FURTHER THAT the Board of Directors, which term shall be deemed to include the Nomination and Remuneration Committee of the Board, be and is hereby authorized to vary the terms and conditions of the appointment and/or the remuneration as it may deem fit, subject to the same not exceeding limits under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactments thereof, and take such steps and do all such acts as may be necessary or expedient to give effect to this resolution”

- (10) To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution** :

Issuance of Non Convertible Debentures for an amount upto Rs 3000 million:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant regulations/guidelines issued by the Reserve Bank of India including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force and subject to other applicable statutes, rules, regulations, guidelines, notifications and circulars and the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof of the Company (“Board”) to issue, offer, invite for subscription and to allot secured/unsecured, listed and/or unlisted redeemable non-convertible debentures (“NCDs”) to eligible investors whether residents, non-residents (including foreign portfolio investors), institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees or otherwise and whether or not such investors are Members of the Company, on private placement basis, in one or more series / tranches, during a period of one year from the date of passing of this resolution, upto an amount of

Rs 3,000 million (Rupees Three Thousand Million only)”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, listing of NCDs, if required, creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all necessary acts and things and to finalise, settle and execute all deeds, documents, instruments and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit”

- (11) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Omnibus approval for Material Related Party Transactions :

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules issued thereunder and any other applicable statutory provisions, (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Audit Committee and / or to the Board of Directors as the case may be to exercise the power in accordance with the applicable laws to approve, enter into, execute and implement transactions/ contracts/ arrangements of an aggregate value not exceeding Rs 20,000 million per annum of the nature specified below with each related party, either existing on date of this notice (as mentioned in the Explanatory Statement) and/or with any other entity (which may come into existence in the future) that may be regarded as a “Related Party” as defined under the Companies Act, 2013 and/or the Listing regulations”

“**RESOLVED FURTHER THAT** the transactions/ contracts/ arrangements mentioned below may be entered by the Company with related parties as mentioned in the Explanatory Statement and/or as defined under the Companies Act, 2013 and Listing Regulations from time to time, whether in existence or which may come into existence in future

Nature, material terms and particulars of the transactions/ contracts/ arrangements to be entered into with related parties by the Company

- (1) Memorandum/Agreements in connection with forming of consortium/ Joint Venture for submission of bids to various authorities defining the roles, responsibilities, commercial terms, providing guarantees/undertakings and all matters incidental thereto

Formation of a consortium for bidding for tenders may be necessary in order to pool expertise required for qualifying as a bidder

The material terms/covenants of MOU's may include all or any of the following aspects depending upon the facts and circumstances of each tender/project which cannot be ascertained presently:

- (a) proportion of cost-sharing;

- (b) providing bid and performance guarantees/ terms of payment of earnest money and deposit to the concession/award granting authority / agency;
- (c) terms relating to pooling of resources and sharing of obligations between the members of the consortium;
- (d) bidding strategy and other terms etc

- (2) The Company may enter into contracts for providing / availing services for execution of various projects from time to time
- (3) Investment by way of subscription towards equity capital and/or securities of the Special Purpose Vehicles (“SPV”), that are related parties, (which may be subsidiaries, joint ventures or associate companies) incorporated/to be incorporated from time to time
- (4) Lending to SPVs that are related parties, (which may be subsidiaries, joint ventures or associate companies) and other related parties incorporated/ to be incorporated for undertaking development of projects and for meeting the short term/long term funds/guarantee requirements and working capital requirements from time to time or for any other activities pertaining to the business of the Company
The lending to such SPVs and / or one or more related parties shall be made at appropriate rates based on market conditions
- (5) Borrowing by way of secured / unsecured loans from related parties for meeting the short term/ long term fund requirements from time to time (through issuance of instruments or otherwise) at rates based on market conditions
- (6) Disinvestment of shares or securities to related parties, the Company may disinvest its shareholding in one or more SPVs. The exit price of the securities at the time of disinvestment shall be determined in terms of an appropriate valuation report
- (7) Sale/ purchase of Assets to /from the related party time to time. The sale / purchase transaction will be executed on fair value of the assets”

“**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto”

- (12) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Material Related Party Transaction with Infrastructure Leasing & Financial Services Limited, Promoter of the Company for obtaining letter of comfort / awareness, undertaking, indemnity, guarantee, etc for the purpose of borrowing by the Company :

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules issued thereunder and any other applicable statutory provisions, (including

any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into material related party transaction with Infrastructure Leasing and Financial Services Limited (IL&FS), Promoter of the Company for obtaining letter of comfort / awareness, undertaking, indemnity, guarantee or such other document from IL&FS in favour of the investor(s) / lender(s) (Existing as well as prospective), for the purpose of borrowing by the Company by way of Non-Convertible Debentures/ Term Loan/ Working Capital facilities amounting upto Rs 3,500 million from time to time”

“**RESOLVED FURTHER THAT** the Audit Committee and / or the Board of Directors be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

By order of the Board

For IL&FS Engineering and Construction Company Limited

Sd/-

Sushil Dudeja

Company Secretary

(Membership No. A19265)

Place: Mumbai

Date: May 29, 2017

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATTACHED**
- (2) **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER**
- (3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice
- (4) Members / Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the Meeting
- (5) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the Meeting
- (6) Documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company during office hours between 9:00 a.m. to 5:00 p.m. on all working days prior to the date of the Annual General Meeting (AGM)
- (7) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 22, 2017 to Monday, August 28, 2017 (both days inclusive) for the AGM
- (8) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 in respect of their physical share folios, if any
- (9) Members are requested to bring their copies of Annual Report to the AGM
- (10) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting
- (11) The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member had requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode
- (12) Members may also note that the Notice of 28th AGM and the Annual Report for FY 2017 will also be available on the Company's website at www.ilfsengg.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: cs@ilfsengg.com
- (13) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- (14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy
- (15) Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
- (16) In terms of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 160 of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings, details of Directors seeking appointment/ re-appointment at 28th AGM of the Company to be held on Monday, August 28, 2017 are provided in Annexure 1 of this Notice

- (17) A Route map showing directions to reach the venue of 28th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on General Meetings
- (18) **Procedure of E-Voting :**
- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Listing Regulations, your Company is pleased to provide Members, facility to exercise their right to vote at 28th AGM by electronic means and the business may be transacted through Remote e-Voting Services provided by Karvy Computershare Private Limited
- (b) Mr Y Ravi Prasada Reddy (having CP number 5360), Practising Company Secretary, proprietor of RPR & Associates, Company Secretaries, who has consented to act as the Scrutinizer of the Company, has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner
- (c) The procedure and instructions for E-voting are as follows:
- i. To use the following URL for e-voting:
<http://evoting.karvy.com>
 - ii. Members of the Company holding shares either in physical form or in dematerialized form may cast their vote electronically
 - iii. Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID
 - iv. After entering the details appropriately, click on LOGIN
 - v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 - vi. You need to login again with the new credentials
 - vii. On successful login, the system will prompt you to select the EVENT i.e., IL&FS Engineering and Construction Company Limited
 - viii. On the voting page, enter the number of shares as on the cut-off date i.e. Monday, August 21, 2017 under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN
 - ix. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution
 - xi. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently
 - xii. The Portal will be open for voting from 9.00 a.m. on Thursday, August 24, 2017 to 5.00 p.m. on Sunday, August 27, 2017
 - xiii. The Members who have cast their vote by remote e-voting prior to the AGM may attend the Meeting but shall not be entitled to cast their vote again
 - xiv. Persons who have acquired shares and became Members of the Company after the dispatch of Annual Report but before the cut-off date of August 21, 2017, may obtain their user id and password for e-voting from the Company's Registrar Karvy Computershare Pvt. Ltd.
 - xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Members available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001
- (d) The Results of the e-voting will be declared not later than 48 hours of conclusion of the AGM. The declared Results along with the Scrutinizer's Report will be available on the Company's website at www.ilfsengg.com and on the website of Karvy Computershare Private Limited and will also be forwarded to the Stock Exchanges

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

In terms of the provisions of Section 139 of the Companies Act, 2013 (the Act), S R Batliboi & Associates LLP, Chartered Accountants were appointed as Statutory Auditors at 25th Annual General Meeting (AGM) held on August 8, 2014 to hold office from the conclusion of that AGM until the conclusion of AGM to be held for the Financial Year ending on March 31, 2017

In terms of their appointment, they are holding office of the Statutory Auditors up to the conclusion of 28th AGM and hence, would retire at the conclusion of the forthcoming AGM

Accordingly, it is proposed to appoint BSR & Associates LLP, Chartered Accountants (Firm Registration Number 116231W/W-100024) and M Bhaskara Rao & Co, Chartered Accountants (Firm Registration Number 000459S) as Joint Statutory Auditors for a period of 5 years, commencing from the conclusion of 28th AGM till the conclusion of 33rd AGM, subject to ratification by Members at every AGM held after this AGM, as may be applicable

BSR & Associates LLP, Chartered Accountants and M Bhaskara Rao & Co, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014

The Board recommends the resolution set forth in Item No 3 of the notice for approval of the Members of the Company

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 3 of the notice

Item No. 4 :

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment as well as the remuneration of Narasimha Murthy & Co, Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending on March 31, 2018 on a remuneration of Rs 6,00,000/- (Rupees Six Lakh only) (excluding applicable taxes) plus reimbursement of out of pocket expenses and other expenses as may be incurred in the course of audit

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors is required to be ratified by the Members of the Company

The Board recommends the resolution set forth in Item No 4 of the notice for approval of the Members of the Company

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 4 of the notice

Item No 5 :

Mr Ganapathi Ramachandran (DIN 00210430) was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from October 6, 2016 by the Board of Directors at its Meeting held on October 6, 2016. In terms of Section 161(1) of the Companies Act, 2013 (the Act),

Mr Ramachandran holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. Mr Ramachandran has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Pursuant to Section 152 of the Act, Mr Ramachandran has given his consent for appointment as a Director of the Company and also furnished a declaration under Section 164 of the Act that he is not disqualified to become a Director

In the opinion of the Board of Directors, Mr Ramachandran, Non-Executive Independent Director satisfies the conditions of appointment as Independent Director as specified in the Act read with Rules made thereunder and that he is independent of the Management. The terms and conditions of appointment of Mr Ramachandran is available for inspection at the Registered Office of the Company during business hours

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mr Ramachandran as a Non-Executive Independent Director, not liable to retire by rotation. A statement containing his profile and other details as required under Regulation 36 (3) of Listing Regulations is given in Annexure 1

Except Mr Ramachandran, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 5

Item No. 6:

Ms Sutapa Banerjee (DIN 02844650) was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from October 6, 2016 by the Board of Directors at its Meeting held on October 6, 2016. In terms of Section 161(1) of the Companies Act, 2013 (the Act), Ms Banerjee holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director. Ms Banerjee has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Pursuant to Section 152 of the Act, Ms Banerjee has given her consent for appointment as a Director of the Company and also furnished a declaration under Section 164 of the Act that she is not disqualified to become a Director

In the opinion of the Board of Directors, Ms Banerjee, Non-Executive Independent Director satisfies the conditions of appointment as Independent Director as specified in the Act read with Rules made thereunder and that she is independent of the Management. The terms and conditions of appointment of Ms Banerjee is available for inspection at the Registered Office of the Company during business hours

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No 6 of the Notice for appointment of Ms Banerjee as a Non-Executive Independent Director, not liable to retire by rotation. A statement containing

her profile and other details as required under Regulation 36 (3) of Listing Regulations is given in Annexure 1

Except Ms Banerjee, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 6

Item No. 7:

Mr Bhaskar Chatterjee (DIN 01433538) was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from November 2, 2016 by the Board of Directors at its Meeting held on November 2, 2016. In terms of Section 161(1) of the Companies Act, 2013 (the Act), Mr Chatterjee holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director of the Company

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. Mr Chatterjee has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Pursuant to Section 152 of the Act, Mr Chatterjee has given his consent for appointment as a Director of the Company and also furnished a declaration under Section 164 of the Act that he is not disqualified to become a Director

In the opinion of the Board of Directors, Mr Chatterjee, Non-Executive Independent Director satisfies the conditions of appointment as Independent Director as specified in the Act read with Rules made thereunder and that he is independent of the Management. The terms and conditions of appointment of Mr Chatterjee is available for inspection at the Registered Office of the Company during business hours

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No. 7 of the Notice for appointment of Mr Chatterjee as a Non-Executive Independent Director, not liable to retire by rotation. A statement containing his profile and other details as required under Regulation 36 (3) of Listing Regulations is given in Annexure 1

Except Mr Chatterjee, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No 7

Item Nos 8 & 9 :

In terms of the provisions of Section 196 of the Companies Act, 2013 (the Act), the Company is required to appoint Managing Director of the Company

Mr Murlidhar Khattar resigned from the position of Managing Director as well as Directorship of the Company w.e.f October 6, 2016. The Board of Directors of the Company appointed Mr Mukund Sapre as an Additional Director of the Company w.e.f October 7, 2016. In terms of Section 161(1) of the Companies Act, 2013 (the Act), Mr Sapre holds office upto the date of this Annual General Meeting but is eligible for appointment as a Director

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Further, to comply with the provisions of Section 196 of the Act, the Board of Directors of the Company, subject to the approval of the Members of the Company, also appointed Mr Mukund Sapre as Managing Director of the Company w.e.f October 7, 2016. The terms and conditions of appointment of Mr Sapre as

Managing Director of the Company is given in the resolution set out at Item No. 9

Pursuant to Section 152 of the Act, Mr Sapre has given his consent for appointment as a Director as well as Managing Director of the Company and also furnished a declaration under Section 164 of the Act that he is not disqualified to become a Director/ Managing Director of the Company

Accordingly, the Board recommends the passing of the Ordinary Resolutions as set out in the Item Nos 8 & 9 of the Notice for appointment of Mr Sapre as Director as well as Managing Director of the Company. A statement containing his profile under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Annexure 1

Except Mr Sapre, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolutions set out at Item Nos 8 & 9

Item No. 10 :

In order to infuse funds for ongoing Engineering Procurement and Construction business and for general corporate purposes, the Company proposes to offer, issue and allot secured/unsecured listed and/or unlisted redeemable non-convertible debentures ("NCDs") upto an amount of Rs 3,000 million in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its Meeting held on May 29, 2017, subject to the approval of the Members, considered and approved issuance of NCDs upto Rs 3,000 million on private placement basis

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of the Members by way of a special resolution. The special resolution shall be valid for a period of one year from the date of passing of the resolution at Item No. 10 of this Notice, for all the offers or invitations for such NCDs made during the year

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis to persons who may or may not be Members of the Company. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges

The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would not exceed the borrowing limit of Rs 50,000 million approved by the Members under Section 180(1)(c) of the Act in their 25th Annual General Meeting held on August 8, 2014

Approval of the Members is, therefore, sought for the proposed issue of NCDs and for authorising the Board and/or Committee thereof (the Board) to issue NCDs on the terms and conditions as may be deemed appropriate by the Board

The Board recommends the resolution as set out at Item No. 10 in the notice, for approval of the Members of the Company as a Special Resolution

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 10 of the notice

Item No. 11 :

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Companies

Act, 2013, all related party transactions require prior approval of the Audit Committee. Further, in terms of the provisions of Listing Regulations all material related party transactions require approval of the Members of the Company to be accorded by way of an Ordinary Resolution. A related party transaction is defined to mean "a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged"

The term Material Transaction has been defined to mean any transaction (entered into either individually or taken together with previous transactions during a financial year), which exceeds 10% (ten per cent) of the annual consolidated turnover of the company, as per the last audited financial statements of the Company

The Audit Committee and the Board of Directors of the Company at their Meetings held on November 10, 2014, approved and adopted the Policy on Related Party Transactions in compliance with then Clause 49(VII)(C) of Equity Listing Agreement. This policy is available on the Company's website: at www.ilfsengg.com

As per the policy, all the related party transactions are being approved by the Audit Committee

Your Company is an Engineering Procurement and Construction (EPC) Company and is in the business of executing projects across different infrastructure sectors such as roads, irrigation, buildings, power and other sectors. The Company gets various projects from IL&FS Group Companies from time to time

Further, for the purpose of bidding, the Company forms joint venture (JVs) from time to time with any related or unrelated party in the form of Association of Persons. The JVs are therefore related parties in terms of the provisions of the Companies Act, 2013 and these JVs draws technical, financial and project skill sets from the Company to execute the project. Therefore, the transactions with related parties are an essential part of the business activities of the Company. The Company shares its obligations and resources with its related parties at various stages of its business, as listed in Resolution No. 11

Further, the Company requires funds from time to time to execute various projects, due to which the Company requires to borrow funds from the related party(ies)

The maximum value of Rs 20,000 million per year basis by way of related party transactions in respect of each related party as listed herein after has been arrived at on the basis of various parameters relevant to the execution of projects involving project finance, construction and development. The nature of related party transactions / contracts/ arrangements proposed to be entered into by the Company after the date of this notice as listed in Resolution No. 11 considering the aforesaid parameters are likely to exceed 10% of the consolidated turnover of the Company and therefore requires approval of the Members in terms of Listing Regulations

Section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 govern related party transactions from Companies Act, 2013 perspective. Transactions entered into with related parties in the ordinary course of business and on arm's length basis are exempted from the provisions of Section 188 (i.e. prior approval by Board of Directors and Members). It is pertinent to note that the related party transactions entered into or proposed to be entered into by the Company are/would be in the ordinary course of its business and on arm's length basis. Therefore, while approval of the Members is not mandatory under the provisions of Section 188 of the Companies Act, 2013 and

the rules framed thereunder; the same is being sought as a measure of abundant caution

Information as required to be disclosed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 namely, name of the related party, nature of relationship, nature of the contract/arrangement, material terms and particulars with actual / estimated monetary value of contract/arrangement, forms part of the resolution

Considering the business requirements, complexity, volume, monetary commitment and frequency of the transactions between the Company and its related parties, the Board of Directors considers it expedient and necessary to seek approval of the Members for entering into and executing transactions with related parties as aforesaid and recommend passing of the Resolution at item No. 11 as contained in this Notice as an Ordinary Resolution

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution, except to the extent of their shareholding in the Company and / or Directorships and / or Shareholding in the related party and interest in the particular contract/arrangement as mentioned in Resolution to the Notice

Following are the main related parties as on date of this notice, for your information:

| Sr. No. | Name of the Party | Relationship |
|---------|---|---|
| 1. | Infrastructure Leasing & Financial Services Limited | Promoter Company |
| 2. | Angeerasa Greenfields Private Ltd | Subsidiary Company |
| 3. | Ekadanta Greenfields Private Ltd | Subsidiary Company |
| 4. | Saptaswara Agro-Farms Private Ltd | Subsidiary Company |
| 5. | Maytas Infra Assets Ltd | Subsidiary Company |
| 6. | Maytas Metro Ltd | Subsidiary Company |
| 7. | Maytas Vasishtha Varadhi Ltd | Subsidiary Company |
| 8. | Maytas Infra Saudi Arabia Company | Subsidiary Company |
| 9. | Hill County Properties Limited | Associate Company |
| 10. | IL&FS Transportation Networks Limited | Enterprise which has a member of Key Management in common |
| 11. | Elsamex FA | Enterprise which has a member of Key Management in common |
| 12. | NCC-Maytas (JV) | Joint Venture |
| 13. | NEC-NCC-Maytas (JV) | Joint Venture |
| 14. | Maytas-NCC (JV) | Joint Venture |
| 15. | NCC-Maytas (JV) | Joint Venture |
| 16. | Maytas-CTR (JV) | Joint Venture |
| 17. | NCC-Maytas ZVS (JV) | Joint Venture |
| 18. | Maytas-KBL (JV) | Joint Venture |
| 19. | Maytas KCCPL Flow More (JV) | Joint Venture |
| 20. | Maytas MEIL KBL (JV) | Joint Venture |
| 21. | Maytas MEIL ABB AAG (JV) | Joint Venture |
| 22. | MEIL Maytas ABB AAG (JV) | Joint Venture |
| 23. | MEIL Maytas KBL (JV) | Joint Venture |
| 24. | MEIL Maytas WPIL (JV) | Joint Venture |
| 25. | MEIL Maytas AAG (JV) | Joint Venture |
| 26. | MEIL-SEW-Maytas-BHEL (JV) | Joint Venture |
| 27. | L&T KBL Maytas (JV) | Joint Venture |
| 28. | Maytas Ritwik (JV) | Joint Venture |
| 29. | Maytas Sushee (JV) | Joint Venture |
| 30. | Maytas Gayatri (JV) | Joint Venture |
| 31. | IL&FS Engg-Kalindee (JV) | Joint Venture |
| 32. | DIPL-IL&FS Engg(JV) | Joint Venture |

Item No. 12 :

It is proposed to issue secured / unsecured Non-Convertible Debentures (NCDs) for an amount up to Rs 3,000 million on private placement basis for infusing funds into the Company for ongoing EPC projects of the Company

Further, the Company also borrows money by way of term loan / working capital facilities from Banks from time to time

In this respect, the investor(s) / lender(s) may request for a letter of comfort / awareness, undertaking, indemnity, guarantee or such other document from Infrastructure Leasing and Financial Services Limited (IL&FS), Promoter of the Company

Accordingly, it is proposed to obtain letter of comfort / awareness, undertaking, indemnity, guarantee or such other document from IL&FS, Promoter of the Company as requested by the Investor(s) / Lender(s) for an amount upto Rs 3,500 million from time to time

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a related party transaction is "a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged". In terms of Section 2(76) of the Companies Act, 2013, IL&FS is a related party. Further, in terms of the provisions of Regulation 23 of Listing Regulations, all related party transactions shall require prior approval of the Audit Committee of the Board of Directors of the Company and material related party transactions shall require approval of members of the Company and the related parties shall abstain from voting

"Material Related Party Transactions" mean a transaction(s) with a related party to be entered individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company

Since, the aforementioned transaction with IL&FS is a material related party transaction, approval of the Members of the Company is required for resolution set out at Item No. 12

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No. 12 of the Notice

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 12

Information of Directors seeking appointment/ re-appointment under Section 152 and Section 160 of the Companies Act, 2013 under Regulation 36(3) of the SEBI (Listing Obligations and Requirements) Regulations, 2015

Item No. 2: Director seeking re-appointment:

Mr Saleh Mohammed A Binladen (DIN – 03604752) :

Brief Profile: Mr Saleh Mohammed A Binladen, 61 years, is a Non-Executive Director of the Company. He is the Senior Vice-President of the Saudi Bin Laden Group and also the Chairman of Huta Group of Companies. Further, he is on the board of various Saudi Bin Laden Group Companies

Mr Binladen does not hold any shares in his name or as a beneficiary in the Company and he does not have any relationship with other Directors/ Key Managerial Personnel of the Company

Directorships of Mr Saleh Mohammad A BinLaden

- (i) Al salem group of Companies
- (ii) Makkah Co. for Construction & Development
- (iii) Huta Group of Companies
- (iv) Arrow Company for Food & Distribution
- (v) International Food & Consumer Goods Co.
- (vi) Knowledge Economic City Al-madinah
- (vii) Project Management and Development Co.
- (viii) Construction Products Holding Co.

Details of Committee Memberships (other than Committee Memberships in the Company): Nil

Director(s) seeking appointment:

Item No. 5: Mr Ganapathi Ramachandran

Brief Profile: Mr Ganapathi Ramachandran, aged 61 years, graduated from IIT Madras with a B Tech degree. He is also a fellow of the Indian Institute of Foreign Trade. At present, he is the Chairman and Executive Director of Trigyn Technologies Limited as well as Vice President of The Southern India Chamber of Commerce and Industry. He gained rich experience while working with Bharat Heavy Electricals Ltd.

Recognizing his wider interest in economic and academic issues, the prestigious Great Lakes Institute of Management, Chennai has nominated him to its Business Advisory Council of which Mr Ratan Tata is the Chairman. Currently, Mr Ganapathi is also holding the position of a Director in ELNET Technologies Limited, Trigyn Technologies (Inc), USA, Leading Edge Info Tech Limited, Orient Green Power Limited and IL&FS Technologies Limited

Mr Ramachandran does not hold any shares in his name or as a beneficiary in the Company and he does not have any relationship with other Directors/Key Managerial Personnel of the Company

Directorships of Mr Ganapathi Ramachandran

- (i) Orient Green Power Company Limited
- (ii) Trigyn Technologies Limited
- (iii) Elnet Technologies Limited

- (iv) Beta Wind Farm Private Limited
- (v) Leading Edge Infotech Limited
- (vi) IL&FS Technologies Limited
- (vii) Trigyn Technologies (India) Private Limited
- (viii) Trigyn Technologies Inc., USA
- (ix) The Southern India Chamber of Commerce and Industry

Details of Committee Memberships (other than Committee Memberships in the Company):

| S. No. | Name of the Company | Committee Memberships |
|--------|------------------------------------|--|
| 1. | Orient Green Power Company Limited | Audit Committee- Member Stakeholders Relationship Committee- Member |
| 2 | Elnet Technologies Limited | Audit Committee- Member Stakeholders Relationship Committee- Member |
| 3 | Beta Wind Farm Private Limited | Audit Committee- Member |
| 4 | Trigyn Technologies Limited | Audit Committee- Member Stakeholders Relationship Committee- Member |
| 5 | IL&FS Technologies Limited | Audit Committee- Member |

Item No. 6: Ms Sutapa Banerjee

Brief Profile: Ms Sutapa Banerjee, aged 52 years, has spent close to 24 years in the financial services industry across 2 large multinational banks (ANZ Grindlays and ABN AMRO), and a boutique Indian Investment bank (Ambit) where she built and headed several businesses. A well- recognized thought leader in the Wealth Management space having headed and successfully built from scratch the Private Wealth businesses in both ABN AMRO Bank and Ambit Capital. Ms. Banerjee was voted one of the 'Top 20 Global Rising Stars of Wealth Management' by the Institutional Investor Group in 2007 - the only Indian and one of only two winners from Asia. As CEO she led Ambit Private Wealth to 'Best Private Bank in India in the 2013 Asia Money polls. In 2012 she was shortlisted in the 50 most Powerful Women' by Fortune India. Ms. Banerjee is an Advanced Leadership Fellow (2015) of Harvard University

Currently she consults in the Wealth and Investments Management area and serves as an Independent Director on the board of several companies (JSW Group, IL&FS Group) and non-profit institutions (Oxfam India and Dignity Foundation). She also represents Women's World Banking as a Nominee Director on the board of their investee company Ananya Finance in India. Her area of study at Harvard was Responsible Investing and Business Practices and the use of a Gender Lens. She currently works, writes and speaks actively in this space

Ms Banerjee does not hold any shares in her name or as a beneficiary in the Company and she does not have any relationship with other Directors/Key Managerial Personnel of the Company

Directorships of Ms Sutapa Banerjee:

- (i) JSW Holdings Limited
- (ii) JSW Cement Limited

- (iii) Ananya Finance for Inclusive Growth Private Limited
- (iv) ISSL Market Services Limited
- (v) IL&FS Security Services Limited
- (vi) Oxfam India
- (vii) JSW Industrial Gases Private Limited
- (viii) Dignity Foundation
- (ix) M3 Global Finance Limited

Details of Committee Memberships (other than Committee Memberships in the Company):

| Sr. No. | Name of the Company | Committee Memberships |
|---------|---|---|
| 1. | JSW Holdings Limited | Audit Committee- Member CSR Committee- Member |
| 2 | JSW Cement Limited | Audit Committee- Member CSR Committee- Member |
| 3 | Ananya Finance for Inclusive Growth Private Limited | Risk Management Committee- Member HR Committee- Member |
| 4 | ISSL Market Services Limited | Audit Committee- Member Nomination and Remuneration Committee- Member |
| 5 | Oxfam India | Audit Committee- Chairperson |
| 6 | JSW Industrial Gases Pvt. Ltd. | Audit Committee- Member CSR Committee- Member Nomination and Remuneration Committee- Member |
| 7 | M3 Global Finance Limited | Audit Committee- Chairperson Nomination and Remuneration Committee- Member |

Item No. 7: Mr Bhaskar Chatterjee:

Brief Profile: Mr Bhaskar Chatterjee, aged 70 years, is a Retired IAS Officer with more than 30 years of experience. During the first decade of his career as an IAS Officer, he was posted in different sub divisions and in districts of Haryana as Sub Divisional Magistrate and Deputy Commissioner/ District Magistrate. During his tenure as an IAS officer he has served nearly eight years in HUDA and in Department of Town and County Planning. During this period, he was member of National Capital Region Planning Board (NCRPB) and was closely associated with number of schemes initiated to decongest Delhi. His another area of experience was the power sector. He was a member of erstwhile HSEB, then briefly as Secretary Power and also held the position of Chairman Haryana Electricity Regulatory Commission (HERC) for 5 years. This combined experience had helped him in understanding the functioning of power sector from generation to distribution

Mr Chatterjee does not hold any shares in his name or as a beneficiary in the Company and he does not have any relationship with other Directors/Key Managerial Personnel of the Company

Directorships of Mr Bhaskar Chatterjee: Nil

Committee Memberships (Other than Committee Memberships in the Company): Nil

Item No. 8 & 9: Mr Mukund Sapre

Mr. Mukund Sapre, aged 58 years, is an Executive Director of IL&FS Transportation Networks Limited (ITNL) and has been associated with the IL&FS group since 1992. He holds a bachelor's degree in civil engineering, a diploma in 'systems management' and a diploma in 'financial management'. He has over 30 years of experience in the industry

Prior to joining ITNL, he was involved with international projects in the Philippines, Indonesia, Mexico and Spain and has played a vital role in implementing the 'High Speed Rail Project' and evaluating the 'Cargo Airport Project' in Mexico. He has also been previously associated with Engineers India Limited as its Deputy Manager during the period from 1984 to 1992, and with Gammon India Limited as an Assistant Engineer during the period from 1980 to 1984

Mr Sapre does not hold any shares in his name or as a beneficiary in the Company and he does not have any relationship with other Directors/Key Managerial Personnel of the Company

Directorships of Mr Mukund Sapre:

- (i) Gujarat State Road Development Corporation Limited
- (ii) IL&FS Transportation Networks Limited
- (iii) IL&FS Rail Limited
- (iv) Jharkhand Accelerated Road Development Company Limited
- (v) Karyavattom Sports Facilities Limited
- (vi) Bengal Aerotropolis Projects Limited
- (vii) Gujarat Road and Infrastructure Company Limited
- (viii) IL&FS Township & Urban Assets Limited
- (ix) Elsamex Maintenance Services Limited
- (x) ITNL International Pte Limited
- (xi) ITNL Offshore Pte Limited
- (xii) ITNL International DMCC

- (xiii) Elsamex SA, Spain
- (xiv) I IPL USA LLC
- (xv) Elsamex International SL
- (xvi) Sociedad Concesionaria Autovia A4 Madrid, S.A.
- (xvii) Sharjah General Services Co. LLC

Details of Committee Memberships (other than Committee Memberships in the Company):

| Sr. No. | Name of the Company | Committee Memberships |
|---------|--|---|
| 1 | IL&FS Transportation Networks Limited | Committee of Directors - Member Corporate Social Responsibility Committee - Member |
| 2 | Gujarat State Road Development Corporation Limited | Audit Committee - Member Nomination and Remuneration Committee - Member |

By order of the Board

For IL&FS Engineering and Construction Company Limited

Sd/-

Sushil Dudeja

Company Secretary
(Membership No. A19265)

Regd. Office:

Door No: 8-2-120/113/3/4F,
Sanali Info Park, Cyber Towers, Road No 2,
Banjara Hills, Hyderabad – 500 033
CIN: L45201AP1988PLC008624
Email: cs@ilfsengg.com

Place: Mumbai

Date: May 29, 2017