

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 is hereby given that an **Extra- Ordinary General Meeting of the Members of IL&FS Engineering and Construction Company Limited** will be held at 10:00 am on Monday, September 9, 2019 at The Downtown Club, Hill County, near Sapthapadi Garden Banquet Hall, Nizampet Road, Bachupally, Hyderabad – 500090 to transact the following business:

ORDINARY BUSINESS :

(1) **APPOINTMENT OF STATUTORY AUDITORS**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Registration Number: 000459S), one of the Joint Statutory Auditors of the Company, be and are hereby appointed as sole Statutory Auditor of the Company pursuant to the resignation of the other Joint Statutory Auditor, M/s BSR & Associates LLP, Chartered Accountants (Firm Registration Number: 116231W/W-100024)”

“**RESOLVED FURTHER THAT** M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Registration Number: 000459S), one of the Joint Statutory Auditors of the Company, be and are hereby appointed as the sole Statutory Auditor of the Company from the conclusion of this Extraordinary General Meeting until the conclusion of the 33rd Annual General Meeting and that they shall conduct the Statutory Audit for the Financial Year ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

By order of the Board
For IL&FS Engineering and Construction Company Limited

Saheli Banerjee
Company Secretary
(Membership No. A44382)

Place: Mumbai
Date: August 7, 2019

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/ HERSELF 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 Extra-Ordinary General Meeting (EGM)
- (7) 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 Fintech Private Limited (Karvy), Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad –500 032 in respect of their physical share folios, if any
- (8) 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
- (9) The Notice of the EGM 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
- (10) Members may also note that the Notice of this EGM is also 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

- (11) 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
- (12) 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 are also requested to submit their PAN to the Company/Karvy
- (13) Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Notices, Circulars, etc. from the Company electronically
- (14) A Route map showing directions to reach the venue of EGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on General Meetings
- (15) Procedure of E-Voting –
 - (i) 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 this EGM by electronic means and the business may be transacted through Remote e-Voting Services provided by Karvy Fintech Private Limited
 - (ii) Mr Y Ravi Prasada Reddy (having CP number 5360), proprietor of RPR & Associates, Company Secretaries, who has consented to act as the Scrutiniser of the Company, has been appointed by the Board of Directors of the Company as the Scrutiniser for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner
 - (iii) 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 (e-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. Friday, August 30, 2019 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, shareholders 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, September 5, 2019 to 5.00 p.m. on Sunday, September 8, 2019
- xiii. The Members who have cast their vote by remote e-voting prior to the EGM 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 Notice but before the cut-off date i.e. Friday, August 30, 2019, may obtain their user id and password for e-voting from the Company's Registrar Karvy Fintech Pvt. Ltd.

- xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001

- (iv) The Results of the remote e-voting and voting at EGM venue will be declared not later than 48 hours from the conclusion of the EGM. 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 Fintech 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 1 :

In terms of the provisions of Section 139(1) of the Companies Act, 2013 ("the Act") BSR & Associates LLP, Chartered Accountants (Firm Registration Number 116231W/W-100024) and M Bhaskara Rao & Co, Chartered Accountants (Firm Registration Number 000459S), were appointed as Joint Statutory Auditors of the Company at the 28th Annual General Meeting (AGM) held on 28th August, 2017 to hold office for a consecutive period of 5 years from the conclusion of the 28th AGM until the conclusion of the 33rd AGM of the Company.

The Company has received resignation letter from one of its Joint Statutory Auditors on July 15, 2019, letter dated July 14, 2019, viz. M/s. BSR & Associates LLP, Chartered Accountants (Firm Registration Number: 116231W/W-100024) stating their intent to not continue as the Statutory Auditors of the Company and tendering their resignation with immediate effect, resulting into vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The vacancy caused by the resignation of auditor can be filled by the Members in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. M Bhaskara Rao & Co, Chartered Accountants (Firm Registration Number 000459S), the other Joint Statutory Auditor, be appointed as the sole Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. BSR & Associates LLP, Chartered Accountants.

M Bhaskara Rao & Co, Chartered Accountants, the other Joint Statutory Auditor of the Company, 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 1 of the notice for approval of the Members of the Company

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 1 of the notice

By order of the Board
For IL&FS Engineering and Construction Company Limited

Saheli Banerjee
Company Secretary

Regd. Office:

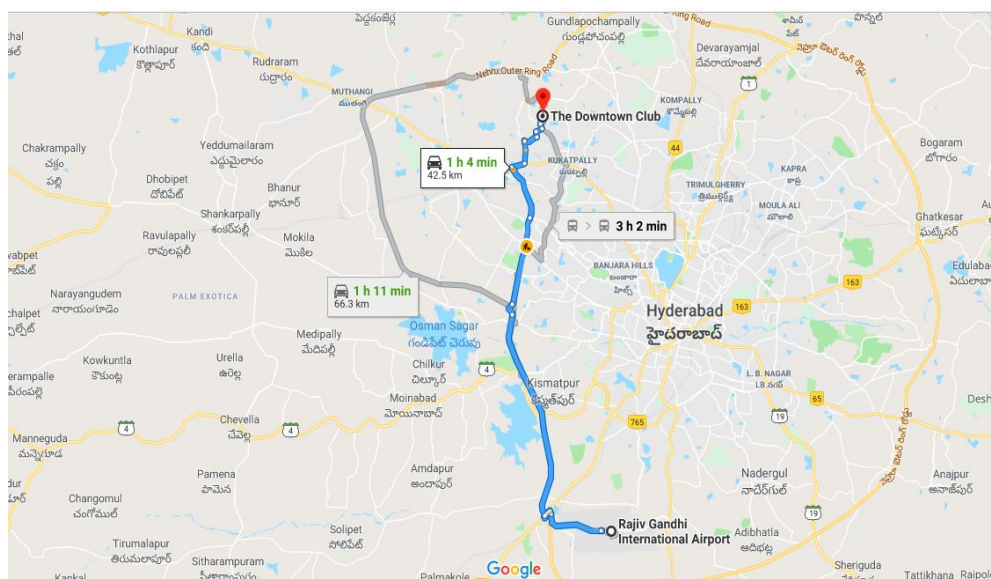
Door No: 8-2-120/113/3/4F,
Sanali Info Park, Cyber Towers, Road No 2,
Banjara Hills, Hyderabad – 500 033
CIN: L45201AP1988PLC008624
Email: cs@ilfsengg.com

Place: Mumbai
Date: August 7, 2019

Route Map to EGM Venue

Venue :	The Downtown Club, Hill County, Nizampet Road, Bachupally, Hyderabad – 500090
Landmark :	Near Sapthapadi Garden Banquet Hall
Date & Time :	Monday, September 9, 2019 at 10.00 am

Distance from Rajiv Gandhi International Airport



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

BALLOT FORM

Sl.No.

1. Name :
Registered Address of sole / first named Shareholder :

2. Name(s) of the joint shareholder(s) if any. :
3. Registered Folio / DPID and Client ID No. :
4. Class of Shares : Equity Shares of Rs 10/- each.
5. No. of shares held

I/We, hereby exercise my/our vote in respect of the Resolution(s) to be passed for the Ordinary Business stated in the Notice of Extra Ordinary General Meeting of the Company scheduled on Monday, the 9th September, 2019, at 10.00 a.m. The Downtown Club, Hill County, near Saphthapadi Garden Banquet Hall, Nizampet Road, Bachupally, Hyderabad – 500090, by conveying my/our ASSENT or DISSENT to the said Resolution by placing the tick (•) mark at the appropriate box below:

Item No.	Description	Ordinary /Special Resolution	No. of equity shares of Rs.10/- each	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
Ordinary Business:					
1.	To consider appointment of Statutory Auditors of the Company	Ordinary Resolution			

Place:

Date:

Signature of the Member

NOTE: Kindly read the instructions printed overleaf before filling the Form. Valid Ballot Forms received by the Scrutinizer by 5.00 P.M., on 8th September, 2019 shall only be considered.

=====

=

E-VOTING : Users who wish to opt for E-voting may use the following login credentials.

EVEN (E-Voting Event No.)	USER ID	PASSWORD

Please follow steps for E-Voting procedure given in the Notice of EGM by logging on to: <https://evoting.karvy.com>

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45201AP1988PLC008624
Name of the company : IL&FS Engineering and Construction Company Limited
Registered office : 8-2-120/113/3/4F, Sanali Info Park, Cyber Towers, Road No.2, Banjara Hills, Hyderabad-500033

Name of the Member (s):		E-mail Id:	
Registered address:		Folio No/ Client Id:	
		DP ID:	

I/We, being the Member (s) of shares of the above named company, hereby appoint :

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday, September 9, 2019 at 10.00 a.m. at The Downtown Club, Hill County, near Sathapadi Garden Banquet Hall, Nizampet Road, Bachupally, Hyderabad – 500090 and at any adjournment thereof in respect of such resolution as is indicated below:

S. No	Resolution Description	For	Against	Abstain
	Ordinary Business:			
1	To consider appointment of Statutory Auditors of the Company			

Signed this..... day of..... 20....

.....
Signature of Member

Affix a
Re.1/-
Revenue
Stamp

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.