

**Registered Office**

D.No. 8-2-120/113/3  
4th Floor, Sanali Info Park  
Road No 2, Banjara Hills  
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August 26, 2015

To

The Secretary  
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&FSENGG**

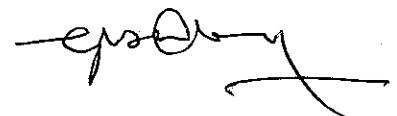
Dear Sir,

**Sub: Results of Postal Ballot**

**Ref: Clause 35A of the Listing Agreement**

This is to inform that, pursuant to the notice of Postal Ballot dated July 22, 2015, the Members of the Company had passed the following resolutions by way of Postal Ballot, together with e-voting, as Special Resolutions:

1. Approval for issue of 89,00,000 equity shares of Rs. 10/- each fully paid on preferential basis
2. Issue of Securities of the Company for an amount of up to Rs. 500 Crores



Detail voting results are as under. No. of votes polled includes voting through e-voting.

Item No.1		Approval for issue of 89,00,000 equity shares of Rs. 10/- each fully paid on preferential basis						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares $(2)/(1)*100$	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$	
Promoter and Promoter Group	36538477	0	0	0	0	0	0	
Public-Institutional holders	49891155	2054310	4.12%	2054310	0	100%	0	
Public Others	25829039	93313	0.36%	92838	175	99.49%	0.19%	
Total	112258671	2147623	4.48%	2147148	175	99.98%	0.02%	

Note: No. of votes abstained – 300

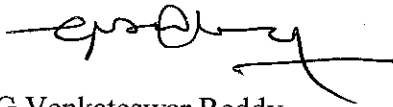
Item No.2		Issue of Securities of the Company for an amount of up to Rs. 500 Crores						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares $(2)/(1)*100$	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$	
Promoter and Promoter Group	36538477	0	0	0	0	0	0	
Public-Institutional holders	49891155	2054310	4.12%	2054310	0	100%	0	
Public Others	25829039	93313	0.36%	92594	719	99.23%	0.77%	
Total	112258671	2147623	4.48%	2146904	719	99.97%	0.03%	

Please find attached scrutinizer report issued by Mr. Y Ravi Prasada Reddy, scrutinizer for the postal ballot and e-voting, evidencing the passing of the said resolutions.

This is for your information and records.

Thanking you,

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



G Venkateswar Reddy  
Company Secretary



**SCRUTINIZER REPORT ON POSTAL BALLOT**

**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

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot as contained in the notice dated July 22, 2015**

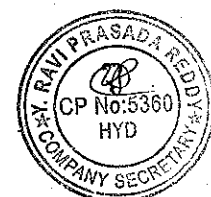
The Company had appointed me as Scrutinizer to conduct the Postal Ballot including Electronic voting in fair and transparent manner.

The e-voting facility was available from July 25, 2015 (9 a.m.) till August 24, 2015 (6 p.m.).

The Company had appointed M/s Karvy Computershare Private Limited (KCPL) as the Service Provider, for providing the facility of electronic voting to the shareholders of the Company from July 25, 2015 (9 a.m.) to August 24, 2015 (6 p.m.). The e-voting results were unblocked by me on August 25, 2015 in the presence of two witnesses. The votes received through Postal Ballot up to August 24, 2015 were considered

On scrutiny, I report that there were 36,546 shareholders (i.e., total number of shareholders as on July 17, 2015 being the cut-off date for this purpose). The details of voting results for the items as mentioned in the notice dated July 22, 2015 are given below:

<b>Summary of Voting Results</b>		
<b>A. Postal Ballot</b>	<b>Item No. 1</b>	<b>Item No. 2</b>
Number of Postal Ballots received	36	36
Number of invalid Postal Ballots	0	0
Number of valid forms (A)	36	36
<b>B. E-voting</b>		
Number of members participated through e-voting	56	56
Number of invalid ballots	2	-
Number of Valid ballots (B)	54	56
<b>TOTAL (A+B):</b>	<b>90</b>	<b>92</b>



1/2

## Summary of the Postal Ballot Results:

### Resolution No. 1: Issue of 89,00,000 Equity Shares of Rs. 10 each fully paid on Preferential Basis:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Postal Ballot	E-voting	Total	Postal Ballot	E-voting	Total	
Received	36	56*	92	1975802	171821	2147623	
Assent	36	51	87	1975802	171346	2147148	99.98%
Dissent	0	4	4	0	175	175	0.02%
Invalid	0	2	2	0	300	300	

The above Special Resolution as contained in the notice of postal ballot dated July 22, 2015 has been passed with overwhelming majority.

### Resolution No. 2: Issue of securities of the Company for an amount of up to Rs. 500 Crores

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Postal Ballot	E-voting	Total	Postal Ballot	E-voting	Total	
Received	36	56*	92	1975802	171821	2147623	
Assent	36	50	86	1975802	171102	2146904	99.97%
Dissent	0	7	7	0	719	719	0.03%
Invalid	0	0	0	0	0	0	

\* Note: In e-voting, one shareholder has exercised his rights partially for "assent" and partially for "dissent" in both resolutions 1 & 2, thereby total number of ballots counted were 57 whereas the total number of ballots received were 56 only

The above Special Resolution as contained in the notice of postal ballot dated July 22, 2015 has been passed with overwhelming majority.

I hereby confirm that, I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Postal Ballot by the shareholders of the Company. I shall be arranging to hand over these records to the Company Secretary as authorized by the Chairman of the Company after confirmation and signing of the Minutes.

Thanking you,  
Yours faithfully,

  
Y. Ravi Prasad Reddy



Place: Hyderabad  
Date: August 26, 2015