

IL&FS Engineering and Construction Company Limited

CIN: L45201AP1988PLC008624

Registered 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@iflengg.com; Website – www.iflengg.com

POSTAL BALLOT FORM

S L No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to Investors holding shares in dematerialized form)	
4.	Class of Shares	Equity Shares

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below:

Item No	Description	No. of shares for which vote cast	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Approval for Creation of Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings as a Special Resolution			
2.	Approval for Issue of 2,12,74,442 equity shares, of Rs. 10 each fully paid, to the parties as mentioned in the accompanying notice at a price as decided as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 on Preferential Basis as a Special Resolution			

Place:

Date:

E-mail address:

(Signature of the Shareholder)

To be provided by the Members holding equity shares in physical form

Note: Please read the instructions given overleaf and in the Notes to the Postal Ballot Notice dated 29.01.2015 carefully before exercising your vote

NOTES/INSTRUCTIONS

1. General Information

- a) There will be one Postal Ballot Form/ e-voting for every Client ID No. / Folio No. irrespective of the number of joint holders
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through Postal Ballot shall prevail and the votes cast through e-voting form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy

2. Instructions for filing Postal Ballot Form

- i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted
- ii) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member
- iii) Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours (i.e. 6.00 p.m.) on March 04, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
- iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy
- v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by authorized signatory(ies)
- vi) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same
- vii) A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members as on January 23, 2015 (cutoff date) under FOR/ AGAINST or alternately 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. The Member may also choose the option ABSTAIN
- viii) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding

3. Process For Members opting for E-Voting

A. In case of Members receiving the Postal Ballot Form by E-mail:

- i. To use the following URL for e-voting: <http://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date, 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 cutoff date 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. Shareholders 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 shareholder, he shall not be allowed to change it subsequently
- xii. The Portal will be open for voting from 9.00 a.m. on Monday, February 02, 2015 to 6.00 p.m. on Wednesday, March 04, 2015
In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001

B. In case of Members receiving Postal Ballot Form by Post:

- i. User ID and initial password is provided at the bottom of the Postal Ballot Form
- ii. Please follow all steps from Sr. No. 3A (i) to (xii) above, to cast your vote

C. If you are already registered with Karvy for e-voting then you can use your existing user ID and password for Login to cast your vote