

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
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e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules')]

To,
The Company Secretary
IL&FS Engineering and Construction Company Limited
(CIN: L45201TG1988PLC008624)
Door No 8-2-120/113, Block B, 1st Floor,
Sanali Info Park, Road no 2, Banjara Hills,
Hyderabad, Telangana – 500034

Dear Sir,

I, Kapil Dev Taneja, Partner of M/s Sanjay Grover & Associates, Company Secretaries (Membership No. FCS 4019, COP No. 22944), having my office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **IL&FS Engineering and Construction Company Limited** ('the Company') vide resolution passed by circulation on 20th November 2023, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and Read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), Secretarial Standard - 2 on General



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Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated November 21, 2023:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	To appoint Ms. Preeti Grover (DIN: 00128513) as Independent Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Danny Samuel (DIN: 02348138) as a Non-Executive Director of the Company.


I submit my report as under:

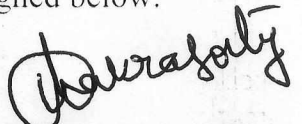
1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ('RTA') i.e. K-Fin Technologies Limited ('KfinTech'), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on November 24, 2023 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer are restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KfinTech.



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3. The Company has published an advertisement on November 29, 2023, regarding service of Postal Ballot Notice to eligible members in English Newspaper "Business Standard" and in vernacular newspaper "Nava Telengana (Telugu)".
4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KfinTech viz., www.evoting.kfintech.com. ('website').
5. The remote e-Voting commenced on November 29, 2023, 09:00 A.M. (IST) and ended on December 28, 2023, 05:00 P.M (IST). Further, the remote e-Voting process was monitored through the Scrutinizer's secured link provided by KfinTech through its website.
6. The remote e-voting was unblocked on December 28, 2023 after 05:00 P.M.(IST) in the presence of two witnesses i.e. Dr. Navrang Saini and Mr. Ujjwal Chakraborty who were not in the employment of the Company and have signed below:


Dr. Navrang Saini


Ujjwal Chakraborty

7. The particulars of remote e-voting report generated from electronic registry of KfinTech have been entered in a separate register maintained for this purpose. E-votes cast upto 05:00 P.M. (IST) on December 28, 2023 are considered for the purpose of this report.
8. The remote e-voting was reconciled with the register of members/ List of Beneficial Owners of the Company as on cut- off date as maintained by RTA of the Company.
9. As on cut-off date, the paid-up share capital of the Company was Rs. 131,12,10,780 (Rupees One Thirty One Crore Twelve Lakh Ten Thousand Seven Hundred Eighty Only) divided into 13,11,21,078 fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each



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10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

1. To appoint Ms. Preeti Grover (DIN: 00128513) as Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,55,00,918	NA	5,55,00,918	99.9994
Dissent	324		324	0.0006
Total	5,55,01,242		5,55,01,242	100.0000

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

2. Appointment of Mr. Danny Samuel (DIN: 02348138) as a Non-Executive Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,55,00,888	NA	5,55,00,888	99.9994
Dissent	354		354	0.0006
Total	5,55,01,242		5,55,01,242	100.0000



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The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure B**'.

11. Based on the aforesaid result, the resolution as mentioned above is deemed to have been passed on December 28, 2023 being the last date of remote e-voting for the members of the Company.
12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

Firm Registration No.: P2001DE052900
Peer Review Certificate No.: 4268/2023



Kapil Dev Taneja
Partner
CP No.: 22944
UDIN: F004019E003060809
December 28, 2023
New Delhi



Countersigned by

Company Secretary & Compliance
Officer
**IL&FS Engineering and
Construction Company Limited**

December 28, 2023
New Delhi

A detailed summary of remote e-voting results is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	126	5,55,01,242	55,50,12,420
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	126	5,55,01,242	55,50,12,420
d) Votes with assent for the resolution	116	5,55,00,918	55,50,09,180
e) Votes with dissent for the resolution	10	324	3,240



55,50,12,420

55,50,09,180

3,240

A detailed summary of remote e-voting results is given herein below:

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	126	5,55,01,242	55,50,12,420
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	126	5,55,01,242	55,50,12,420
d) Votes with assent for the resolution	115	5,55,00,888	55,50,08,880
e) Votes with dissent for the resolution	11	354	3,540

