

30th September, 2020

To The Corporate Relations Department BSE Limited Phiroz Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai- 400001 Code: 532907	To The Listing Department National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 Code: IL&FSENGG
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Dear Sirs,

Sub: Proceedings of 31st Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of the 31st Annual General Meeting proceedings is enclosed herewith as Annexure-A.

This is for your information and records.

Thanking you,

Yours sincerely,

For **IL&FS Engineering and Construction Company Limited**


(CS. SRINIVASA KIRAN)

Company Secretary & Compliance Officer

Encl: Annexure-A



SUMMARY OF PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING

The 31st Annual General Meeting (AGM) of the Members of **IL&FS Engineering and Construction Company Limited** ("the Company") was held on Wednesday, 30th September, 2020 commenced at 01.30 PM through Video Conferencing (VC). The following Directors were present:

Directors Present through Video Conference:

1. Mr. Chandra Shekhar Rajan, Chairman of the Board & Chairman of NRC.
2. Mr. Bijay Kumar, Chairman of Audit Committee & Stakeholders Committee
3. Mr. Dilip Lalchand Bhatia

Invitees Present through Video Conference:

1. Mr. V.K. Muralidhar, Partner, M/s.M. Bhaskara Rao & Co., Statutory Auditors
2. Mr.Pravin Jabade, Partner, M/s. TR Chadha & Co., LLP, Internal Auditors
3. Mr. Y. Ravi Prasada Reddy, Secretarial Auditor & Scrutinizer, Proprietor of RPR & Associates

In attendance (through Video Conference):

1. Mr. Kazim Raza Khan, Chief Executive Officer
2. Mr. Naveen Kumar Agrawal, Chief Financial Officer
3. Mr. Sistla Srinivasa Kiran, Company Secretary

Members Present and proceedings:

38 Members have attended the meeting through video conferencing. Members elected Mr. Chandra Shekhar Rajan, (Chairman of the Board) as the Chairman of the AGM, who took the Chair and conducted the proceedings of the Meeting. The requisite quorum was present and therefore the meeting was called to order. The Chairman delivered his speech. The Shareholders were informed that the copies of audited financial statements for the year ended March 31, 2020, Board's Report and Auditors' Reports' had been emailed to all the Members and that the original documents along with the statutory registers were made available for online inspection. The shareholders were further informed that the Company had provided the Members the facility to cast their vote electronically (remote e-voting) on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically through remote e-voting were provided an opportunity to cast their votes through e-voting during the meeting. The following items of business, as per the Notice of the 31st AGM dated 03rd September-2020 were transacted at the Meeting:

..2..

1. To consider and adopt:

- a. the audited financial statements of the Company for the financial year ended March 31, 2020 and 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, 2020 and the report of the Auditors thereon. (Ordinary Resolution)

2. To approve the remuneration payable to Cost Auditors for the financial year ending 2020-21. (Ordinary Resolution);

The Chairman informed the Shareholders that Mr. Y.Ravi Prsada Reddy, Proprietor of RPR & Associates, Practising Company Secretary, Hyderabad, was appointed as the Scrutinizer for the e-voting process in a fair and transparent manner and to report on the voting results for the items as per the Notice of the 31st AGM.

The Chairman stated that the results of voting on each resolution shall be determined by aggregating votes cast through remote e-voting and e-voting at the AGM venue. He further stated that the results of voting will be announced and uploaded on the website of the Company (www.ilfsengg.com) and on NSDL's website (www.evoting.nsdl.com) and will also be submitted to the Stock Exchanges (BSE & NSE) within the prescribed time. Further, it was informed that the above resolutions will be deemed to be passed on the date of AGM, i.e. September 30, 2020, subject to receipt of the requisite number of votes in favour of the Resolutions. The Chairman also authorized the Company Secretary on behalf of the Board, to declare the results of voting.

After the e- voting was completed, the Chairman formally announced the closure of business of 31st AGM of the Company. There being no other business to transact, the meeting ended at 02.48 P.M. with a vote of thanks to the Chair proposed by the Company Secretary of the Company.

Thanking you,

Yours sincerely,

For **IL&FS Engineering and Construction Company Limited**


(CS. SRINIVASA KIRAN)

Company Secretary & Compliance Officer

Date: 01 October, 2020

To
The Corporate Relations Department
BSE Limited
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal Street
Mumbai- 400001
Code: **532907**

To
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051
Code: **IL&FSENGG**

Dear Sir/Madam

Sub: Submission of voting results of the 31st Annual General Meeting (AGM) including e-voting, as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

We are pleased to inform that the 31st Annual General Meeting of the Company was held on 30th September, 2020 and all the following resolutions have been passed with the requisite majority through remote e-voting including e-voting at the said AGM venue.

SI No	Description	Resolution Type
Ordinary Business		
1	To consider and adopt: (a) the audited financial statements of the Company for the financial year ended March 31, 2020 and 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, 2020 and the report of the Auditors thereon.	Ordinary
Special Business		
2	To consider and ratify the remuneration payable to Cost Auditors for the financial year ending March 31, 2021.	Ordinary

Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, we furnish below the details / results of the voting at the 31st AGM held on 30th September, 2020 through video conference in the prescribed format along with combined scrutinizer report (both remote e-voting and e-voting).



Sl No	Description					
1	Date of AGM			30-09-2020		
2	Book Closure Date			23-09-2020 to 29-09-2020 (Both days inclusive)		
3	Number of Shareholders present for the meeting through video conference in person			38		
4	Shareholders	Present in Person	Present through proxy	Total	Shares	% to Capital
	Promoter and Promoter Group	0	NA	0	0	0
	Public	38	NA	38	7205	0.005
	Total	38	NA	38	7205	0.005
5	Number of shareholders attended the meeting through Video conferencing			Only video conferencing facility was made available.		

Category wise Report for each Resolution in the prescribed format is enclosed at **Annexure-I** which was consolidated for the e-voting including voting at AGM along with combined scrutinizer report (both remote e-voting and e-voting at the venue).

We request you to take the same on record.

Thanking you

Yours truly

For **IL&FS Engineering and Construction Company Limited**


(CS. SRINIVASA KIRAN)
 Company Secretary & Compliance Officer

Encl: A/a.

IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED	
Date of the 31 st AGM	30-09-2020
Total number of shareholders on record date	35511
Number of shareholders present in the meeting either in person or through proxy: Promoters and Promter Group: Public:	Not Applicable Not Applicable
Number of shareholders attended the meeting through video conferencing: Promoters and Promter Group: Public:	0 38

Resolution No.	1							
Resolution required: (Ordinary / Special)	Ordinary – Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2020 and the reports of Board of Directors and Auditors thereon.							
Whetehr promoter / promoter group are interested in the agenda / resolution - No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	R E-voting	55400884	1000	0.001	1000	0	100	0
	V E-voting		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<i>Total</i>	55400884	1000	0	1000	0	100	0
Public - Institutions	R E-voting	5648217	0	0	0	0	0	0
	V E-voting		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<i>Total</i>	5648217	0	0	0	0	0	0
Public – Non Institutions	R E-voting	70071977	41111	0.06	35702	5409	87.16	12.84
	V E-voting		7205	0.01	7205	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<i>Total</i>	70071917	48316	0.07	42907	5409	88.80	11.19
Total		131121078	49316	0.037	43907	5409	89.03	10.97

Resolution No.	2							
Resolution required: (Ordinary / Special)	Ordinary – To consider and ratify the remuneration payable to Cost Auditors for the financial year ending March 31, 2021.							
Whetehr promoter / promoter group are interested in the agenda / resolution - No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	R E-voting	55400884	1000	0.001	1000	0	100	0
	V E-voting		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<i>Total</i>		1000	0	1000	0	100	0
Public - Institutions	R E-voting	5648217	0	0	0	0	0	0
	V E-voting		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<i>Total</i>		0	0	0	0	0	0
Public – Non Institutions	R E-voting	70071977	41111	0.06	24117	16994	58.66	41.34
	V E-voting		7205	0.01	7205	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<i>Total</i>		48316	0.07	31322	16994	64.83	35.17
Total		131121078	49316	0.037	32322	16994	65.54	34.46



FORM NO. MGT.13

REPORT BY THE SCRUTINIZER ON REMOTE E-VOTING & E-VOTING ON THE DAY OF AGM

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To

The Chairman of 31st Annual General Meeting of
M/s. IL&FS Engineering and Construction Company Limited
Door No: 8-2-120/113, Block B, 1st Floor,
Sanali Info Park, Road No. 2, Banjara Hills,
Hyderabad – 500 034

Dear Sir

I, Y. Ravi Prasada Reddy, whole-time Practicing Company Secretary having CP number: 5360 and Proprietor of RPR & Associates, Company Secretaries, Hyderabad was appointed as Scrutinizer by the Board of Directors of M/s. IL&FS Engineering and Construction Company Limited (the Company) for the purpose of scrutinizing the process of remote e- voting and e- voting on the day of 31st Annual General Meeting (AGM) of the Company on the resolutions contained in the Notice of 31st AGM of the members of the Company held through Video Conference (VC) / Other Audio Visual Means (OAVM) at 1.30 p.m. on Wednesday the 30th day of September, 2020 at Hyderabad.

The Company had appointed M/s. National Securities Depository Limited (NSDL), Hyderabad as the Service Provider, for providing the facility of remote e-voting to the shareholders of the Company from 27th September, 2020 (9.00 a.m.) to 29th September 2020 (5.00 p.m.). The cut-off date for ascertaining the voting rights for the purpose of AGM, in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014, was 22nd September, 2020.

The Company had provided the facility to attend the e-AGM through VC through the NSDL e-Voting system along with the facility of e-voting on the date of AGM for the shareholders who could not participated in the remote e-voting.

After completion of the proceedings and e-voting, the votes were unblocked at 2:50 p.m. on 30th September, 2020. The details of e-voting were downloaded from NSDL system. Thereafter, I have reviewed and scrutinized the total voting and the votes were counted.

Number of members participated by way of remote e-voting: **95**

Number of members participated in the e-voting on the day of AGM: **08**

Total number of members participated in the voting: **103**

The detailed Voting Results are as follows:



Resolution No.1:

Adoption of

- a) **Audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, and**
- b) **Audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon:**

Type of Poll	Total Number of votes polled	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
Remote e-Voting	42,111	36,702	87.16	5,409	12.84		
e-Voting on the day of AGM	7,205	7,205	100.00	-	-		
Total	49,316	43,907	89.03	5,409	10.97		

The above Ordinary Resolution as contained in the notice of 31st Annual General Meeting dated 03rd September, 2020 has been passed with requisite majority.

Resolution No. 2:

Approval for payment of Remuneration to M/s. Narasimha Murthy & Co., Cost Accountants, Cost Auditors of the Company for the Financial Year 2020-21:

Type of Poll	Total Number of votes polled	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
Remote e-Voting	42,111	25,117	59.64	16,994	40.36		
e-Voting on the day of AGM	7,205	7,205	100.00	-	-		
Total	49,316	32,322	65.54	16,994	34.46		

The above Ordinary Resolution as contained in the notice of 31st Annual General Meeting dated 03rd September, 2020 has been passed with requisite majority.

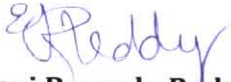


I hereby confirm that, I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through remote e-Voting and e-Voting on the day of AGM. I shall be arranging to hand over these records to the Chairman of the 31st Annual General Meeting of the Company or to any other person as authorized by the Chairman, after confirmation and signing of the Minutes.

Thanking you,

Yours faithfully,

**For RPR & Associates
Company Secretaries**



**Y. Ravi Prasada Reddy
Proprietor,
FCS No. 5783, CP No. 5360**



Place: Hyderabad

Date: 30th September, 2020

UDIN: F005783B000825228