

IL&FS Engineering and Construction Company Limited

CIN: L45201TG1988PLC008624

Reg. office: Door No. 8-2-120/113, Block B, 1st Floor Sanali Info Park, Road No.2,
Banjara Hills, Hyderabad, Telangana 500034

Corp. office: Ground floor, Enkay Centre, Plot No. A, Udyog Vihar-, Gurugram 122016

POSTAL BALLOT NOTICE

[Pursuant to Sec 110 and Sec 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rule, 2014, as amended]

Dear Shareholders,

Notice is hereby given to the members of IL&FS Engineering and Construction Company limited (**‘Company’**) pursuant to Sec 110, 108 and other applicable provisions, if any of the Companies Act, 2013 (**‘Act’**) read with Companies (Management and Administration) Rules, 2014, (**‘Rules’**), Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR, 2015’**) read with the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (**‘MCA’**) (hereinafter collectively referred to as **‘MCA Circulars’**), Secretarial Standards on General Meetings (**‘SS-2’**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof for the time being in force), the resolution pertaining to the following business is proposed to be passed by the Shareholders of the Company by way of postal ballot through electronic means (**remote e-voting**) only.

Appointment of Ms Lubna Ahmad Usman [DIN: 08299976] as a Non-executive Nominee Director of the Company.

To consider, and if thought fit, to pass the following resolution as ‘Ordinary Resolution’:

“RESOLVED THAT Ms. Lubna Ahmad Usman [DIN:08299976], who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred as “Act”) and relevant rules framed thereunder read with Article 117 of Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Shareholder proposing her candidature for the office of Director pursuant to Section 160 of the Act, and who holds office upto the date of the ensuing Annual General Meeting and being eligible for appointment, be and is hereby appointed as Non-Executive Nominee Director of the Company and shall be liable to retire by rotation”

RESOLVED FURTHER THAT the Board be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto”

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

Date: 11.02.2025
Place: Gurugram

Sd/-
Rajib Kumar Routray
Company Secretary

Registered Office

Door No. 8-2-120/113, Block B,
1st Floor Sanali Info Park, Road No.2,
Banjara Hills, Hyderabad, Telangana 500034

Notes:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (‘Act’) read with Regulation 36(3) of the SEBI LODR and SS-2 on General Meetings wrt. appointment of Ms Lubna Ahmad Usman as a Non-executive Nominee Director of the Company, forms part of this Notice.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on the cut-off date and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the website of the Company i.e. www.ilfsengg.com. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by National Securities Depository Limited(NSDL). The instructions for E-voting are annexed to this Notice.
6. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 24th March 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
7. Remote e-voting timeline:

Commencement of e-voting: 9AM on 21st February 2025

Conclusion of e-voting: 5 PM on 24th March 2025

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 14th February 2025.

8. The Board of Directors of the Company (the Board) has appointed Mr. Sabyasachi Panigrahi(F4522), signing Partner of M/s S Panigrahi & Associates Practicing Company Secretaries, Noida, (U.P) (C.P. No 27507 and Firm Reg. No. S2024UP991300) who are not in employment of the Company as the Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed for conducting the Postal Ballot process.
9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for e-voting. Members seeking inspection may send an e-mail to cs@ilfsengg.com
10. The instructions for e-voting are as under:
 - (i) The voting period begins at **9AM on 21st February 2025** and ends on **5 PM on 24th March 2025**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 14th February 2025 may cast their votes electronically. The E-voting module shall be disabled for voting thereafter.
 - (ii) In terms of Securities and Exchange Board of India circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on E-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts to access the E-voting facility.
 - (iii) The login process for E-voting for individual shareholders holding securities in Demat mode is given below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name

	<p>or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p style="text-align: center; color: #0070C0;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will

	<p>be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133033 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your

‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssabypan@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (cs@ilfsengg.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (cs@ilfsengg.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Ms. Lubna Ahmad Usman (DIN: 08299976), aged about 52 years, nominated by Infrastructure Leasing and Financial Services Limited (IL&FS), the Holding Company & Promoter as per Article 117 of Articles of Association of the Company, was appointed as an Additional Non-executive Nominee Director by the Board of Directors of the Company ("Board") based upon the recommendation of Nomination and Remuneration Committee on 11th February 2025.

The Company has received requisite consent, disclosures and declarations from Ms. Lubna Ahmad Usman in terms of the requirements of Companies Act, 2013 read with Rules, made thereunder and SEBI LODR Regulations, 2015.

Other Details

Name of Director	Lubna Ahmad Usman
Date of Birth	July 27, 1973
Qualification	MBA from S.I.E.S College of Management Studies, Mumbai
Brief Resume	Ms. Usman is a senior management professional with more than 24+ years of experience in providing strategic leadership, project finance, debt restructuring and treasury management across banking and non-banking finance companies. Since October 2018, she is a key member of the core team engaged in the resolution of debt of IL&FS group, under the supervision of the new Board appointed by the Government of India.
Experience	24 years plus
Nature of Expertise in specific areas	Project finance, debt restructuring and treasury management across banking and non-banking finance companies
Disclosure of Relationship	Ms. Lubna Ahmad Usman is not related to any Director, Manager or KMP of the Company other than Mr Nand Kishore, Mr. Danny Samuel being Nominee Directors of Infrastructure Leasing & Financial Services Limited (IL&FS”)
Shareholding in the Company	Nil
Chairmanship/ Membership of Committees	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee- Member
Other directorships and memberships/chairmanships of Committees	<ul style="list-style-type: none"> • IL&FS Investment Managers Limited- Executive Director and CEO & CFO • ISSL Settlement & Transaction Services Limited- Director • IL&FS Portfolio Management Services Limited- Director • Roadstar Investment Managers Limited- Director and Member of Audit Committee • IL&FS Infra Asset Management Limited- Additional Director and Chairman of Valuation Committee • IL&FS Urban Infrastructure Managers Limited- Director
Resignation from Listed entities in the past 3 years	NIL

Terms and conditions of Appointment	Copy of the draft letter for appointment of Director setting out the terms and conditions would be available for inspection without any fee by the shareholders at the Registered Office of the Company during normal business hours on any working day
Remuneration last drawn	Nil
Remuneration sought to be paid	Sitting Fee for attending the Board and Committee Meetings, if any as approved by the Audit Committee on 11.02.2025 as per SEBI LODR (Third Amendment) Regulations, 2024 dated 12.12.2024.
Date of first appointment on the Board	11 th February 2025
Number of Board of Meetings attended during the year	Upon appointment as Additional Non-executive Nominee Director, Mr. Lubna, attended 1(one) meeting on 11.02.2025`

The Board considers association of Ms. Lubna Ahmad Usman in the interest of the Company and recommends passing of the resolution at Item No. 1.

Except Ms. Lubna Ahmad Usman, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice.

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

Date: 11.02.2025
Place: Gurugram

Sd/-
Rajib Kumar Routray
Company Secretary