

March 06, 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**

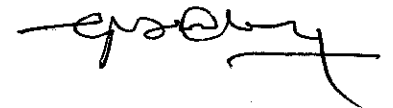
Dear Sir,

**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 January 29, 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 creation of Charge on the Movable and Immovable Properties of the Company, both present and future, in respect of borrowings of the Company.
2. Approval for issue of 2,12,74,442 equity shares of Rs. 10/- each fully paid to the promoter/promoter group and non-promoter on preferential basis



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

Item No.1		Approval for Creation of Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings of the Company					
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	2,67,42,631	2,67,42,631	100%	2,67,42,631	0	100%	0%
Public-Institutional holders	66,29,759	66,29,759	100%	66,29,759	0	100%	0%
Public Others	2,50,86,856	2,50,86,834	99.999%	2,50,86,564	270	99.998%	0.002%
<b>Total</b>	<b>5,84,59,246</b>	<b>5,84,59,224</b>	<b>99.999%</b>	<b>5,84,58,954</b>	<b>270</b>	<b>99.999%</b>	<b>0.001%</b>

Item No.2		Issue of 2,12,74,442 equity shares of Rs. 10/- each fully paid to the Promoters/ Promoters' Group and non-promoters 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	1,32,45,250	1,32,45,250	100%	1,32,45,250	0	100%	0%
Public-Institutional holders	66,29,759	66,29,759	100%	66,29,759	0	100%	0%
Public Others	2,50,86,823	2,50,86,651	99.998%	2,50,85,909	742	99.997%	0.003%
<b>Total</b>	<b>4,49,61,832</b>	<b>4,49,61,660</b>	<b>99.999%</b>	<b>4,49,60,918</b>	<b>742</b>	<b>99.998%</b>	<b>0.002%</b>

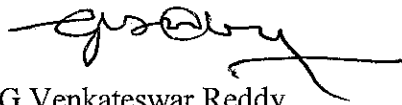
*[Handwritten signature]*

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



**CS Ravi Prasada Reddy .Y**

B.Sc., FCS

Practising Company Secretary

FCS No. 5783, CP No. 5360

**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 January 29, 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 February 02, 2015 (9 a.m.) till March 04, 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 February 02, 2015 (9 a.m.) to March 04, 2015 (6 p.m.). The e-voting results were unblocked by me on March 05, 2015 in the presence of two witnesses. The votes received through Postal Ballot up to March 04, 2015 were considered

On scrutiny, I report that there were 32,302 shareholders (i.e., total number of shareholders as on January 23, 2015 being the cut-off date for this purpose). The details of voting results for the items as mentioned in the notice dated January 29, 2015 are given below:

Summary of Voting Results		
A. Postal Ballot	Item No. 1	Item No. 2
Number of Postal Ballots received	118	115
Number of invalid Postal Ballots	5	5
Number of valid forms (A)	113	110
<b>B. E-voting</b>		
Number of members participated through e-voting	28	28
Number of invalid ballots	-	2
Number of Valid ballots (B)	28	26
<b>TOTAL (A+B):</b>	<b>141</b>	<b>136</b>



Flat No.504, Balaji Villa, 2-22-43, A.S. Raju Nagar, Kukatpally, Hyderabad - 500 072.

Mobile : 99892 34576; Email : yravifcs@gmail.com

## Summary of the Postal Ballot Results:

**Resolution No. 1: For Creation of Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings:**

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	118	28	146	56169695	2289551	58459246	
Assent	106	23	129	56169545	2289409	58458954	99.999%
Dissent	7	5	12	128	142	270	0.001%
Invalid	5	-	5	22	-	22	-

The above Special Resolution as contained in the notice of postal ballot dated January 29, 2015 has been passed with overwhelming majority.

**Resolution No. 2: Issue of 2,12,74,442 equity shares of Rs. 10/- each fully paid on Preferential Basis to promoters/promoter group and non-promoters**

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	115	28	143	42672281	2289551	44961832	
Assent	104	21	125	42671659	2289259	44960918	99.998%
Dissent	6	5	11	600	142	742	0.002%
Invalid	5	2	7	22	150	172	-

The above Special Resolution as contained in the notice of postal ballot dated January 29, 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 Prasada Reddy



Place: Hyderabad  
Date: March 06, 2015