

## IL&FS Engineering and Construction Company Limited

CIN: L45201TG1988PLC008624

Regd. Door No.8-2-120/113, B block, FF, Sanali Info Park

Banjara Hills, Hyderabad-500034

Corp. Office: Ground Floor, Enkay Centre, Plot No. A,

Udyog Vihar-V, Gurugram-122016

Dear Member(s),

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), read with the Companies (Management and Administration) Rules, 2014, ('**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR, 2015**') read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ('**MCA Circulars**'), Secretarial Standard on General Meetings('SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the special businesses set out below are proposed to be passed by the Members of IL&FS Engineering And Construction Company Limited ('**Company**'), by the process of Postal Ballot through electronic means (**remote e-voting**) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please register the same with respective Depository/RTA/Company.

An Explanatory Statement under Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company on 20<sup>th</sup> November 2023 have appointed M/s Sanjay Grover & Associates, Practising Company Secretaries, Delhi (C.P. No. 22944 and Firm Reg. No. P2001DE052900) as the Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, 2015 and MCA Circulars, the Company is offering facility of e-voting (remote e-voting) through M/s K-Fin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent/RTA") as the agency to provide e-voting facility) to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 29<sup>th</sup> November 2023 and ends at 5.00 p.m. (IST) on Thursday, 28<sup>th</sup> December 2023. The Scrutiniser will submit their report to the Chairman, or any authorised person of the Company and the results of the Postal Ballot will be announced within 2 working days from the date of closure of voting. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.ilfsengg.com](http://www.ilfsengg.com) and on the website of e-voting agency and also on <https://www.evotingindia.com/>.

## Special Business

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

ITEM NO. 1

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

“**RESOLVED THAT** in accordance with the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Ms. Preeti Grover (DIN: 00128513), who was appointed as an Additional Director of the Company in the category of Non-executive Independent Director by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from 30<sup>th</sup> September 2023 pursuant to Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director be and is hereby appointed as Non-executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5(five) consecutive years with effect from 30<sup>th</sup> September 2023 to 29<sup>th</sup> September 2028 as per the terms and conditions given in the Annexure to Explanatory Statement attached to Notice.

**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.”

**Item No.2:** To consider and, if thought fit, to pass the following resolution as ‘**Ordinary Resolution**’:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modification(s) or re-enactment for the time being in force), Article 49, 52 of Articles of Association of the Company and Regulation 19(4), 17(1C) and newly inserted Sub Regulation 17(1D) as per SEBI Notification dated 14th June 2023 read with Part D of Schedule II of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, Regulations, if any, Mr. Danny Samuel, DIN: 02348138, nominated by Infrastructure Leasing & Financial Services Limited, the Holding Company and who was appointed by the Board of Directors as an Additional Director with effect from 30th September 2023 upon recommendation by Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director be appointed, as Non-Executive Non Independent Director of the Company.

**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.”

**Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors' seeking appointment is annexed.

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 websites of the Company i.e. [www.ilfsengg.com](http://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 KFIN Technologies Limited (KFIN). 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., 28<sup>th</sup> December 2023. 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:

<b>Commencement of e-voting Wednesday, 29<sup>th</sup> November 2023 from 9.00 a.m. (IST)</b>
<b>Conclusion of e-voting Thursday, 28<sup>th</sup> December 2023 till 5.00 p.m. (IST)</b>

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., Friday, 24<sup>th</sup> November 2023.

8. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e., on Thursday, 28<sup>th</sup> December 2023 and shall be deemed.

to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

9. The Board of Directors of the Company (the Board), has appointed M/s Sanjay Grover & Associates, Practising Company Secretaries, Delhi (C.P. No. 22944 and Firm Reg. No. P2001DE052900) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated his willingness to be appointed for conducting the Postal Ballot process.

10. 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](mailto:cs@ilfsengg.com).





11. The instructions for e-voting are as under:

i) The voting period begins at 9:00 a.m. on Wednesday, 29<sup>th</sup> November 2023 and ends on Thursday, 28<sup>th</sup> December 2023 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, 24<sup>th</sup> November 2023 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) Pursuant to aforesaid Securities and Exchange Board of India Circular, login process for E-voting for individual shareholders holding securities in Demat mode is given below:

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. <b>Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e., ‘IL&amp;FS Engineering and Construction Company Limited’, or e-voting service provider, i.e. KFintech.</li> <li>vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</li> </ul> <p>B. <b>Instructions for those Members who are not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon “Login”</li> </ul>

	<p>which is available under 'Shareholder / Member' section. A new screen will open.</p> <ul style="list-style-type: none"> <li>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name, i.e. IL&amp;FS Engineering and Construction Company Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> </ul> <p>c. <b>NSDL Mobile App</b></p> <ul style="list-style-type: none"> <li>i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</li> </ul> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
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Type of member	Login Method
Individual members holding securities in dematmode with CDSL	<ol style="list-style-type: none"> <li>1. 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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. 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 be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 able to directly access the system of all e-Voting Service Providers.</p>

Individual members login through their demat accounts /Website of Depository Participant(s)	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against IL&amp;FS Engineering and Construction Company Limited or KFintech.</li> <li>v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</li> </ul>
<p><b>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</b></p>	
<p><b>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</b></p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>180022 44 30</b>
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

iv) Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company. / Depository Participant(s)	<p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ul style="list-style-type: none"> <li>i) Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li> <li>ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>iii) After entering these details appropriately, click on "LOGIN".</li> <li>iv) Members will now reach password change Menu wherein they are required to mandatorily change the 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 (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc.</li> </ul>

Type of member	Login Method
	<p>on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <ul style="list-style-type: none"> <li>v) Members would need to login again with the new credentials.</li> <li>vi) On successful login, the system will prompt the member to select the “EVEN”, viz., ‘IL&amp;FS Engineering and Construction Company Limited’ and click on “Submit”.</li> <li>vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</li> <li>viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix) Members may then cast their vote by selecting an appropriate option and click on “Submit”.</li> <li>x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</li> <li>xi) Corporate/ Institutional members (corporate / FIs / FII/ trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:Sanjaygrover7@gmail.com">Sanjaygrover7@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</li> </ul>
Members whose email IDs are not registered with the Company. / Depository Participant(s)	<p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</b></p> <ul style="list-style-type: none"> <li>i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</li> </ul>
Procedure for Registration of email and Mobile: securities in physical mode	<p><b>Physical shareholders are hereby notified that based on SEBI Circular number:</b> SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link:  <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <ul style="list-style-type: none"> <li>a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</li> <li>b) Through hard copies which are self-attested, which can be shared on the address below; or</li> </ul>

Name	KFIN Technologies Limited
Addresses	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

For and on behalf of Board of Directors  
of IL&FS Engineering and Construction Company Limited

Sd/-  
Rajib Kumar Routray  
Company Secretary & Compliance Officer

**Dated:** 21<sup>st</sup> November 2023

**Place:** Gurgaon



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

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

**Item No.1**

On the recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Directors (“Board”) in its meeting held on 30th September 2023 appointed Ms Preeti Grover (DIN: 00128513), as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 30th September 2023, under Section 161(1) of the Companies Act, 2013 (the “Act”) read with Article 49 & 50 of Articles of Association of the Company. She is eligible for appointment as a director.

Ms. Preeti Grover has been appointed in the category of Non-Executive Independent Director under Section 149 of the Act for a term of 5 consecutive years to hold office from 30th September 2023 till 29th September 2028. The Company has received the requisite documents from her with respect to (i) consent to act as director; (ii) declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act, rules made thereunder and also under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); (iii) confirmation that she is not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received notice under Section 160 of the Act, from a member signifying intention to propose her candidature for the office of Independent Director of the Company.

The NRC and the Board are of the opinion that Ms. Preeti Grover possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that she is independent of the management of the Company. The Board considers that her association as Director will be of immense benefit and will be in the best interest of the Company.

Ms. Grover was awarded “Women of Excellence Award” 2021 by the Indian Achievers Forum in recognition of Outstanding Professional Achievement & Contribution in Nation Building in January 2022. She has also won “Platinum Award as Best Mentor of the year 2022” by PNGI in association with GD Goenka University.

She is the Council Member–Anti Sexual harassment Council of WICCI (Women’s Indian Chamber of Commerce and Industry) and has been holding the position of Woman Independent Director in Precision Electronics Limited (Listed) sine 2019. Ms. Grover has cleared Proficiency Examination for Independent Directors conducted by Indian Institute of Corporate Affairs and Certificate course for Women Director conducted by ICSI. She is a Certified CSR Professional and a Qualified Social Auditor from ICSI.

Regulation 17 (1C) of the SEBI LODR, 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time of three months from the date of appointment, whichever is earlier.

Further, Regulation 23 (2A) of the SEBI (LODR) Regulations, 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the appointment, re-appointment, or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. The amendments are applicable w.e.f. 1.1.2022.

Ms. Preeti Grover’s brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees, and other particulars are separately annexed hereto in Annexure 1. Additional information in respect of Ms. Preeti Grover, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is given in the Annexure to this Notice.

Except Ms. Preeti Grover, 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 at Item No. 1 of the Notice. The Board recommends the Special resolution set out at Item No. 1 for the approval of Members.

## Item No. 2

Shri Danny Samuel (DIN: 02348138), was nominated by Infrastructure Leasing & Financial Services Limited (IL&FS), the Holding Company and was appointed post recommendation by Nomination and Remuneration Committee as Additional Director in the capacity of Non-executive Non-Independent Director of the Company with effect from 30<sup>th</sup> September 2023 in compliance with provisions of Companies Act, 2013 read with Article 49 and 52 of Articles of Association of the Company.

Regulation 17 (1C) of the SEBI LODR, 2015 inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months, whichever is earlier. The amendment is applicable w.e.f. 1.1.2022.

Accordingly, regularisation of appointment of Shri Danny Samuel as the Director on the Board is being put up to the Members for seeking their approval through the process of this Postal Ballot.

Mr. Samuel's brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees, and other particulars are enclosed with this Notice.

In view of his background and vast experience, it will be in the interest of the Company that he continues as Director of the Company.

Except Shri Danny Samuel, 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 at Item No. 2 of the Notice. The Board recommends the ordinary resolution set out at Item No. 2 for the approval of Members.

For and on behalf of Board of Directors  
of IL&FS Engineering and Construction Company Limited

Sd/-

**Rajib Kumar Routray**  
Company Secretary & Compliance  
Officer

**Dated:** 21<sup>st</sup> November 2023

**Place:** Gurgaon

Annexure

**Disclosure under Reg. 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings.**

Name of Director	Ms. Preeti Grover (DIN: 00128513)	Mr. Danny Samuel (DIN: 02348138)
Date of Birth and Age	9.07.1972, 51 years	20.07.1975, 48 years
Date of Appointment (initial)	30.09.2023	30.09.2023
Qualifications	FCS, M. Com, LL. B	FCS, master's in economics and financial management, Post Graduate Program in Management from University of California, USA
Expertise in specific functional areas and Experience	An active member in the CS profession and a faculty member at NIRC and many Chapters of NIRC of ICSI. Taken sessions on topics like Corporate Governance, Independent Directors, Secretarial Audit, POSH and Social Audit etc. Well-known and respected professional in CS fraternity	Corporate Governance, Project Management, M&A Transactions.
Board Membership of other Companies/Corporate Bodies	1.Precision Electronics Limited (Independent Director)  2.Saga Properties Limited	1.Srinagar Sonamarg Tunnelway Limited 2.Sikar Bikaner Highway Limited 3.Pune Sholapur Road Development Company Limited 4.Jharkhand Road Projects Implementation Company Limited 5.Jharkhand Infrastructure Implementation Co Ltd 6.Hazaribagh Ranchi Expressways Limited 7.Gujarat Road and Infrastructure Company Limited <b>Foreign Companies</b> 1.ITNL International Pte. Ltd 2.ITNL offshore Two Pte. Ltd 3. ITNL Offshore Three Pte. Ltd
Skills and capabilities of Independent Directors	A leader in Good Corporate Governance, fair secretarial practices, advising board members of their responsibilities and implementing board decisions, managing all kinds of secretarial services, company law compliances, SEBI (LODR) compliances & other securities regulations	Mr. Samuel possesses over 20 years of experience in the field of Energy, Roads and Aviation sector. Has handled international assignments as CEO (APAC) besides various domestic assignments which include IPO of IL&FS Transportation Networks Ltd, first rated listed project bond in India, first RMB denominated corporate bond issuance, M&A transactions and various capital market transactions. Skills include engagement with and oversight over the Project

		Manager of InvIT, procurement and monitoring of progress of major maintenance works, liaison with various project Authorities including for seeking requisite approvals, ensuring optimum revenue collection and innovation in projects.
Whether resigned from any listed entity in the last three years	Nil	Nil
Chairmanship(s)/Membership (s) of Committees of other Companies	Precision Electronics Limited (Member-Stakeholder Relationship Committee)	1.Pune Sholapur Road Development Co. Ltd. (Audit Committee, Nomination & Remuneration Committee (NRC) 2.Sikar Bikaner Highway Ltd(Audit Committee) 3.Jharkhand Road Projects Ltd(Audit Committee, NRC, Stakeholder Relationship Committee) 4.Hazaribagh Ranchi Expressway Ltd(Audit Committee, Risk Management Committee)
Number of shares held in the Company (self and as a beneficial owner)	Nil	Nil
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending the meetings of Board or other Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.	He will be paid remuneration by way of fee for attending the meetings of Board or other Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.
Terms and Conditions of Appointment	As per Company's Policy on appointment of Board Members	Nominated by Infrastructure Leasing and Financial Services Limited, the Holding Company as per the terms and conditions contained in the Articles of Association of the Company read with Company's policy on appointment of Board Members
Relationship with other Directors or KMP of the Company	Nil	Nil
Number of meetings of the Board attended since the date of appointment	One	One