

Corporate Office

Ground Floor, Enkay Centre,
Plot No# A, Vanijya Nikunj,
Udyog Vihar, Phase – 5, NH-8, Gurugram
– 1,22016
Haryana India

2nd January 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Ltd.

“Exchange Plaza” Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Code: **532907**

Symbol: **IL&FSENGG**

Subject – Minutes of Resolution(s) passed by way of Postal Ballot through remote e-voting process.

Dear Sirs,

With reference to the captioned subject, please find enclosed the minutes of resolutions passed by way of Postal Ballot through remote e-voting process. The results of the Postal Ballot were announced on 28th December 2023 and your esteemed exchanges were intimated on the same day.

Kindly take this intimation on your record.

Thanking you

Yours faithfully

For IL&FS Engineering & Construction Company Limited

RAJIB KUMAR ROUSTRAY

Company Secretary & Compliance Officer

Encl: as above

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MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (REMOTE VOTING PROCESS) BY MEMBERS OF IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED ON 28TH DECEMBER 2023, RESULTS OF WHICH WERE DECLARED ON 28TH DECEMBER 2023

The Board of Directors of the Company at its Board Meeting held on 9th November 2023 read with 20th November 2023 approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of The Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by the Ministry of Corporate Affairs ("MCA") i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 19/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) and to seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot dated 1st November 2023:

SI No.	Particulars of Resolution	Type
1	Appointment of Ms. Preeti Gover (DIN: 00128513) as Non-executive Independent Director	Special
2	Appointment of Mr. Danny Samuel (DIN: 02348138) as Non-Executive Non-Independent Director	Ordinary

The Board of Directors vide its Resolution passed on 20th November 2023 appointed Sanjay Grover & Associates, Practising Company Secretaries, Delhi (C.P. No. 22944 and Firm Reg. No. P2001DE052900) as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

The Company had provided remote e-voting facility to its Members through KFIN Technologies Limited. The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 28th December 2023, which was accepted by the Company Secretary and Compliance Officer, authorised by the Chairman vide Board Resolution dated 20th November 2023. The summary of the Scrutinizer's Report is as under:

- 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 i.e. K-Fin Technologies Limited, or with their respective Depository Participants 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') on 28th November 2023.
- The Company has published an advertisement on 29th November 2023, regarding service of Postal Ballot Notice to eligible members in English Newspaper "Business Standard" and in vernacular newspaper "Nava Telengana (Telugu)".
- 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.
- Post conclusion of the remote e-voting period on 28th December 2023, based on the analysis of votes, the Scrutinizer submitted his report dated 28th December 2023 addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 28th December 2023.

The results were declared on 28th December 2023, simultaneously intimated to Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited and uploaded on website of the Company on the same day.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

- Appointment of Ms. Preeti Grover (DIN: 00128513) as Non-executive Independent Director

Nature of Resolution – Special Resolution

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 30th 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 30th September 2023 to 29th 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.”

Result of voting through Postal Ballot by remote e-voting was as follows:

Total Votes Cast	5,55,01,242
Votes In favour	5,55,00,918
Votes against	324
Invalid Votes	Nil
Result	The resolution is passed as a Special Resolution

2. Appointment of Mr. Danny Samuel (DIN: 02348138) As Non-Executive Non-Independent Director

Nature of Resolution –Ordinary Resolution

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 9(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.”

Result of voting through Postal Ballot by remote e-voting was as follows:

Total Votes Cast	5,55,01,242
Votes In favour	5,55,00,888
Votes against	354
Invalid Votes	Nil
Result	The resolution is passed as Ordinary Resolution

Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated 21 November 2023, were duly passed on 28th December 2023 with requisite majority.

Certified to be true
For **IL&FS Engineering and Construction Company Limited**



Rajib Kumar Routray
Company Secretary & Compliance Officer