

IL&FS Engineering and Construction Company Limited
CIN - L45201TG1988PLC008624

Registered Office

D.No. 8-2-120/113 Block
B, 1st Fl, Sanali Info Park
Road No 2, Banjara Hills
Hyderabad - 500033

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E info@ilfsengg.com
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BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Scrip Code: **532907**

National Stock Exchange of India Ltd.

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

Symbol: **IL&FSENGG**

Dear Sir/Madam,

Sub:- IL&FSENGG – 32nd Annual General Meeting Notice & Annual Report – Reg.

Please find attached our 32nd AGM Notice of the Company.

The same is also available on the Company's website at:
https://ilfsengg.com/Document/32ND_IECCL_ANNUAL_REPORT2020-21.pdf and on
www.evoting.nsdl.com.

Thanking you & with regards

For IL&FS Engineering and Construction Company Limited



(CS. SRINIVASA KIRAN)

Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of IL&FS Engineering and Construction Company Limited will be held through Video Conference (VC)/ Other Audio Visual Means (OAVM) on Thursday, September 30, 2021 at 14:00 hrs (IST) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. Subrata Kumar Mitra exceeds seventy five years of age during the tenure of his appointment, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Mr. Subrata Kumar Mitra (DIN: 00029961), who has submitted his Independent Director Registration No: IDDB-DI-202011-032769 and a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of this Meeting, i.e. September 30, 2021, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, "whose period of office shall not be determinable by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions

of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI LODR Regulations, 2015, Dr. Jagadip Narayan Singh, IAS (Retd.) (DIN: 00955107), who has submitted his Independent Director Registration No: IDDB-DI-201912-003867 and a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of this Meeting, i.e. September 30, 2021, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, "whose period of office shall not be determinable by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of the Section 152 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manish Kumar Agarwal (DIN: 02885603), who was appointed as an Additional Director with effect from January 15, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting, and in respect of whom the board of directors recommends, under Section 160 of the Companies Act, 2013, his candidature for the office of a Director, be and is hereby appointed as a director, in the category of non-executive non-independent, of the company whose period of office shall be determinable by retirement of directors by rotation.

FURTHER RESOLVED THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

5. To consider and ratify the remuneration payable to Cost Auditors and for that purpose to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act,

2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of Rs.4,50,000/- (Rupees Four Lakhs fifty thousand only) plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/lodging for the financial year ending March 31, 2022 to M/s Narasimha Murthy & Co., Cost Accountants (Regn. No. 00042), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, to give effect to this resolution.

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

Sd/-

Place: Hyderabad

Date: September 02, 2021

Sistla Srinivasa Kiran

Company Secretary

Registered Office:

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, India

Website: www.ilfsengg.com

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NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to yrvifcs@gmail.com with a copy marked to evoting@nsdl.co.in.

4. The Company has fixed Thursday, September 23, 2021 as the ‘Cut-off Date’ for determining entitlement of members to e-voting at the 32nd AGM of the Company.
5. Book closure for the purpose of 32nd Annual General Meeting will be from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive)
6. The remote e-voting period commences on Monday, September 27, 2021 (9:00 a.m. IST) and ends on Wednesday, September 29, 2021 (5:00 p.m. IST).
7. “EVSN” of the Company is 118304.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, KFin Technologies Private Limited (“KFintech”) for assistance in this regard.
9. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with KFintech in case the shares are held by them in physical form.

We continue to encourage all shareholders to receive electronic copies of the Annual Report and Financial Statements as part of our commitment to reduce our environmental footprint. If you have not already opted to receive an electronic copy of the Annual Report and Financial Statements, please visit [www.ilfsengg.com/Announcements & Notifications](http://www.ilfsengg.com/Announcements&Notifications).

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to KFintech in case the shares are held in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFintech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 27, 2021 through email on cs@ilfsengg.com. The same will be replied by the Company suitably.
15. Members are requested to note that, (previous) dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.ilfsengg.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. Instructions for e-voting and joining the AGM are as follows:

Voting through electronic means

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the 32nd AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 32nd AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for themembers is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://ilfsengg.com/Document/32ND_IECCL_ANNUAL_REPORT2020-21.pdf. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2021, at 9:00 A.M. and ends on September 29, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.nsd.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 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.

- 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 or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for e-Voting and joining virtual meeting 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 101456 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.

For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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 yvaficfs@gmail.com with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ilfsengg.com. The same will be replied by the company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business under item no. 2,3,4 and 5 of the accompanying Notice dated September 02, 2021.

ITEM NO. 2:

Mr. Subrata Kumar Mitra (DIN: 00029961) was appointed as an Additional Director w.e.f. January 15, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of ensuing Annual General Meeting. In this regard the board of directors vide its meeting held on September 02, 2021 recommended for the approval of shareholders, proposing candidature of Mr. Subrata Kumar Mitra for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board considered that the co-option of Mr. Subrata Kumar Mitra on the Board is desirable and would be beneficial to the company in various fronts and hence recommends resolution no. 2 for your approval.

Mr. Subrata Kumar Mitra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 17 and other applicable regulations of the SEBI LODR Regulations, Mr. Subrata Kumar Mitra is proposed to be appointed as Independent Director for a term as stated in the Resolution.

The Board of Directors have recommended appointment of Mr. Subrata Kumar Mitra as Independent Director of the Company.

Mr. Subrata Kumar Mitra is of 72 years of age. Hence in accordance with SEBI LODR Regulations, the Company seeks consent of the members by way of special resolution for his appointment to hold the office of Independent Director notwithstanding that his age exceeds 75 years of age during his tenure.

Mr. Subrata Kumar Mitra has submitted his Independent Director Registration No: IDDB-DI-202011-032769 and a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management.

Copy of the draft letter for appointment of Mr. Subrata Kumar Mitra as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Mr. Subrata Kumar Mitra including nature of his expertise and other disclosure as required under SEBI LODR Regulations & Secretarial Standards is provided at Annexure A of this Notice.

Except Mr. Subrata Kumar Mitra, being appointee, none of the Directors and Key Managerial Personnel of the Company

and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 3:

Dr. Jagadip Narayan Singh (DIN: 00955107) was appointed as an Additional Director w.e.f. January 15, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of ensuing Annual General Meeting. In this regard the board of directors vide its meeting held on September 02, 2021 recommended for the approval of shareholders, proposing candidature of Dr. Jagadip Narayan Singh for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board considered that the co-option of Dr. Jagadip Narayan Singh on the Board is desirable and would be beneficial to the company in various fronts and hence recommends resolution no. 3 for your approval.

Dr. Jagadip Narayan Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 17 and other applicable regulations of the SEBI LODR Regulations, Dr. Jagadip Narayan Singh is proposed to be appointed as Independent Director for a term as stated in the Resolution.

The Board of Directors have recommended appointment of Dr. Jagadip Narayan Singh as Independent Director of the Company.

Dr. Jagadip Narayan Singh has submitted his Independent Director Registration No: IDDB-DI-201912-003867 and a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management.

Copy of the draft letter for appointment of Dr. Jagadip Narayan Singh as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Dr. Jagadip Narayan Singh including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure A of this Notice.

Except Dr. Jagadip Narayan Singh, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4:

Mr. Manish Kumar Agarwal (DIN: 02885603) was appointed as an Additional Director w.e.f. January 15, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of ensuing Annual General Meeting. In this regard the board of directors vide its meeting held on September 02, 2021 recommended for

the approval of shareholders, proposing candidature of Mr. Manish Kumar Agarwal for appointment as Director of the Company in the category of Non-executive Non-independent in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board considered that the co-option of Mr. Manish Kumar Agarwal on the Board is desirable and would be beneficial to the company in various fronts and hence recommends resolution no. 4 for your approval.

Mr. Manish Kumar Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Brief profile of director to be regularized, including nature of their expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure A of this Notice.

Except Mr. Manish Kumar Agarwal, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5:

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a cost auditor to audit the cost records of the Company, for products and services, specified under Rules issued in pursuance to the above section. On the recommendation of the Audit Committee, the Board of Directors had approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2021-22, at a remuneration of Rs. 4,50,000 (Rupees Four Lacs Fifty Thousand only) plus applicable taxes and out of pocket expenses at actuals for travelling and boarding/ lodging.

M/s. Narasimha Murthy & Co., Cost Accountants, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for the aforesaid purpose.

The Directors recommend this resolution for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at Item No. 5.

By Order of the Board of Directors

For IL&FS Engineering and Construction Company Limited

Sd/-

Place: Hyderabad
Date: September 02, 2021

Sistla Srinivasa Kiran
Company Secretary

Registered Office:
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, India
Website: www.ilfsengg.com
L45201TG1988PLC008624

Details of Directors seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 are given below:

A	Name	Mr. Subrata Kumar Mitra	Dr. Jagadip Narayan Singh	Mr. Manish Kumar Agarwal
B	Brief Resume			
	i) Age	72 Years	62 years	54 years
	ii) Educational Qualification	M.SC & MBA (USA)	Graduate from JNU Ph.D from MS University IAS (Retd.)	Graduated in Honors from MNIT, Jaipur Masters from I.I.T., Delhi
	iii) Experience in specific functional area	50 years in Private Banking Sectors & Mutual Funds	38 years in Indian Administrative Services	32 years of professional experience in infrastructure sector
	iv) Date of appointment on the board of the Company	January 15, 2021	January 15, 2021	January 15, 2021
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	Annex-1	Annex-2	Annex-3
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Annex-A	Annex-B	Annex-C
F	No. of shares of Rs.10/- each held by the Director	Nil	Nil	Nil
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil	Nil	Nil

Mr. Subrata Kumar Mitra – Directorships

S. No.	Names of the Companies / Bodies Corporate / firms / Association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose	Date on which interest or concern changed
	Centrum Capital Limited	Director	Nil	12/09/2019	12/09/2019
	Onward Technologies Limited	Independent Director	Nil	15/05/2020	21/07/2020
	Centrum Financial Services Limited	Director	Nil	14/05/2020	31/07/2020
	Inditrade Fincorp Limited	Director	Nil	05/08/2020	11/09/2020
	Asirvad Micro Finance Limited	Director	Nil	17/03/2020	25/08/2020
	North Karnataka Expressway Limited	Independent Director	Nil	11/04/2020	08/05/2020
	Centrum Broking Limited (CN)	Additional Director	Nil	05/08/2020	05/08/2020

Mr. Subrata Kumar Mitra – Chairmanship & Memberships

S. No.	Name of the Companies/Firms	Committee Membership	Chairman / Member
1	Indian Merchants Chamber	Managing Committee	Member
2	First Rand Bank (India) (South African Bank)	Credit Committee	Member
3	Imarticus Learning Pvt. Ltd.	Advisory Council	Member
4	Good People Consulting LLP	Advisory Board	Member
5	Blue Lotus Capital Advisory LLP	PE – Industry Expert	-
6	North Karnataka Expressway Limited	Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee	Chairman Member Member
7	Asirvad Micro Finance Limited	IT Committee	Chairman
8	Onward Technologies Limited	Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee	Member Member Member
9	Inditrade Fincorp Limited	Audit Committee Nomination & Remuneration Committee	Member Member
10	Centrum Broking Limited (CN)	Audit Committee Nomination & Remuneration Committee	Member Member
11	Ace Lansdowne Investments Services LLP	Investment Committee	Member
12	Association of Corporate Independent Directors	Governing Council	Member

ANNEX-2

Dr. Jagadip Narayan Singh – Directorships

S. No.	Names of the Companies / Bodies Corporate / firms / Association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose	Date on which interest or concern changed
1	North Karnataka Expressway Limited	Independent Director	NIL	16-07-2020	30-09-2020
2	IL&FS Transportation Networks Limited	Independent Director	NIL	11-11-2020	11-11-2020

ANNEX-B

Dr. Jagadip Narayan Singh – Chairmanship & Memberships

S. No	Name of the Companies/Firms	Committee Membership	Chairman / Member
1	North Karnataka Expressway Limited	(1) Audit Committee (2) Nomination & Remuneration Committee (3) Corporate Social Responsibility Committee	Member Chairman Chairman
2	IL&FS Transportation Networks Limited	1) Audit Committee 2) Corporate Social Responsibility Committee	Member Member
3	IL&FS Engineering and Construction Company Limited	1). Audit Committee 2). Nomination & Remuneration Committee 3). Corp. Social Responsibility	Member Chairman Chairman

ANNEX-3

Mr. Manish Kumar Agarwal – Directorships

S. No	Names of the Companies / Bodies Corporate / firms / Association of individuals	Nature of interest or concern / Change in interest or concern	Shareholding	Date on which interest or concern arose	Date on which interest or concern changed
1	Noida Toll Bridge Company Limited	Nominee Director	-	04.12.2018	20.09.2019
2	RIDCOR Infra Projects Limited	Director	1 Equity Share jointly with RIDCOR	04.04.2013	04.04.2013
3	Road Infrastructure Development Company of Rajasthan Limited	Manager	1 Equity Share jointly with IL&FS	23.09.2020	23.09.2020

Mr. Manish Kumar Agarwal – Chairmanships & Memberships

S. No.	Name of the Companies/Firms	Committee Membership	Chairman / Member
1	RIDCOR Infra Projects Limited	Share Transfer and Redressal Committee	Director-Member
2	RIDCOR Infra Projects Limited	Credit Approval Committee	Director-Member
3	RIDCOR Infra Projects Limited	Audit Committee	Director-Member
4	RIDCOR Infra Projects Limited	Nomination and Remuneration Committee	Director-Member
5	Noida Toll Bridge Company Limited	Audit Committee	Director-Member
6	Noida Toll Bridge Company Limited	Shareholders Relationship Committee	Director-Member
7	Noida Toll Bridge Company Limited	Nomination and Remuneration Committee	Director-Member
8	IL&FS Engineering and Construction Company Limited	Stakeholders Relationship Committee	Director-Member
9	IL&FS Engineering and Construction Company Limited	Corporate Social Responsibility Committee	Director-Member