

August 9, 2014

The Secretary
 The BSE Limited
 P.J.Towers, Dalal Street,
Mumbai- 400 001.
 Tel:022-22721234 Fax-2272 3121.

The Manager
 Listing Department
 National Stock Exchange of India Limited
 Exchange Plaza, 5th Floor,
 Bandra Kurla Complex,
Bandra(East), Mumbai-400 051.
Tel:022 – 26598235, Fax-26598237/38

Scrip Code: 532907

Scrip Code: IL&FSENGG

Dear Sir(s),

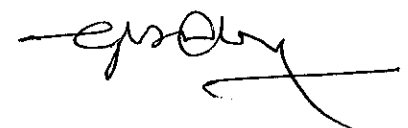
 Sub: Voting results of 25th Annual General Meeting - Reg.

Ref: Clause 35A of the Listing Agreement

 With reference to the captioned subject, please find the outcome of 25th Annual General Meeting of the Company as follows:

| SI No | Description | | | | | |
|-------|--|-------------------|-------------------------------------|-------|-------------|--------------|
| A | Date of AGM | | | | | |
| B | Total number of shareholders on record date | | | | | |
| C | No of shareholders present in the meeting either in person or through proxy | | | | | |
| | Shareholders | Present in person | Present through proxy/Authorization | Total | Shares | % to capital |
| | Promoter and promoter group | 0 | 4 | 4 | 2,67,42,631 | 29.76 |
| | Public | 137 | 6 | 143 | 2,50,67,556 | 27.89 |
| | Total | 137 | 10 | 147 | 5,18,10,187 | 57.65 |
| D | No. of shareholders attended the meeting through video conferencing – There was no video conferencing facility. | | | | | |

Out of the above, votes cast by 2 shareholders holding 337 shares were declared invalid. Further, 77 shareholders holding 4204 shares did not participate in the voting.



1. Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the period ended on that date and Reports of the Board of Directors and Auditors thereon: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

2. Re-appointment of Mr. Ved Kumar Jain as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

3. Re-appointment of Mr. Anil K Agarwal as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

4. Re-appointment of Mr. El Mouhtaz El Sawaf as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

5. Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

6. Appointment of Mr. Dhananjay Narendra Mungale as Director of the Company: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,367 | 300 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,13,998 | 300 | 100.00% | 0.00% |

7. Appointment of M/s. S. Mahadevan & Co, Cost Accountants as cost auditors for the Financial Year 2014-15: Ordinary Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

8. Amendment of Articles of Association of the Company: Special Resolution passed by way of poll and E-voting.

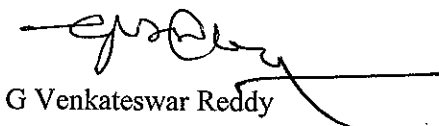
| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

9. Granting of Borrowing powers to the Board of the Company: Special Resolution passed by way of poll and E-voting.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of Votes – in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 2,67,42,631 | 2,67,42,631 | 100% | 2,67,42,631 | - | 100% | - |
| Public Institutional holders | - | - | - | - | - | - | - |
| Public-Others | 2,50,72,004 | 2,50,71,667 | 99.99% | 2,50,71,617 | 50 | 99.99% | 0.01% |
| Total | 5,18,14,635 | 5,18,14,298 | 100% | 5,18,14,248 | 50 | 100.00% | 0.00% |

Thanking You,

Yours faithfully
for IL&FS Engineering and Construction Company Limited



G Venkateswar Reddy
Company Secretary