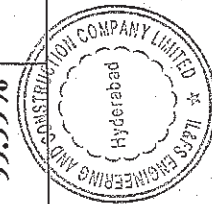


Detail voting results are as under. No. of votes polled includes voting through e-voting.

Adoption of Audited Financial Statements for the year ended March 31, 2015										
Item No.1	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes against	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled		
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)	(7)=(5)/(2)*100		
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0	0%		
Public-Institutional holders	0	0	0%	0	0	0%	0	0%		
Public Others	75720194	36721446	48.50%	36721466	0	100%	0	0%		
Total	121158671	82159923	67.81%	82159923	0	100%	0	0%		

Re-appointment of Mr. Saleh Mohammad A Bin Laden who is retiring by rotation										
Item No.2	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes against	% of votes in favour on votes polled	No. of votes against	% of votes against on votes polled		
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)	(7)=(5)/(2)*100		
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0	0%		
Public-Institutional holders	0	0	0%	0	0	0%	0	0%		
Public Others	75720194	36721446	48.50%	36721428	18	99.99%	18	0.01%		
Total	121158671	82159923	67.81%	82159905	18	99.99%	18	0.01%		



(Signature)

Item No.3		Ratification of appointment of S. R. Batliboi & Associates LLP as Statutory Auditors for the year ending March 31, 2016						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%	
Public-Institutional holders	0	0	0%	0	0	0%	0%	
Public Others	75720194	36721446	48.50%	36721196	0	99.99%	0%	
Total	121158671	82159923	67.81%	82159673	0	99.99%	0%	

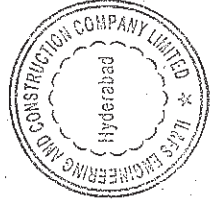
Note: No. of votes abstained – 250

Item No.4		Approval of appointment of Mr. Ved Jain as Independent Director of the Company						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%	
Public-Institutional holders	0	0	0%	0	0	0%	0%	
Public Others	75720194	36721446	48.50%	36721466	0	100%	0%	
Total	121158671	82159923	67.81%	82159923	0	100%	0%	



Item No.5		Approval of appointment of Mr. Anil Agarwal as Independent Director of the Company						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%	
Public-Institutional holders	0	0	0%	0	0	0%	0%	
Public Others	75720194	36721446	48.50%	36721466	0	100%	0%	
Total	121158671	82159923	67.81%	82159923	0	100%	0%	

Item No.6		Approval of appointment of Mr. Dhananjay Mungale as Independent Director of the Company						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%	
Public-Institutional holders	0	0	0%	0	0	0%	0%	
Public Others	75720194	36721446	48.50%	36721466	0	100%	0%	
Total	121158671	82159923	67.81%	82159923	0	100%	0%	



(Signature)

Item No.7		Approval of appointment of Ms. Alpa Sheth as Independent Director of the Company						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%	
Public-Institutional holders	0	0	0%	0	0	0%	0%	
Public Others	75720194	36721446	48.50%	36721466	0	100%	0%	
Total	121158671	82159923	67.81%	82159923	0	100%	0%	

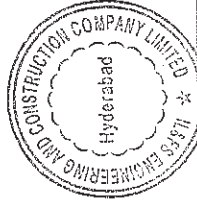
Item No.8		Approval of appointment of Ms. Kanika Bhal as Independent Director of the Company						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%	
Public-Institutional holders	0	0	0%	0	0	0%	0%	
Public Others	75720194	36721446	48.50%	36721466	0	100%	0%	
Total	121158671	82159923	67.81%	82159923	0	100%	0%	



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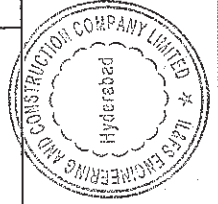
Approval of remuneration to Cost Auditor for the Financial Year 2015-16							
Item No.9	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%
Public-Institutional holders	0	0	0%	0	0	0%	0%
Public Others	75720194	36721446	48.50%	36721466	0	100%	0%
Total	121158671	82159923	67.81%	82159923	0	100%	0%

Adoption of new set of Articles of Association of the Company							
Item No.10	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	45438477	45438477	100%	45438477	0	100%	0%
Public-Institutional holders	0	0	0%	0	0	0%	0%
Public Others	75720194	36721446	48.50%	36721421	25	99.99%	0.01%
Total	121158671	82159923	67.81%	82159898	25	99.99%	0.01%



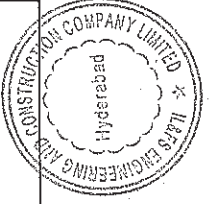

Approval for making Investment in Subsidiary of the Company							
Item No.11	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	45438477	0	0%	0	0	0%	0%
Public-Institutional holders	0	0	0%	0	0	0%	0%
Public Others	75720194	100719	0.13%	100601	118	99.88%	0.12%
Total	121158671	100719	0.08%	100601	118	0.08%	0.12%

Approval of Related Party Transaction existing after March 31, 2015 with Infrastructure Leasing and Financial Services Limited							
Item No.12	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter/Public	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	45438477	0	0%	0	0	0%	0%
Public-Institutional holders	0	0	0%	0	0	0%	0%
Public Others	75720194	100719	0.13%	100694	25	99.98%	0.02%
Total	121158671	100719	0.08%	100694	25	99.98%	0.02%



Item No.13									
Approval of Related Party Transactions existing after March 31, 2015 with Hill County Properties Limited									
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
Promoter and Promoter Group	45438477	0	0%	0	0	0%	0%		
Public-Institutional holders	0	0	0%	0	0	0%	0%		
Public Others	75720194	100719	0.13%	100694	25	99.98%	0.02%		
Total	121158671	100719	0.08%	100694	25	99.98%	0.02%		

Item No.14									
Approval of Material Related Party Transactions entered with Infrastructure Leasing and Financial Services Limited during the Financial Year 2014-15									
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (2)/(1)*100	No of votes in favour	No. of votes in against	% of votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
Promoter and Promoter Group	45438477	0	0%	0	0	0%	0%		
Public-Institutional holders	0	0	0%	0	0	0%	0%		
Public Others	75720194	100719	0.13%	100694	25	99.98%	0.02%		
Total	121158671	100719	0.08%	100694	25	99.98%	0.02%		



Please find attached scrutinizer report issued by Mr. Y Ravi Prasada Reddy, scrutinizer for the postal ballot and e-voting, evidencing the passing of the said resolutions.

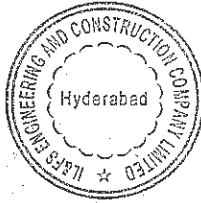
This is for your information and records.

Thanking you,

Yours faithfully,
for IL&FS Engineering and Construction Company Limited



G Venkateswar Reddy
Company Secretary





**REPORT BY THE SCRUTINIZER ON E-VOTING & BALLOT POLL
FOR THE 26TH ANNUAL GENERAL MEETING**

To
The Chairman
M/s. IL&FS Engineering and Construction Company Limited
Door No 8-2-120/113/3/4F, Sanali Info Park,
Cyber Towers, Road No. 2, Banjara Hills,
Hyderabad - 500033

Sub: Voting results about the resolutions considered in the 26th Annual General Meeting held on September 19, 2015

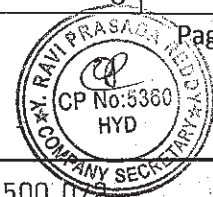
Dear Sir,

IL&FS Engineering and Construction Company Limited ('the Company') had appointed me as Scrutinizer for the voting conducted on the resolutions considered in the 26th Annual General Meeting of the Company held on September 19, 2015 at 11 a.m. in Hyderabad along with the e-voting conducted from 9.00 a.m. on September 16, 2015 till 5.00 p.m. on September 18, 2015.

The Company had appointed M/s Karvy Computershare Private Limited (KCPL) as the Service Provider, for providing the facility of electronic voting to the shareholders of the Company from September 16, 2015 (9.00 a.m.) to September 18, 2015 (5.00 p.m.). The e-voting results were unblocked by me on September 19, 2015 at 1.00 p.m. in the presence of two witnesses. The cut-off date for ascertaining the voting rights in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 was September 12, 2015.

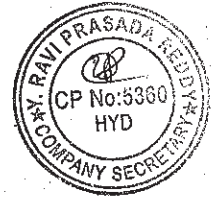
On scrutiny, I report that there were 36,572 shareholders (i.e., total number of shareholders as on September 12, 2015 being the cut-off date for this purpose). The details of voting results for the businesses (14 items) considered in the 26th Annual General Meeting are given below:

Description	Total No. of Ballots		Invalid Ballots		No. of Valid Ballots		Total (A +B)
	Ballot	E-voting	Ballot	E-voting	Ballot (A)	E-voting (B)	
Item No. 1	71	8	4	0	67	8	75
Item No. 2	71	8	4	0	67	8	75
Item No. 3	71	8	4	0	67	8	75
Item No. 4	71	8	4	0	67	8	75



Item No. 5	71	8	4	0	67	8	75
Item No. 6	71	8	4	0	67	8	75
Item No. 7	71	8	4	0	67	8	75
Item No. 8	71	8	4	0	67	8	75
Item No. 9	71	8	4	0	67	8	75
Item No. 10	71	8	4	0	67	8	75
Item No. 11	63	8	4	0	59	8	67
Item No. 12	63	8	4	0	59	8	67
Item No. 13	63	8	4	0	59	8	67
Item No. 14	63	8	4	0	59	8	67

Note: For items no. 11 to 14, the votes of Related Parties have not been considered



Summary of the Voting Results:

Resolution No. 1:

Adoption of Audited Financial Statements for the year ended March 31, 2015:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 2:

Re-appointment of Mr. Saleh Mohammad A Bin Laden who is retiring by rotation:

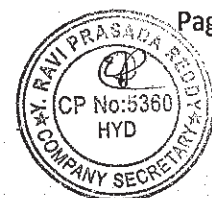
Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	7	74	82159383	522	82159905	100.00%
Dissent	0	1	1	0	18	18	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 3:

Ratification of appointment of S. R. Batliboi & Associates LLP as Statutory Auditors for the year ending March 31, 2016:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	7	74	82159383	290	82159673	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	1	5	123	250	373	



Note: No. of Shares abstained - 250

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 4:

Approval of appointment of Mr. Ved Jain as Independent Director of the Company:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 5:

Approval of appointment of Mr. Anil Agarwal as Independent Director of the Company:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.



Resolution No. 6:**Approval of appointment of Mr. Dhananjay Mungale as Independent Director of the Company:**

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 7:**Approval of appointment of Ms. Alpa Sheth as Independent Director of the Company:**

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 8:**Approval of appointment of Ms. Kanika Bhal as Independent Director of the Company:**

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	



The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 9:

Approval of remuneration to Cost Auditor for the Financial Year 2015-16:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	8	75	82159383	540	82159923	100.00%
Dissent	0	0	0	0	0	0	0.00%
Invalid	4	0	4	123	0	123	

The above Ordinary Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 10:

Adoption of new set of Articles of Association of the Company:

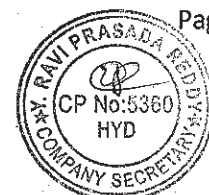
Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	71	8	79	82159506	540	82160046	
Assent	67	7	74	82159383	515	82159898	99.9998%
Dissent	0	1	1	0	25	25	0.0002%
Invalid	4	0	4	123	0	123	

The above Special Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 11:

Approval for making Investments:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	63	8	71	100312	540	100852	
Assent	59	5	64	100179	422	100601	99.75%
Dissent	0	3	3	0	118	118	0.12%
Invalid	4	0	4	123	0	123	



The above Special Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 12:

Approval of Related Party Transaction existing after March 31, 2015 with Infrastructure Leasing and Financial Services Limited:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	63	8	71	100312	540	100852	
Assent	59	7	66	100179	515	100694	99.84%
Dissent	0	1	1	0	25	25	0.02%
Invalid	4	0	4	123	0	123	

The above Special Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Resolution No. 13:

Approval of Related Party Transaction existing after March 31, 2015 with Hill County Properties Limited:

Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	63	8	71	100312	540	100852	
Assent	59	7	66	100179	515	100694	99.84%
Dissent	0	1	1	0	25	25	0.02%
Invalid	4	0	4	123	0	123	

The above Special Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.



Resolution No. 14:

Approval of Material Related Party Transactions entered with Infrastructure Leasing and Financial Services Limited during the Financial Year 2014-15:


Particulars	No. of Members participated by			No. of Votes polled			Percentage of valid votes polled
	Ballot	E-voting	Total	Ballot	E-voting	Total	
Received	63	8	71	100312	540	100852	
Assent	59	7	66	100179	515	100694	99.84%
Dissent	0	1	1	0	25	25	0.02%
Invalid	4	0	4	123	0	123	

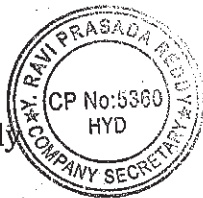
The above Special Resolution as contained in the notice of 26th Annual General Meeting dated May 29, 2015 has been passed with overwhelming majority.

Note: For items no. 11 to 14, the votes of Related Parties have not been considered

I hereby confirm that, I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Ballot by the shareholders of the Company. I shall be arranging to hand over these records to the Company Secretary as authorized by the Chairman of the Company after confirmation and signing of the Minutes.

Thanking you,
Yours faithfully,


Y. Ravi Prasada Reddy
Company Secretary
FCS No. 5783, CP No. 5360
No. 504, Balaji Villa, 2-22-43, A.S. Raju Nagar,
Kukatpally, Hyderabad - 500 072



Place: Hyderabad
Date: September 19, 2015.