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Phulpur-Haldia Pipeline Project Lowering at Chainage 313, Bihar



Mangalore Port to Mangalore-Padur Pipeline Laying Project, Karnataka



Bangalore Metro Rail Project, Bengaluru, Karnataka



Bangalore Metro Rail Project, Bengaluru, Karnataka



Mahindra Ashvitha Residential Project, Hyderabad, Telangana



Lingala Canal Project, Kadapa District, Andhra Pradesh

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Bankers

Allahabad Bank	Bank of India
Bank of Maharashtra	ICICI Bank Limited
IDBI Bank Limited	Indian Overseas Bank
Punjab National Bank	State Bank of India
Vijaya Bank	

Registrar & Share Transfer Agent :

Karvy Computershare Private Limited
 Karvy Selenium Tower B, Plot no.31 & 32
 Financial District, Nanakramguda,
 Serilingampally Mandal, Hyderabad – 500 032
 Telephone No. 040 – 67161500
 Fax No. 040 – 23420814
 Email : einward.ris@karvy.com

Board of Directors :

(As on May 29, 2017)

Mr Karunakaran Ramchand
 (Chairman)

Mr Mukund Sapre
 (Managing Director)

Mr Saleh Mohammed A Binladen

Mr Akberali Mohemedali Moawalla
 (Alternate Director to Mr Binladen)

Mr Debabrata Sarkar

Mr Ganapathi Ramachandran

Ms Sutapa Banerjee

Mr Bhaskar Chatterjee

Chief Financial Officer

Dr Sambhu Nath Mukherjee

Company Secretary

Mr Sushil Dudeja

Auditors :

S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants
 ICAI Firm Registration No: 101049W/E300004
 Oval Office 18,
 I labs Centre, Hitech City,
 Madhapur,
 Hyderabad - 500 081

Registered Office :

CIN: L45201AP1988PLC008624
 Door No.8-2-120/113/3/4F, Sanali Info Park,
 Cyber Towers, Road No.2, Banjara Hills,
 Hyderabad - 500 033
 Tel : +91 40 40409333, Fax : +91 40 40409444
 Website : www.ilfsengg.com
 Email : cs@ilfsengg.com

NOTICE

NOTICE is hereby given that **Twenty-Eighth Annual General Meeting of the Members of IL&FS Engineering and Construction Company Limited** will be held on Monday, August 28, 2017 at 2:30 p.m. at KLN Prasad Auditorium, 3rd Floor, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, FTAPCCI House, 11-6-841, Red Hills, Hyderabad – 500 004 to transact the following business:

ORDINARY BUSINESS :

- (1) To consider and adopt:
 - (a) the audited Standalone Financial Statements of the Company for the Financial Year Ended March 31, 2017, 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, 2017 and report of Auditors' thereon
- (2) To appoint a Director in place of Mr Saleh Mohammed A Binladen (DIN:03604752), who retires by rotation and being eligible, offers himself, for re- appointment
- (3) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Joint Statutory Auditors of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, BSR & Associates LLP, Chartered Accountants (Firm Registration Number 116231W/W-100024) and M Bhaskara Rao & Co, Chartered Accountants (Firm Registration Number 000459S), be and are hereby appointed as Joint Statutory Auditors of the Company in place of the retiring Auditors S R Batliboi & Associates LLP, Chartered Accountants (Firm registration No. 101049W/E300004), who shall hold office from the conclusion of this 28th Annual General Meeting for a term of five consecutive years till the conclusion of 33rd Annual General Meeting, subject to ratification of appointment by the Members at every Annual General Meeting held after this Annual General Meeting and the Board of Directors of the Company be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of Financial Statements of the Company"

SPECIAL BUSINESS :

- (4) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

Remuneration to Cost Auditors :

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, Narasimha Murthy & Co, Cost Accountants (Firm Registration No. 000042), appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the Cost Records of the Company for the financial year ending March 31, 2018, be paid a remuneration of Rs 6,00,000/- (Rupees Six Lakhs only)

(excluding applicable taxes) in addition to reimbursement of out of pocket expenses and conveyance as may be incurred in the course of Audit"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution"

- (5) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

Appointment of Mr Ganapathi Ramachandran (DIN 00210430) as a Non-Executive Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr Ganapathi Ramachandran (DIN 00210430), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its Meeting held on October 6, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from October 6, 2016"

- (6) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

Appointment of Ms Sutapa Banerjee (DIN 02844650) as a Non-Executive Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Ms Sutapa Banerjee (DIN 02844650), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its Meeting held on October 6, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing her candidature for the office

of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from October 6, 2016"

- (7) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Mr Bhaskar Chatterjee (DIN 01433538) as a Non-Executive Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr Bhaskar Chatterjee (DIN 01433538), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its Meeting held on November 2, 2016 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from November 2, 2016"

- (8) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Mr Mukund Sapre (DIN 00051841) as a Director of the Company :

"RESOLVED THAT Mr Mukund Sapre (DIN: 00051841) who was appointed as an Additional Director of the Company w.e.f October 7, 2016 pursuant to Section 161 (1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company"

- (9) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Appointment of Mr Mukund Sapre (DIN 00051841) as Managing Director of the Company :

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the Members of the Company be and is hereby accorded for

the appointment of Mr Mukund Sapre (DIN 00051841) as Managing Director of the Company for a period of 5 (five) years with effect from October 7, 2016 on the terms and conditions as set out hereunder:

- (i) His appointment shall be for a period of 5 years from October 7, 2016 to October 6, 2021;
- (ii) He shall not be liable to retire by rotation;
- (iii) He will not draw any salary from the Company as Managing Director, however, he shall be entitled to receive sitting fees being paid for attending the meetings of Board of Directors or Committees thereof"

"RESOLVED FURTHER THAT the Board of Directors, which term shall be deemed to include the Nomination and Remuneration Committee of the Board, be and is hereby authorized to vary the terms and conditions of the appointment and/or the remuneration as it may deem fit, subject to the same not exceeding limits under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactments thereof, and take such steps and do all such acts as may be necessary or expedient to give effect to this resolution"

- (10) To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution** :

Issuance of Non Convertible Debentures for an amount upto Rs 3000 million:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant regulations/guidelines issued by the Reserve Bank of India including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force and subject to other applicable statutes, rules, regulations, guidelines, notifications and circulars and the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof of the Company ("Board") to issue, offer, invite for subscription and to allot secured/unsecured, listed and/or unlisted redeemable non-convertible debentures ("NCDs") to eligible investors whether residents, non-residents (including foreign portfolio investors), institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees or otherwise and whether or not such investors are Members of the Company, on private placement basis, in one or more series / tranches, during a period of one year from the date of passing of this resolution, upto an amount of Rs 3,000 million (Rupees Three Thousand Million only)"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, listing of NCDs, if required, creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all necessary acts and things and to finalise, settle and

execute all deeds, documents, instruments and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit"

- (11) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Omnibus approval for Material Related Party Transactions :

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules issued thereunder and any other applicable statutory provisions, (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Audit Committee and / or to the Board of Directors as the case may be to exercise the power in accordance with the applicable laws to approve, enter into, execute and implement transactions/ contracts/ arrangements of an aggregate value not exceeding Rs 20,000 million per annum of the nature specified below with each related party, either existing on date of this notice (as mentioned in the Explanatory Statement) and/or with any other entity (which may come into existence in the future) that may be regarded as a "Related Party" as defined under the Companies Act, 2013 and/or the Listing regulations"

"RESOLVED FURTHER THAT the transactions/ contracts/ arrangements mentioned below may be entered by the Company with related parties as mentioned in the Explanatory Statement and/or as defined under the Companies Act, 2013 and Listing Regulations from time to time, whether in existence or which may come into existence in future

Nature, material terms and particulars of the transactions/ contracts/ arrangements to be entered into with related parties by the Company

- (1) Memorandum/Agreements in connection with forming of consortium/ Joint Venture for submission of bids to various authorities defining the roles, responsibilities, commercial terms, providing guarantees/undertakings and all matters incidental thereto

Formation of a consortium for bidding for tenders may be necessary in order to pool expertise required for qualifying as a bidder

The material terms/covenants of MOU's may include all or any of the following aspects depending upon the facts and circumstances of each tender/project which cannot be ascertained presently:

- proportion of cost-sharing;
- providing bid and performance guarantees/ terms of payment of earnest money and deposit to the concession/award granting authority / agency;
- terms relating to pooling of resources and sharing of obligations between the members of the consortium;
- bidding strategy and other terms etc

- The Company may enter into contracts for providing / availing services for execution of various projects from time to time
- Investment by way of subscription towards equity capital and/or securities of the Special Purpose Vehicles ("SPV"), that are related parties, (which may be subsidiaries, joint ventures or associate companies) incorporated/to be incorporated from time to time
- Lending to SPVs that are related parties, (which may be subsidiaries, joint ventures or associate companies) and other related parties incorporated/ to be incorporated for undertaking development of projects and for meeting the short term/long term funds/guarantee requirements and working capital requirements from time to time or for any other activities pertaining to the business of the Company
The lending to such SPVs and / or one or more related parties shall be made at appropriate rates based on market conditions
- Borrowing by way of secured / unsecured loans from related parties for meeting the short term/ long term fund requirements from time to time (through issuance of instruments or otherwise) at rates based on market conditions
- Disinvestment of shares or securities to related parties, the Company may disinvest its shareholding in one or more SPVs. The exit price of the securities at the time of disinvestment shall be determined in terms of an appropriate valuation report
- Sale/ purchase of Assets to /from the related party time to time. The sale / purchase transaction will be executed on fair value of the assets"

"RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto"

- (12) To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

Material Related Party Transaction with Infrastructure Leasing & Financial Services Limited, Promoter of the Company for obtaining letter of comfort / awareness, undertaking, indemnity, guarantee, etc for the purpose of borrowing by the Company :

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules issued thereunder and any other applicable statutory provisions, (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into material related party transaction with Infrastructure Leasing and Financial Services Limited (IL&FS), Promoter of the Company for obtaining letter of comfort / awareness, undertaking, indemnity, guarantee or such other document from IL&FS in favour of the investor(s) / lender(s) (Existing as well as prospective), for the

purpose of borrowing by the Company by way of Non-Convertible Debentures/ Term Loan/ Working Capital facilities amounting upto Rs 3,500 million from time to time"

"RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

By order of the Board

For IL&FS Engineering and Construction Company Limited

Sd/-

Sushil Dudeja

Company Secretary

(Membership No. A19265)

Place: Mumbai

Date: May 29, 2017

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ATTACHED**
- (2) **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER**
- (3) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice
- (4) Members / Proxies are requested to hand over the enclosed Attendance Slip duly filled in, at the entrance for attending the Meeting
- (5) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the Meeting
- (6) Documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company during office hours between 9:00 a.m. to 5:00 p.m. on all working days prior to the date of the Annual General Meeting (AGM)
- (7) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 22, 2017 to Monday, August 28, 2017 (both days inclusive) for the AGM
- (8) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 in respect of their physical share folios, if any
- (9) Members are requested to bring their copies of Annual Report to the AGM
- (10) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting
- (11) The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member had requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode
- (12) Members may also note that the Notice of 28th AGM and the Annual Report for FY 2017 will also be available on the Company's website at www.ilfsengg.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company's investor email id: cs@ilfsengg.com
- (13) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- (14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy
- (15) Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
- (16) In terms of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 160 of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings, details of Directors seeking appointment/ re-appointment at 28th AGM of the Company to be held on Monday, August 28, 2017 are provided in Annexure 1 of this Notice
- (17) A Route map showing directions to reach the venue of 28th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on General Meetings
- (18) **Procedure of E-Voting :**
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies

(Management and Administration) Rules, 2014, as amended from time to time and Listing Regulations, your Company is pleased to provide Members, facility to exercise their right to vote at 28th AGM by electronic means and the business may be transacted through Remote e-Voting Services provided by Karvy Computershare Private Limited

(b) Mr Y Ravi Prasada Reddy (having CP number 5360), Practising Company Secretary, proprietor of RPR & Associates, Company Secretaries, who has consented to act as the Scrutinizer of the Company, has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner

(c) The procedure and instructions for E-voting are as follows:

- i. To use the following URL for e-voting:
<http://evoting.karvy.com>
- ii. Members of the Company holding shares either in physical form or in dematerialized form may cast their vote electronically
- iii. Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID
- iv. After entering the details appropriately, click on LOGIN
- v. You will reach the Password change menu wherein you are required to mandatorily change your 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. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- vi. You need to login again with the new credentials
- vii. On successful login, the system will prompt you to select the EVENT i.e., IL&FS Engineering and Construction Company Limited
- viii. On the voting page, enter the number of shares as on the cut-off date i.e. Monday, August 21, 2017 under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN
- ix. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution
- xi. Once the vote on the resolution is cast by the

Member, he/she shall not be allowed to change it subsequently

- xii. The Portal will be open for voting from 9.00 a.m. on Thursday, August 24, 2017 to 5.00 p.m. on Sunday, August 27, 2017
- xiii. The Members who have cast their vote by remote e-voting prior to the AGM may attend the Meeting but shall not be entitled to cast their vote again
- xiv. Persons who have acquired shares and became Members of the Company after the dispatch of Annual Report but before the cut-off date of August 21, 2017, may obtain their user id and password for e-voting from the Company's Registrar Karvy Computershare Pvt. Ltd.
- xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Members available at the download section of <http://evoting.karvy.com> or contact Toll Free No. 18003454001

(d) The Results of the e-voting will be declared not later than 48 hours of conclusion of the AGM. The declared Results along with the Scrutinizer's Report will be available on the Company's website at www.ilfsengg.com and on the website of Karvy Computershare Private Limited and will also be forwarded to the Stock Exchanges