

Corporate Office

Ground Floor, Enkay Centre,
Plot No# A, Vanijay Nikunj,
Udyog Vihar, Phase-5, NH-8,
Gurugram- 122016,
Haryana, India

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1st December, 2025

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**

Sub: Postal Ballot for Re-appointment of Independent Directors

Dear Sir/Madam,

This refers to our earlier communication dated 14th November, 2025 regarding the re-appointment of the Independent Directors by the Board of Directors of the Company. Pursuant to Section 149(10) of the Companies Act 2013, the Company is in the process of seeking members approval for the said re-appointment at a general meeting, by way of passing a special resolution through Postal Ballot conducted by electronic means (remote e-voting). A copy of Notice of Postal Ballot along with Explanatory Statement and instructions for e-voting is enclosed herewith.

In compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Secretarial Standard on General Meetings('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification or reenactment thereof for the time being in force) this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 28th November, 2025 ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to its members. The remote e-voting period shall commence from Saturday, 6th December, 2025 at 9:00 a.m. (IST) and shall end on Monday, 5th January, 2026 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice is also available at the website of the Company at www.ilfsengg.com.

This is for your information and record please.

Yours faithfully,

For **IL&FS Engineering and Construction Company Limited**

Rajib Kumar Routray

Company Secretary & Compliance Officer

Encl: as above



IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

CIN: L45201TG1988PLC008624

Reg. office: Door No. 8-2-120/113, Block B, 1st Floor Sanali Info Park, Road No.2,
Banjara Hills, Hyderabad, Telangana 500034

Corp. office: Ground floor, Enkay Centre, Plot No. A, Udyog Vihar-, Gurugram 122016

INFORMATION AT A GLANCE

Details of Resolution	:	(1) Re-appointment of Mr. Subrata Kumar Atindra Mitra (DIN: 00029961) as an Independent Director of the Company, not liable to retire by rotation to hold office for the second tenure of 5(five) consecutive years, i.e, from 15 th January, 2026 to 14 th January, 2031. (2) Re-appointment of Dr. Jagadip Narayan Singh (DIN: 00955107) as an Independent Director of the Company, not liable to retire by rotation to hold office for the second tenure of 5(five) consecutive years, i.e, from 15 th January, 2026 to 14 th January, 2031.
Type of Resolution	:	Special Resolution
Cut-off date for sending the Notice to eligible Shareholders and for determining eligibility for e-voting	:	28 th November, 2025
E-voting start date and time	:	9:00 A.M. on 6 th December, 2025
E-voting end date and time	:	5:00 P.M. on 5 th January, 2026

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof for the time being in force), the resolution pertaining to the following businesses are proposed to be passed by the members of the Company by way of Postal Ballot only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically.

The proposed resolutions set out in this Postal Ballot Notice (“Notice”) and the Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under SEBI Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors of the Company (“the Board”) at its meeting held on 14th November 2025 appointed **M/s S Panigrahi & Associates** Practicing Company Secretaries, Noida, (U.P) (C.P. No 27507 and Firm Reg. No. S2024UP991300) who are not in employment of the Company as the Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company and the results of the voting by Postal Ballot will be announced not later than 2(two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report will be displayed on the Company’s website at www.ilfsengg.com and the website of NDSL at www.evoting.nsdl.com. The Results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the Registered office of the Company.

SPECIAL BUSINESS

1. Re-appointment of Mr. Subrata Kumar Atindra Mitra (DIN: 00029961) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Subrata Kumar Atindra Mitra (DIN: 00029961), Independent Director who holds office as an Independent Director upto 14th January, 2026, be and is hereby re-appointed as an Independent Director, not liable to be retire by rotation for a second term of 5 (five) consecutive years with effect from 15th January 2026 upto 14th January, 2031.

RESOLVED FURTHER THAT the Board be and are hereby authorised to delegate all or any of the powers to any other officer(s)/Authorised Representative(s) of the Company to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

2. Re-appointment of Dr. Jagadip Narayan Singh (DIN: 00955107) as an Independent Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Jagadip Narayan Singh (DIN: 00955107), Independent Director holding office upto 14th January, 2026, being eligible, be and is hereby re-appointed as an Independent Director, not liable to be retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 15th January 2026 upto 14th January, 2031.

RESOLVED FURTHER THAT the Board be and are hereby authorised to delegate all or any of the powers to any other officer(s)/Authorised Representative(s) of the Company to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

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

Date: 14.11.2025
Place: Gurugram

Sd/-
Rajib Kumar Routray
Company Secretary & Compliance Officer

Registered Office

Door No. 8-2-120/113, Block B,
1st Floor Sanali Info Park, Road No.2,
Banjara Hills, Hyderabad, Telangana 500034

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Act read with Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings, setting out all the material facts and additional information relating to the resolutions mentioned in this Postal Ballot Notice are attached.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on the cut-off date and who have registered their e-mail addresses with the Company/Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. This Postal Ballot Notice will also be available on the website of the Company at 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 at the website of NSDL at www.evoting.nsdl.com.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by National Securities Depository Limited(NSDL). The instructions for E-voting are annexed to this Notice.
7. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. 5th January, 2026. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. Remote e-voting timeline:

Commencement of e-voting: 9AM on 6th December, 2025

Conclusion of e-voting: 5 PM on 5th January, 2026

The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 28th November, 2025.

9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for e-voting. Members seeking inspection may send an e-mail to cs@ilfsengg.com.
10. The instructions for e-voting are as under:
 - (i) The voting period begins at **9AM on 6th December, 2025** and ends on **5 PM on 5th January, 2026**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on 28th November, 2025 may cast their votes electronically. The E-voting module shall be disabled for voting thereafter.
 - (ii) In terms of Securities and Exchange Board of India circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 address in their demat accounts to access the E-voting facility.

- (iii) The login process for E-voting for individual shareholders holding securities in Demat mode is given below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 provide r 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company, which is 137801 for which you wish to cast your vote during the remote e-Voting period.
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 by e-mail to cssabypan@gmail.com with a copy marked to evoting@nsdl.com.. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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: 022 - 4886 7000 or send a request to Mr. Supratim Mitra at evoting@nsdl.com

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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION, IF ANY AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

Mr. Subrata Kumar Atindra Mitra (DIN: 00029961) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) to hold office upto 14th January 2026 at 32nd Annual General Meeting of the Company held on 30th September, 2021. His first term of office scheduled to expire on 14th January 2026. As per the provisions of the Act, an Independent Director may hold office for two terms of upto 5 (five) consecutive years each. Mr. Mitra fulfills the requirements for re-appointment as Independent Director for second tenure as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Mr. Mitra during his first term of 5(five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and commitment, has recommended to the Board his reappointment for a second term of 5(five) years. The NRC has considered, *inter alia*, his diverse skills, leadership capabilities, experience in Infrastructure financing as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Mitra possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence, it is desirable to re-appoint him as an Independent Director.

Based on the recommendation of NRC, the Board recommended the re-appointment of Mr. Mitra as an Independent Director, not liable to retire by rotation for a second term of 5(five) years effective from 15th January 2026 upto 14th January 2031(both days inclusive).

The Company has received all the statutory disclosures/declarations, including

- (i) Consent in writing to act as director in DIR-2 pursuant to Rule 8 of the Appointment Rules
- (ii) Intimation in Form DIR-8 in terms of Appointment Rules to the effect that he is not disqualified under sub-section(2) of Section 164 of the Act
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act
- (iv) Declaration to pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular no. NSE/CML/2018 dated June 20, 2018 that he has not been debarred from holding office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act

In the opinion of the Board and based on into evaluation, Mr. Mitra fulfills the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mr. Mitra would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Mr. Mitra has attained the age of 75 years and as per the requirements of Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, appointment of a Director who has attained the age of 75 years requires approval of members by passing a special resolution. The resolution as per Item No.1 seeks the approval of members for the re-appointment of Mr. Mitra as an Independent Director of the Company for a second term of 5(five) years effective 15th January 2026 upto 14th January 2031(both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except of Mr. Mitra to whom the resolution relates, is interested or concerned, financially or otherwise in passing the proposed resolution set out in Item 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Item No. 2

Dr. Jagadip Narayan Singh (DIN: 00955107) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) to hold office upto 14th January 2026 at 32nd Annual General Meeting of the Company held on 30th September, 2021. His first term of office scheduled to expire on 14th January 2026. As per the provisions of the Act, an Independent Director may hold office for two terms of upto 5 (five) consecutive years each. Mr. Singh fulfills the requirements for re-appointment as Independent Director for second tenure as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee (NRC), after considering the performance evaluation of Mr. Singh during his first term of 5(five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and commitment, has recommended to the Board his reappointment for a second term of 5(five) years. The NRC has considered his diverse skills, leadership capabilities, vast experience in Infrastructure sector as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Singh possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence, it is desirable to re-appoint him as an Independent Director.

Based on the recommendation of NRC, the Board recommended the re-appointment of Mr. Singh as an Independent Director, not liable to retire by rotation for a second term of 5(five) years effective from 15th January 2026 upto 14th January 2031(both days inclusive).

The Company has received all the statutory disclosures/declarations, including

- (i) Consent in writing to act as director in DIR-2 pursuant to Rule 8 of the Appointment Rules
- (ii) Intimation in Form DIR-8 in terms of Appointment Rules to the effect that he is not disqualified under sub-section(2) of Section 164 of the Act
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act
- (iv) Declaration to pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular no. NSE/CML/2018 dated June 20, 2018 that he has not been debarred from holding office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act

In the opinion of the Board and based on into evaluation, Mr. Singh fulfills the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mr. Singh would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. The resolution seeks the approval of members for the reappointment of Mr. Singh as an Independent Director of the Company for a second term of 5(five) years effective 15th January 2026 upto 14th January 2031(both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except of Mr. Singh to whom the resolution relates, is interested or concerned, financially or otherwise in passing the proposed resolution set out in Item 2.

The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

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

Sd/-

Place: Gurugram
Date: 14.11.2025

Rajib Kumar Routray
Company Secretary & Compliance Officer

ADDITIONAL INFORMATION TO THE NOTICE

Name of Director	Dr. Jagadip Narayan Singh	Mr. Subrata Kumar Atindra Mitra
Age	66 years	77 years
Educational Qualifications	Graduate from JNU Ph.D from MS University IAS (Retd.)	M.Sc from Calcutta University MBA from USA
Experience (including expertise in specific functional area)/ Brief Resume	<p>Dr. Singh, is an IAS Officer (Retd) of the 1983 Batch, a Graduate from JNU, Ph.D from MS University, and a Management Graduate from Asian Institute of Management, Manila, Philippines..</p> <p>Ex. Served as Chief Secretary of State of Gujarat for more than three years.</p> <p>Vast experience in General Administration/leadership role in various Infrastructure Projects of Governments in the capacity of serving in many important portfolios including as Collector & District Magistrate, Junagadh, Member (Administration), Gujarat Electricity Board, Joint Secretary, Government of India, Member (Finance) National Highways Authority of India, Managing Director, Sardar Sarovar Nigam Limited, Addl. Chief Secretary in several departments like Revenue, General Administration and Finance before superannuating as Chief Secretary.</p> <p>In depth knowledge in execution of Infrastructure & Finance projects in the areas of Industrial Infrastructure, Power, Telecom, Highways, Water and State Finances.</p> <p>Dr. Singh has also served on several state owned companies like Gujarat Gas Company Limited, Gujarat State Petronet Limited, GSFC, GACL, GNFC, Gujarat Maritime Board as Chairman and/or Managing Director.</p>	<p>Mr. Subrata Kumar Atindra Mitra is one of the early batches of investment bankers in India, instrumental in setting up the Merchant Banking Divisions of Bank of India in 1977 and Standard Chartered Bank in 1978 in Mumbai.</p> <p>Advisor to several domestic and international business houses in establishing manufacturing projects in India, securing regulatory approvals, structuring project finance, and raising funds from banks, financial institutions, and capital markets, along with handling M&A activities for corporate clients. In 1985, he joined American Express Bank as Head of Corporate and Investment Banking in India. Later, in 1990, he moved into asset management and was responsible for setting up GIC Mutual Fund, sponsored by the General Insurance Corporation of India, achieving several pioneering milestones for the industry. In June 1994. He joined the Aditya Birla Group as Director, Financial Services, and played a key role in establishing and managing the Group's financial services businesses, serving on the Boards and Committees of various Group companies, including Aditya Birla Nuvo and Aditya Birla Management Corporation Ltd. With extensive experience in financial services, strategy, and regulatory relations, Mr. Mitra continues to serve as an Independent Director on several reputed company Boards, advisor to international banks and private equity firms.</p>

Shareholding in the Company	NIL	NIL
Disclosure of inter se relationships between Directors and KMP	None	None
Directorship held in other Companies (excluding foreign and Section 8 Companies)	<ol style="list-style-type: none"> 1. IL&FS Transportation Networks Limited 2. Roadstar Investment Managers Limited 3. Nimbark Fashions Limited 	<ol style="list-style-type: none"> 1. IL&FS Transportation Networks Limited 2. Roadstar Investment Managers Limited 3. Centrum Broking Limited 4. Asirvad Micro Finance Limited 5. PPFAS Asset Management Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	<ol style="list-style-type: none"> 1. IL&FS Transportation Networks Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Chairman • Corporate Social Responsibility Committee – Chairman 2. Roadstar Investment Managers Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee- Chairman • Risk Management Committee- Member 	<ol style="list-style-type: none"> 1. IL&FS Transportation Networks Limited <ul style="list-style-type: none"> • Audit Committee – Chairman • Stakeholders Relationship Committee – Chairman • Nomination and Remuneration Committee – Member 2. Road Star Investment Managers Limited <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination and Remuneration Committee – Member 3. Centrum Broking Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member 4. Asirvad Micro Finance Limited <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Member • IT Strategy Committee – Chairman 5. PPFAS Asset Management Private Limited <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee – Member • Unit Holder Protection Committee – Member

Listed entities from which the Director has resigned in the past three years	1. Samkhiali Bhachau Gandhidham Tollway Private Limited 2. Vadodara Bharuch Tollway Limited 3. Rajkot-Vadinar Tollway Private Limited 4. Epic Transnet Project Management Private Limited 5. Ahmedabad - Maliya Tollway Private Limited 6. L&T Chennai-Tada Tollway Limited	1. Inditrade Fincorp Limited 2. AGS Transact Technologies Limited 3. Centrum Capital Limited 4. Onward Technologies Limited 5. Centrum Financial Services Limited
Remuneration proposed to be paid	NIL (Except Sitting Fee and reimbursement of out of pocket Expense)	NIL (Except Sitting Fee and reimbursement of out of pocket Expense)
Key terms and conditions of appointment	Re-appointment as an Independent Director for a second consecutive term commencing from 15 th January, 2026, not liable to retire by rotation.	Re-appointment as an Independent Director for a second consecutive term commencing from 15 th January, 2026, not liable to retire by rotation.
Date of first appointment to the Board and last drawn remuneration	Dr. Jagadip Narayan Singh was first appointed on 15 th January, 2021 on the Board of the Company. Except sitting fees and reimbursement of out of pocket expenses no remuneration is paid.	Mr. Subrata Kumar Atindra Mitra was first appointed on 15 th January, 2021 on the Board of the Company. Except sitting fees and reimbursement of out of pocket expenses no remuneration is paid.
Number of Board Meetings attended during the year	During FY'25-26, 2 out of 2 Board meetings were attended.	During FY'25-26, 2 out of 2 Board meetings were attended.

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

Date: 14.11.2025
Place: Gurugram

Sd/-
Rajib Kumar Routray
Company Secretary & Compliance Officer

Registered Office

Door No. 8-2-120/113, Block B,
1st Floor Sanali Info Park, Road No.2,
Banjara Hills, Hyderabad, Telangana 500034