

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **IL&FS Engineering and Construction Company Limited**  
 2. Quarter ending - **31-Mar-2023**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y  ( C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e )	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r t h e d i r e c t o r i s d i s q u a l i f i e d ?	S t a r t D a t e o f d i s q u a l i f i c a t i o n	E n d D a t e o f d i s q u a l i f i c a t i o n	D e t a i l s o f d i s q u a l i f i c a t i o n	C u r r e n t s t a t u s	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ? [R e f e r R e g . 1 7 ( 1 A ) o f L i s t i n g R e g u l a t i o n s]	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y [i n r e f e r e n c e t o R e g u l a t i o n 1 7 A ( 1 )	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y [i n r e f e r e n c e t o p r o v i s o t o r e	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e ( s ) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s
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M r.	M a n i s h K u m a r A g a r w a l	0 2 8 8 5 6 0 3		N E D		1 5 - J a n - 2 0 2 1	30 - S e p - 20 21			26 - D e c - 19 66	N o			A c t i v e	N A		2	0	2	0	S C

Company Remarks	The NCLT vide its order dt Apr 26, 2019 granted exemption from appointment of Indp directors & woman director in IL&FS. Further, NCLT said that the new directors nominated by the Central Govt/Tribunal are indp directors and there is no requirement to appoint indp director during the pendency of stay order granted dt 15/10/2018 by NCLAT on the institution or continuation of suits or other proceedings by any party/person/bank/company etc. against IL&FS and its group companies in any Court.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Subrata Kumar Mitra	ID	Chairperson	15-Jan-2021	
2	Jagadip Narayan Singh	ID	Member	15-Jan-2021	
3	Dilip Lalchand Bhatia	NED	Member	24-Dec-2018	

Company Remarks	.The NCLT vide its order dt Apr 26, 2019 granted exemption from appointment of Indp directors & woman director in IL&FS. Further, NCLT said that the new directors nominated by the Central Govt/Tribunal are indp directors and there is no requirement to appoint indp director during the pendency of stay order granted dt 15/10/2018 by NCLAT on the institution or continuation of suits or other proceedings by any party/person/bank/company etc. against IL&FS and its group companies in any Court.
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr.	Name of Committee	Category	Chairperson/Member	Date of	Date of Cessation
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No.	members			Appointment	
1	Manish Kumar Agarwal	NED	Chairperson	15-Jan-2021	
2	Subrata Kumar Mitra	ID	Member	15-Jan-2021	
3	Dilip Lalchand Bhatia	NED	Member	24-Dec-2018	

Company Remarks	
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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Company Remarks	
Whether Regular chairperson appointed	

### d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Jagadip Narayan Singh	ID	Chairperson	15-Jan-2021	
2	Nand Kishore	C & NED	Member	03-Oct-2022	
3	Subrata Kumar Mitra	ID	Member	15-Jan-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

### iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
08-Nov-2022	Yes	5		
23-Jan-2023	Yes	5	5	2
14-Feb-2023	Yes	5	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	75

### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on	Number of Directors present (All directors including Independent	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than
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	in chronological order)		date of the meeting	Director)		Board of Directors)
Audit Committee	08-Nov-2022	Yes	3	3	2	0
Audit Committee	14-Feb-2023	Yes	3	3	2	0
Nomination & Remuneration Committee		Yes	3	3	2	0
Nomination & Remuneration Committee	08-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee		Yes	3	3	2	0
Stakeholders Relationship Committee	22-Mar-2023	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**

- c. Stakeholders relationship committee - **Yes**
- d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- b. Any comments/observations/advice of Board of Directors may be mentioned here:

**IL&FS Engineering and Construction Company Limited(the Company) is a group Company of Infrastructure Leasing & Financial Services(IL&FS) . The Union of India acting through the Ministry of Corporate Affairs, had initiated proceedings against IL&FS and its group Companies under Section 241(2)(k) of the Companies Act on the grounds inter alia, that the erstwhile Board of IL&FS and its group companies had prima facie mismanaged and compromised on corporate governance norms and risk management, for issuance of appropriate orders in this regard. Accordingly, vide its Order dated 1st October, 2018, the Honble National Company Law Tribunal(NCLT), Mumbai suspended the then existing Board of Directors and nominated and approved the induction of a new Board. Subsequently, the Boards of IL&FS group companies (including IECCL) were also reconstituted by appointment of new Directors and re-appointment of some erstwhile Directors/officers. Thereafter, the conduct of the affairs of the IL&FS and its group companies and their day-to-day functioning are being overseen and regulated in terms of the orders passed by Honble NCLT and Appellate Tribunal of Honble NCLT. Honble NCLAT vide order dated 26th April, 2019, while appreciating the difficulty in finding out the Independent Directors and Woman Director considering the precarious and critical financial conditions of IL&FS group companies, have granted exemption from appointment of Independent and Woman Directors as required as per the provisions of Companies Act, 2013. In view of the above, it is submitted and/or clarified that the Order dated 26th April, 2019 of Honble NCLAT is subsisting and in force and has not been vacated/superseded or modified till date and stand taken on the compliance of Regulation 17 of SEBI (LODR) Regulations read with provisions of Companies Act, 2013 as regards appointment of Independent and Woman Director vide our earlier letters, hold good for the captioned quarter/period and/or financial year 2021-22. Hence, subject to the final disposal of petition by Hon'ble NCLT/NCLAT, the Board of Directors of the Company may continue to remain to have 5 Members.**

**Name : Rajib Kumar Routray**  
**Designation : Company Secretary & Compliance Officer**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.ilfsengg.com
Terms and conditions of appointment of	Yes		www.ilfsengg.com
Composition of various committees of	Yes		www.ilfsengg.com
Code of conduct of board of directors and	Yes		www.ilfsengg.com
Details of establishment of vigil mechanism/	Yes		www.ilfsengg.com
Criteria of making payments to non-	Yes		www.ilfsengg.com
Policy on dealing with related party	Yes		www.ilfsengg.com
Policy for determining 'material' subsidiaries	Yes		www.ilfsengg.com
Details of familiarization programs imparted	Not		
Email address for grievance redressal and other relevant details entity who are	Yes		www.ilfsengg.com
Contact information of the designated	Yes		www.ilfsengg.com
Financial results	Yes		www.ilfsengg.com
Shareholding pattern	Yes		www.ilfsengg.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.ilfsengg.com
Credit rating or revision in credit rating	No	Company is under	
Separate audited financial statements of	Yes		www.ilfsengg.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.ilfsengg.com
Materiality Policy as per Regulation 30	Yes		www.ilfsengg.com
Dividend Distribution policy as per	Yes		www.ilfsengg.com
It is certified that these contents on the	Yes		www.ilfsengg.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	Woman Director appointment is
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Not Applicable	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Not Applicable	
<i>Performance Evaluation of Independent Directors</i>	17(10)	No	The Company is under resolution
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	21(3A)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A) 25(1)	Yes Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	No	The Company is
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	No	The Company is
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Rajib Kumar Routray**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case of non-compliant status**

NO SUCH LOANS / GUARANTEES / SECURITY / LETTER OF COMFORT OR ANY KIND OF SECURITY EXTENDED BY THE LISTED ENTITY IN ANY MEANS AS PER THE RECORDS OF THE COMPANY.

**Name:** Kazim Raza Khan  
**Designation:** Chief Executive Officer  
**Place:** Hyderabad  
**Date:** 06-Apr-2023