

KDA & ASSOCIATES
(Formerly Known as KDT & Associates)
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opp SVC Bank, Santacruz (W), Mumbai – 400 054. Email: team@cskda.com; Phone: 2600 0308

SCRUTINIZER’S REPORT
(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with
Rule 20 and 22 of Companies (Management and Administration) Rules, 2014.

To,
The Chairman,
IL&FS Investment Managers Limited
The IL&FS Financial Centre, Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

Dear Sir,

Sub: Scrutinizer’s Report on voting done through Remote E-Voting Process for Ordinary Resolution
as set out in the Postal Ballot Notice dated November 14, 2024.

We, **KDA and & Associates (Formerly Known as KDT and Associates), Practicing Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **IL&FS Investment Managers Limited (“the Company”)** pursuant to Sections 108 and 109 of the Companies Act, 2013 (“the Act”) read with Rules made thereunder to scrutinize the Electronic Voting (Remote e-Voting) process in connection with the resolution(s) contained in the Postal Ballot Notice dated November 14, 2024.

1. We submit our report as under:
 - a. The Management of the Company is responsible for the compliance with the requirements of the relevant provisions of Sections 108 & 110 of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with the Ministry of Corporate Affairs (“MCA”) General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), other applicable provisions of the Act and Rules made thereunder and the SEBI LODR
 - b. Our responsibility is only to the extent of making a Scrutinizer’s Report for ascertaining the votes cast in favour or against for respective Resolution(s).
 - c. The members of the Company holding shares as on the “cut-off date” i.e. Friday, November 15, 2024 were entitled to vote on proposed resolution as set in the Notice of Postal Ballot dated November 14, 2024, through remote e-voting only.

- d. The Company has appointed National Securities Depository Limited (“NSDL”) for conducting the Remote e-voting by the members of the Company.
- e. The Remote e-Voting commenced on Sunday, November 24, 2024 at 9.00 am IST and ended on Monday, December 23, 2024 at 5.00 pm IST.
- f. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice dated November 14, 2024 to its Members whose names appeared in the Register of Members/Register of Beneficial owners maintained by the Depositories, as on the Cut-off date i.e. November 15, 2024 and whose email addresses were registered with the Company, Link Intime India Private Limited, the Company’s Registrars and Transfer Agent (“RTA”), Depositories or the depositories participant(s), through electronic means only and has not dispatched physical notices to any member
- g. As stated in sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in ‘Free Press Journal’ & ‘Navshakti’ on editions of Saturday, November 23, 2024, informing the Members about the completion of dispatch of Postal Ballot Notice, to the Members entitled along with other related matters mentioned therein.
- h. After completion of remote e-voting, the Result thereof was unblocked from the website of NSDL i.e <https://www.evoting.nsdl.com/> in the presence of my authorised representative who is not in the employment of the Company.
- i. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
- j. The Votes cast by Corporate/ Institutional Members who have emailed the scanned certified true copy of the Board Resolution / Authority Letter, etc. at email ID: team@cskda.com with a copy marked to evoting@nsdl.com. or have uploaded on the e-voting portal of NSDL have been considered valid.
- k. The Postal Ballot and other related documents/registers and record will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.

2. After ascertaining the votes casted through remote e-voting, we hereby submit the result as under:

Ordinary Resolution No 1: Appointment of Mr. Gaurav Khungar (DIN: 10802649) as a Nominee Director of Infrastructure Leasing and Financial Services Limited on the Board of the Company

| Category | Mode of Voting | Total No. of shares held | No. of votes polled* | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------------|-----------------|--------------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3) = [(2)/(1)]* 100 | (4) | (5) | (6)= [(4)/(2)]* 100 | (7)= [(5)/(2)]* 100 |
| Promoter and Promoter Group | Remote E-Voting | 15,83,33,152 | 15,83,33,152 | 100% | 15,83,33,152 | 0 | 100% | 0 |
| Public – Institutional holders | Remote E-Voting | 17,746 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non-Institutional holders | Remote E-Voting | 15,56,81,842 | 8,93,379 | 0.573% | 8,70,346 | 23,033 | 97.421% | 2.578% |
| Total | | 31,40,32,740 | 15,92,26,531 | 50.703% | 15,92,03,498 | 23,033 | 99.985% | 0.014% |

3. Based on the above remote e-voting, we confirm that the resolution set out in Postal Ballot Notice dated November 14, 2024 have been carried on with the requisite majority, accordingly, we request the Company, to announce the voting results of the said Postal Ballot.

For KDA & Associates
(Formerly Known as KDT and Associates)
Practicing Company Secretary

Date: December 24, 2024
Place: Mumbai

Kaushal Dalal
(Partner)
M. No: FCS 7141
CoP No: 7512
UDIN: F007141F003474616
Peer review: 5840/2024