



**JAGDISH PATEL & CO.**  
COMPANY SECRETARIES

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202, PremKutir CHS Ltd.  
Prem Nagar, Near MCF Udyan,  
Borivali (W) Mumbai 400091  
Tel: (022) 28940483

**Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper**  
[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 7th September, 2017

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,

1. I, CS Ronak Kalathiya, have been appointed by the Board of Directors of **IL & FS Investment Managers Limited** (the Company) as Scrutinizer for the purpose of the remote e-voting process and ascertaining the requisite on remote e-voting carried out as per the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and voting on ballot under section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of Annual General Meeting (AGM) of the members of the Company held on **6<sup>th</sup> September, 2017** at the Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.
2. In addition to remote e-voting the Company had also provided the facility of voting through polling paper to the members present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting.
3. The Company has engaged National Securities Depository Limited (NSDL), as the authorized agency to provide secured system for remote e-voting process.
4. The management of the Company is responsible to ensure the compliance with the requirements of the



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Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) and polling papers received from the members at the AGM.

Further to the above, I submit my report as under:-

- (i) The e-voting period opened from Sunday, 3rd September, 2017 at 9:00 a.m. and ended on Tuesday, 5th September, 2017 at 5:00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. 30th August, 2017 were entitled to vote on the resolution (Item No.1 to Item No.6) as set out in the notice of the AGM of the Company).
- (iii) After the close of the period for remote e-voting and before the start of AGM, the details of the members who had cast their votes through remote e- voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module NSDL. The same were shared with the Company to ensure that the members who have cast their votes through remote e- voting do not vote again at the AGM.
- (iv) At the 31<sup>st</sup> AGM, after declaration of the poll by the Chairman, empty polling box kept for polling was shown to the members present and then, it was locked in my presence.
- (v) The ballot votes casted were unblocked on Wednesday, 6th September, 2017 in the presence of 2 witnesses, CS Jagdish Patel and CS Monali Bhandari. They have signed below in confirmation of the votes being unblocked in their presence,

  
CS Jagdish Patel

  
CS Monali Bhandari

- (vi) No Ballot paper was found invalid.
- (vii) Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "favour" or "against" each of the resolution that were put to vote through ballot papers at the AGM were scrutinized
- (viii) Based on both, Poll Report and E-voting Report generated from the e-voting website of National Securities Depository Limited (NSDL) , the consolidated report on voting on each resolution is as under:





**Voting by e-voting and Poll:**

**Date of the AGM: 6th September, 2017**

**Total number of shareholders on record date: 40669**

**No. of Shareholders present in the meeting either in person or through proxy: 30**

**Promoters and Promoter Group: 1**

**Public: 29**

**No. of Shareholders attended the meeting through Video Conferencing: Not Applicable**

**Promoters and Promoter Group: NIL**

**Public: NIL**

**Resolution No. 1:-** To receive, consider and adopt the Standalone Audited Financial Statements and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Auditors and Directors thereon.

**Type of Resolution:- Ordinary Resolution**

**Voting by e-voting and Poll:**

Category	Mode of Voting	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	E-Voting	158333	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll	152	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1597440	1000000	62.6002	1000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1000000</b>	<b>62.6002</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		363361	0.2358	363107	254	99.9301	0.0699
	Poll	154102148	786965	0.5107	786853	112	99.9858	0.0142
	<b>Total</b>		<b>1150326</b>	<b>0.7465</b>	<b>1149960</b>	<b>366</b>	<b>99.9682</b>	<b>0.0318</b>
<b>Total</b>		<b>314032740</b>	<b>160483478</b>	<b>51.1041</b>	<b>160483112</b>	<b>366</b>	<b>99.9998</b>	<b>0.0002</b>





No of votes Polled is excluding invalid votes

**Resolution No. 2:-** To declare dividend on Equity Shares for the year ended March 31, 2017

**Type of Resolution:-** Ordinary Resolution

Voting by e-voting and Poll:

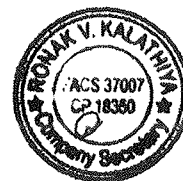
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	158333	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll	152	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	159744	1000000	62.6002	1000000	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1000000</b>	<b>62.6002</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	154102	368361	0.2390	368239	122	99.9669	0.0331
	Poll	148	786853	0.5106	786853	0	100.0000	0.0000
	<b>Total</b>		<b>1155214</b>	<b>0.7496</b>	<b>1155092</b>	<b>122</b>	<b>99.9894</b>	<b>0.0106</b>
<b>Total</b>		<b>314032740</b>	<b>160488366</b>	<b>51.1056</b>	<b>160488244</b>	<b>122</b>	<b>99.9999</b>	<b>0.0001</b>

No of votes Polled is excluding invalid votes

**Resolution No. 3:-** To appoint a Director in place of Mr. Ravi Parthasarathy [DIN 00002392] who retires by rotation and being eligible, has offered himself for re-appointment.

**Type of Resolution:-** Ordinary Resolution

Voting by e-voting and Poll:





Category	Mode of Voting	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	E-Voting	158333	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll	152	0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	159744	1000000	62.6002	1000000	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Total		1000000	62.6002	1000000	0	100.0000	0.0000
Public Non Institutions	E-Voting	154102	316215	0.2052	313593	2622	99.1708	0.8292
	Poll	148	786965	0.5107	786965	0	100.0000	0.0000
	Total		1103180	0.7159	1100558	2622	99.7623	0.2377
<b>Total</b>		<b>314032740</b>	<b>160436332</b>	<b>51.0890</b>	<b>160433710</b>	<b>2622</b>	<b>99.9984</b>	<b>0.0016</b>

No of votes Polled is excluding invalid votes

**Resolution No. 4:-** To appoint M/s. B S R & Associates LLP, Chartered Accountants as the Statutory Audit to hold office for a term of five years.

**Type of Resolution:-** Ordinary Resolution

Voting by e-voting and Poll:

Category	Mode of Voting	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	E-Voting	158333	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll	152	0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000





Category	Mode of Voting	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
Public Institutions	E-Voting	1597440	1000000	62.6002	1000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1000000</b>	<b>62.6002</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	154102148	316223	0.2052	314753	1470	99.5351	0.4649
	Poll		786853	0.5106	786853	0	100.0000	0.0000
	<b>Total</b>		<b>1103076</b>	<b>0.7158</b>	<b>1101606</b>	<b>1470</b>	<b>99.8667</b>	<b>0.1333</b>
<b>Total</b>		<b>314032740</b>	<b>160436228</b>	<b>51.0890</b>	<b>160434758</b>	<b>1470</b>	<b>99.9991</b>	<b>0.0009</b>

No of votes Polled is excluding invalid votes

**Resolution No. 5:-** To appoint Mr. Sunil Mehta [DIN 00065343] as an Independent Director of the Company.

**Type of Resolution:-** Ordinary Resolution

**Voting by e-voting and Poll:**

Category	Mode of Voting	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	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1597440	1000000	62.6002	1000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1000000</b>	<b>62.6002</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





Category	Mode of Voting	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
Public Non Institutions	E-Voting	154102	315131	0.2045	313511	1620	99.4859	0.5141
	Poll	148	786965	0.5107	786965	0	100.0000	0.0000
	<b>Total</b>		<b>1102096</b>	<b>0.7152</b>	<b>1100476</b>	<b>1620</b>	<b>99.8530</b>	<b>0.1470</b>
<b>Total</b>		<b>314032740</b>	<b>160435248</b>	<b>51.0887</b>	<b>160433628</b>	<b>1620</b>	<b>99.9990</b>	<b>0.0010</b>

No of votes Polled is excluding invalid votes

**Resolution No. 6:-** To appoint Ms. Shubhalakshmi Panse [DIN 02599310] as an Independent Director of the Company.

**Type of Resolution:-** Ordinary Resolution

Voting by e-voting and Poll:

Category	Mode of Voting	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	E-Voting	158333	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll	152	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	159744	1000000	62.6002	1000000	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1000000</b>	<b>62.6002</b>	<b>1000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





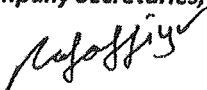
**JAGDISH PATEL & CO.**  
COMPANY SECRETARIES

Category	Mode of Voting	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
Public Non Institutions	E-Voting	154102	315723	0.2049	313903	1820	99.4235	0.5765
	Poll	148	786965	0.5107	786965	0	100.0000	0.0000
	Total		1102688	0.7156	1100868	1820	99.8349	0.1651
<b>Total</b>		<b>314032740</b>	<b>160435840</b>	<b>51.0889</b>	<b>160434020</b>	<b>1820</b>	<b>99.9989</b>	<b>0.0011</b>

No of votes Polled is excluding invalid votes

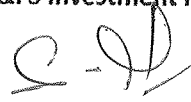
Thanking You  
Yours faithfully,

FOR JAGDISH PATEL & CO.,  
Unique Code No.: P1991GJ052300  
Company Secretaries,

  
CS Ronak Kalathiya  
Place: Mumbai  
Date: 7th September, 2017



For and on behalf of  
IL&FS Investment Managers Limited

  
Sanjay Mitra  
Company Secretary

