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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: 28th August, 2018

To,
The Chairman,
IL & FS Investment Managers Limited
The IL & FS Financial Centre plot No C-22 G Block,
Bandra Kurla Complex,
Mumbai 400051

Dear Sir,

1. I, Ronak Kalathiya, Partner of M/s. Jagdish Patel & Co., Practicing Company Secretaries, 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 **Tuesday, 28th August 2018, at The Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.**
2. The Company had also provided the facility of voting through polling paper to the members / proxies 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 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 Saturday, 25th August, 2018 at 9:00 a.m. and ended on Monday, 27th August, 2018 at 5:00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. 21st August, 2018 were entitled to vote on the resolution (Item No.1 to Item No. 5) as set out in the notice of the AGM of the Company.
- (iii) The votes cast were unblocked on, 28th August, 2018 -in the presence of following 2 witnesses. They have signed below in confirmation of the votes being unblocked in their presence,

Mr. Anup Mehta

CS Monali Bhandari

- (iv) 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., where downloaded from the e-voting module NSDL, 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.
- (v) At the 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.
- (vi) No Ballot paper were 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 and reports generated from the e-voting website of National Securities Depository Limited (NSDL) and based on both the reports, the consolidated report on voting on each resolution is as under:

Voting by e-voting and Poll:

Date of the AGM: 28th August, 2018

Total number of shareholders on record date: 52701

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

Promoters and Promoter Group:1

Public: 31

No. of Shareholders attended the meeting through Video Conferencing: NIL

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, 2018 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	1039114	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	154660474	312046	0.2018	311922	124	99.9603	0.0397	0
	Poll		808801	0.5230	808801	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1120847	0.7248	1120723	124	99.9889	0.0111	0
Total		314032740	159453999	50.7762	159453875	124	99.9999	0.0001	0





Resolution No. 2:- To declare dividend on Equity Shares for the year ended March 31, 2018.

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	1039114	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	154660474	311926	0.2017	311922	4	99.9987	0.0013	0
	Poll		808801	0.5230	808801	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1120727	0.7247	1120723	4	99.9996	0.0004	0
Total		314032740	159453879	50.7762	159453875	4	100.0000	0.0000	0





Resolution No. 3:- To appoint a Director in place of Mr. Hari Sankaran [DIN 00002386] 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	1039114	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	154660474	311961	0.2017	304750	7211	97.6885	2.3115	0
	Poll		808801	0.5230	808801	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1120762	0.7247	1113551	7211	99.3566	0.6434	0
Total		314032740	159453914	50.7762	159446703	7211	99.9955	0.0045	0





Resolution No. 4:- To approve payment of commission to the Non-Executive Directors of the Company for a period of five years commencing from financial year ending March 31, 2018.

Type of Resolution:- Special 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	No. of votes Invalid
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	1039114	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	154660474	311961	0.2017	294249	17712	94.3224	5.6776	0
	Poll		808801	0.5230	808801	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1120762	0.7247	1103050	17712	98.4196	1.5804	0
Total		314032740	159453914	50.7762	159436202	17712	99.9889	0.0111	0



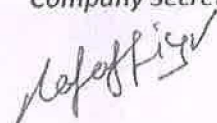


Resolution No. 5:- To charge delivery charges from shareholders requesting for delivery of documents from the Company.

Type of Resolution:- Special 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	1039114	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	154660474	311961	0.2017	181437	130524	58.1602	41.8398	0
	Poll		808801	0.5230	808801	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1120762	0.7247	990238	130524	88.3540	11.6460	0
Total		314032740	159453914	50.7762	159323390	130524	99.9181	0.0819	0

Thanking You
Yours faithfully,
FOR JAGDISH PATEL & CO.,
Unique Code No.: P1991GJ052300
Company Secretaries,


CS Ronak Kalathiya
Place: Mumbai



By Order of the Board of Directors
IL & FS Investment Managers Limited


Sanjay Mitra
Company Secretary

