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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: 30<sup>th</sup> September, 2019

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 **Monday, 30<sup>th</sup> September, 2019, 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 Friday, 27<sup>th</sup> September, 2019 at 9:00 a.m. and ended on Sunday, 29<sup>th</sup> September, 2019 at 5:00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. 24<sup>th</sup> September, 2019 were entitled to vote on the resolution (Item No.1 to Item No. 9) as set out in the notice of the AGM of the Company.
- (iii) The votes cast were unblocked on, 30<sup>th</sup> September, 2019 - in the presence of following 2 witnesses. They have signed below in confirmation of the votes being unblocked in their presence,

CS Monali Bhandari

Ms. Ankita Bhagat

- (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., were 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: 30<sup>th</sup> September, 2019**

**Total number of shareholders on record date: 51115**

**No. of Shareholders present in the meeting either in person or through proxy: 32**

Promoters and Promoter Group: 1

Public: 31

**No. of Shareholders attended the meeting through Video Conferencing: 0**

Promoters and Promoter Group: 0

Public: 0







**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, 2019 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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	155444857	418618	0.2693	418483	135	99.9678	0.0322	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1510150</b>	<b>0.9715</b>	<b>1510015</b>	<b>135</b>	<b>99.9911</b>	<b>0.0089</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159843302</b>	<b>50.9002</b>	<b>159843167</b>	<b>135</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>





**Resolution No. 2:-** To declare dividend on Equity Shares for the year ended March 31, 2019.

**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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	155444857	418618	0.2693	418483	135	99.9678	0.0322	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1510150</b>	<b>0.9715</b>	<b>1510015</b>	<b>135</b>	<b>99.9911</b>	<b>0.0089</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159843302</b>	<b>50.9002</b>	<b>159843167</b>	<b>135</b>	<b>99.9999</b>	<b>0.0001</b>	<b>0</b>





**Resolution No. 3:-** To Appoint M/s Khimji Kunverji & Co. LLP as the Statutory Auditors in the casual vacancy.

**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	0.0000
Public Institutions	E-Voting	254731	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	0.0000
Public Non Institutions	E-Voting	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1504141	0.9676	1502956	1185	99.9212	0.0788	0
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>







**Resolution No. 4:-** To Appoint M/s Khimji Kunverji & Co. LLP as the Statutory Auditors 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	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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1504141</b>	<b>0.9676</b>	<b>1502956</b>	<b>1185</b>	<b>99.9212</b>	<b>0.0788</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>





**Resolution No. 5:- To Appoint Mr. Chitranjan Kahlon as a 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	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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1504141</b>	<b>0.9676</b>	<b>1502956</b>	<b>1185</b>	<b>99.9212</b>	<b>0.0788</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>





**Resolution No. 6:- To Appoint Mr. Nand Kishore as a Nominee 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	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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1504141</b>	<b>0.9676</b>	<b>1502956</b>	<b>1185</b>	<b>99.9212</b>	<b>0.0788</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>







**Resolution No. 7:-** Appointment of Mr. Kaushik Modak as a Nominee 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	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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1504141</b>	<b>0.9676</b>	<b>1502956</b>	<b>1185</b>	<b>99.9212</b>	<b>0.0788</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>





**Resolution No. 8:- Re-appointment of Mr S M Datta as a Director of 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	254731	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	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1504141	0.9676	1502956	1185	99.9212	0.0788	0
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>



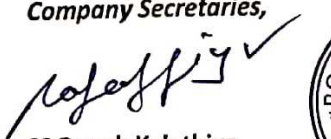


**Resolution No. 9:-** Re-appointment of Mr S M Datta as an Independent Non-Executive Chairman of the Company.

**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	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
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	254731	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	155444857	412609	0.2654	411424	1185	99.7128	0.2872	0
	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1504141</b>	<b>0.9676</b>	<b>1502956</b>	<b>1185</b>	<b>99.9212</b>	<b>0.0788</b>	<b>0.0007</b>
<b>Total</b>		<b>314032740</b>	<b>159837293</b>	<b>50.8983</b>	<b>159836108</b>	<b>1185</b>	<b>99.9993</b>	<b>0.0007</b>	<b>0</b>

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

  
CS Ronak Kalathiya  
Place: Mumbai  
Date: 30<sup>th</sup> September, 2019



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

Sanjay Mitra  
Company Secretary