

IL&FS Investment Managers Limited**CIN : L65999MH1986PLC147981****Registered Office :** The IL&FS Financial Centre, Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai 400 051**Tel. No.** +91-22-26533333 **Email :** investor.relations@iflsindia.com**Website :** www.iimlindia.com**POSTAL BALLOT NOTICE**

To,
The Shareholders

Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), 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, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), that the resolution pertaining to the following business is proposed to be passed by the shareholders of the Company, through postal ballot, only by way of remote e-voting process (Postal Ballot process)

- (1) Appointment of Mr Gaurav Khungar [DIN 10802649] as a Nominee Director of Infrastructure Leasing & Financial Services Limited on the Board of the Company

Resolution to be passed through Postal Ballot :

- (1) To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr Gaurav Khungar [DIN 10802649], who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred as “Act”) and relevant rules framed thereunder, and in respect of whom the Company has received a notice in writing from a Shareholder proposing his candidature for the office of Director pursuant to Section 160 of the Act, and who holds office upto the date of the ensuing Annual General Meeting and being eligible for appointment, be and is hereby appointed as a Nominee Director of Infrastructure Leasing & Financial Services Limited on the Board of the Company and shall be liable to retire by rotation”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the Resolution, any Director, the Chief Executive Officer & Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, usual, expedient and proper to give effect to this resolution”

By Order of the Board of Directors

**SANJAY MITRA
COMPANY SECRETARY**

Place : Mumbai
Date : November 14, 2024

Registered Office :

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

NOTES

- (I) The relative Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, stating out material facts pertaining to the above Resolutions and details pursuant to the Regulation 36(3) of the SEBI LODR and SS-2 on General Meetings w.r.t. appointment of Mr Gaurav Khungar as a Nominee Director of the Company are given in the explanatory statement and forms part of this Notice
- (II) In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/Link Intime India Private Limited, the Company's Registrars and Transfer Agent ("RTA") as on **Friday, November 15, 2024 ('Cut-Off Date')** and whose email addresses are registered with the Company/ RTA/ Depositories. The voting rights of the Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date
- (III) A copy of this Notice is also available on the website of the Company at : https://www.iimlindia.com/Postal_Ballot.aspx and websites of the Stock Exchanges i.e. BSE Limited & National Stock Exchange of India Limited at : <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively, and on the website of NSDL at : <https://www.evoting.nsdl.com/>

- (IV) Only those Shareholders whose names are appearing in the Register of Members/ Register of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Shareholder on the Cut-Off Date should treat this Notice for information purposes only

Any person holding shares as on the Cut-Off Date, who may not have received this Notice due to non-registration of their email addresses, may register its e-mail as per procedure given in Note No. IX of this Notice

(V) E-Voting Facility :

- (1) In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is pleased to provide to the shareholders remote e-voting facility, to enable them to cast their votes electronically. The Company has appointed NSDL to provide remote e-voting facility to its shareholders to enable them to cast their votes electronically
- (2) The remote e-voting shall commence on **Sunday, November 24, 2024 at 9:00 a.m.** and shall end on **Monday, December 23, 2024 at 5:00 p.m.** During this period, Shareholders of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL immediately after the e-voting period. Once the vote is cast by a shareholder, the shareholder shall not be allowed to change it subsequently
- (3) The detailed procedure with respect to remote e-voting is mentioned in Note No. VIII of this Notice. You are requested to carefully read the e-Voting instructions as below, before casting your vote on e-Voting site : <https://www.evoting.nsdl.com/>

- (VI) The Board of Directors has appointed CS Kaushal Dalal of M/s KDA & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process

(VII) Declaration of Results :

- (1) The Scrutinizer shall, on or before Tuesday, December 24, 2024, submit his/her report on the result of the Postal Ballot after scrutiny of the total votes cast in favour or against, to the Chairman or a person authorised by him in writing, who shall countersign the same

- (2) The results of the e-voting along with the Scrutinizer’s Report shall be placed on the Company’s website at : https://www.iimlindia.com/Postal_Ballot.aspx and on the website of NSDL at : <https://www.evoting.nsdl.com/>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed
- (3) The Resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. on Monday, December 23, 2024

(VIII) Instructions for Remote E-voting :

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below :





Step 1 : Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility

Login method for Individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing IDeAS user can visit the e- Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile</p> <p>On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password</p> <p>After successful authentication, you will be able to see e-Voting services under Value added services</p> <p>Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com</p> <p>Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile</p> <p>Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen</p> <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>
	<p>4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password</p> <p>Option will be made available to reach e-Voting page without any further authentication</p> <p>The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password</p> <p>2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company</p> <p>On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period</p> <p>Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account</p> <p>After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility Upon logging in, you will be able to see e-Voting option Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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Important note : Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below :

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password

- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password :
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - (b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on the "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open

Step 2 : How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
5. Upon confirmation, the message “Vote cast successfully” will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to team@cskda.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com/> to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/> or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com

(IX) Process for registration of email address :

- (1) Shareholders holding shares in physical mode are requested to register/update their KYC details including email id through the portal of RTA named “SWAYAM” which is an Investor Self-Service Portal. The same can be accessed at : <https://swayam.linkintime.co.in/>

SWAYAM is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode through registration over the portal. Details of key features and benefits along with the steps for registration can be accessed at : https://linkintime.co.in/Swayam_info.html

The email id will be updated subject to compliance with KYC requirements as directed by the SEBI

- (2) Shareholders holding shares in a demat mode are requested to register/update their KYC details including email id with their respective Depository Participants

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 :

Mr Gaurav Khungar was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013, by the Board of Directors of the Company on November 14, 2024

Mr Khungar has given his consent to act as a Director of the Company and is eligible for appointment under the provisions of the Act, Rules made thereunder and SEBI LODR

The Company has received a notice in writing from a Shareholder under Section 160 of the Act, proposing the candidature of Mr Gaurav Khungar for the office of Director

Other details :

Name of Director	Gaurav Khungar [DIN 10802649]
Date of Birth	October 7, 1970
Age	54 years
Qualification	Mr Khungar has completed his Masters of Business Administration (Post Graduation) from the University of North Carolina, USA

Brief resume	Mr Khungar’s current role requires operations and asset management of a portfolio of IL&FS entities. Mr Khungar is designated as a CEO at IL&FS. Prior to his current role, Mr Khungar held very senior positions with the Big Four Firms and Financial Services Companies. He held the position of Senior Partner PWC, Managing Director at O3 Capital, Managing Director at Religare Capital Markets, Senior Partner at KPMG and Head of Strategic Advisory and M&A at Rabo Bank. He has experience in Capital raises through Initial Public Offerings, Private Equity, Venture Capital and Debt, Investment Banking and M&A
Experience	Over 26 years
Nature of expertise in Specific functional areas	Mr Khungar has expertise in managing all aspects of a business/portfolio of investments with an enhanced ability and motivation to create wealth through operational and financial management of businesses
Disclosure of relationship	Mr Khungar is not related to any Director, Manager or KMP of the Company other than Mr Kaushik Modak, Ms Priya Prempal Shetty and Ms Lubna Ahmad Usman being Nominee Directors of Infrastructure Leasing & Financial Services Limited (“IL&FS”)
Shareholding in the Company	NIL
Memberships/Chairmanships of Committees in the Company	NIL
Other directorships and memberships/chairmanships of committees	NIL
Resignation from listed entities in the past 3 years	NIL
Terms and Conditions of Appointment	Copy of the draft letter for appointment of Director setting out the terms and conditions would be available for inspection without any fee by the shareholders at the Registered Office of the Company during normal business hours on any working day
Remuneration last drawn	NIL
Remuneration sought to be paid	Sitting fees for attending the meetings of the Board and Board Committees
Date of first appointment on the Board	November 14, 2024
Number of Board Meetings attended during the year 2024-25	1

The Board considers association of Mr Gaurav Khungar in the interest of the Company and recommends passing of the special resolution at Item No. 1

None of Directors/Key Managerial Personnel of the Company nor their relatives are concerned or interested except Mr Khungar to the extent of his appointment in the resolution at Item No. 1

By Order of the Board of Directors

**SANJAY MITRA
COMPANY SECRETARY**

Place : Mumbai
Date : November 14, 2024

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The IL&FS Financial Centre,
Plot No. C-22, G Block,
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