



JAGDISH PATEL & CO.
COMPANY SECRETARIES

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Prem Nagar, Near MCF Udyan,
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COMBINED SCRUTINIZER'S REPORT

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

Date: February 18, 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

Sub.: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 108, 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of IL&FS Investment Managers Limited (hereinafter referred to as "the Company") on January 4, 2017, I, Jagdish Patel, Partner of M/s. Jagdish Patel & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to Scrutinize the process of e-voting for postal ballot and to receive, process and Scrutinize the postal ballot forms, in respect of the Ordinary Resolution as circulated in the Postal Ballot Notice dated January 4, 2017 together with explanatory statement (hereinafter referred to as "the Notice").

I SUBMIT MY REPORT AS UNDER:

1. The Company has completed on January 13, 2017, the dispatch of Postal Ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/List of beneficiaries as on December 31, 2016.
2. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Free Press Journal", an English Newspaper having Nationwide Circulation in English Language and "Pratyaksha", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra on January 17, 2017.



3. The voting period commenced on January 19, 2017 (09.00 a.m.) and ended on February 17, 2017 (05.00 p.m.) for voting through postal ballot form as well as through e-voting.
4. Particulars of all the Postal Ballot forms received from the Members have been entered by RTA in a Register separately maintained for this purpose.
5. The Postal Ballot boxes were opened by me on February 18, 2017.
6. The Postal Ballot forms were duly opened in my presence and scrutinised and the shareholding was matched/confirmed with the Register of the Members of the Company including the list of beneficiaries as on December 31, 2016 as made available by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agents (RTA) of the Company.
7. All Postal Ballot forms received up to the close of working hours of February 17, 2017 i.e. the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
8. The remote e-voting facility was provided by NSDL.
9. E-voting module was disabled by NSDL on close of working hours on February 17, 2017. The report of shareholders voting through e-voting option was generated on February 20, 2017.
10. The votes cast were unblocked on 17th February, 2017 in the presence of 2 witnesses, Mr. Anup Mehta and CS Ronak Kalathiya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence,



Mr. Anup Mehta



CS Ronak Kalathiya

11. There are 216 Equity Shareholders holding 10130483 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
12. There are 302 Equity Shareholders holding 163679657 Equity Shares of the Company, who have participated in voting through Postal Ballot Forms.
13. Thereafter considering e-voting for Postal Ballot and voting through Postal Ballot Forms, the combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated.

My responsibility as a Scrutinizer for postal ballot process including e-voting was restricted to make a scrutiners report as per results generated by NSDL and postal ballot forms received by RTA of votes cast as "assent"/"for" or "dissent"/"against" for the item/ resolution stated in the notice of postal





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ballot. I have issued this combined scrutinizers reports in respect of e-voting for Postal ballot along with votes casted through Postal Ballot Forms. The result of e-voting along with Postal Ballot Forms is annexed with report as an Annexure A.

I hereby also declare that along with this I have handed over to Dr Archana Hingorani, Executive Director and CEO of the Company PDF data containing the list of Equity Shareholders who voted "For" "Against" and those whose votes were declared invalid for the resolution is enclosed. According to my observations, the process of E-voting for Postal Ballot and voting through Postal Ballot Forms has been conducted in a fair and transparent manner.

Thanking You

Yours Faithfully,

FOR JAGDISH PATEL & CO.,

Unique Code No.: P1991GJ052300

Company Secretaries,

J Patel



Jagdish Patel

Partner

Place: Mumbai

For and on behalf of

IL&FS Investment Managers Limited

Sanjay Mitra

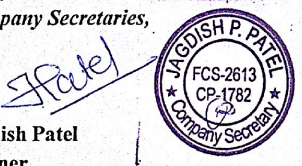
Company Secretary

Annexure "A"
IL&FS Investment Managers Limited

Result of the voting conducted through Postal Ballot along with E-voting facility on the Resolutions as per the Postal Ballot Notice dated January 4, 2017 relating to item:
of Business as mentioned in the said notice

Resolution Required : (Ordinary)			1 - Appointment of M/s. B S R & Associates LLP as Joint Statutory Auditors					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		158333152	100.0000	158333152	0	100.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	10499910	9569039	91.1345	9569039	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9569039	91.1345	9569039	0	100.0000	0.0000
Public Non Institutions	E-Voting	145199678	561444	0.3867	520150	41294	92.6450	7.3550
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		5346505	3.6822	5337765	8740	99.8365	0.1635
	Total		5907949	4.0689	5857915	50034	99.1531	0.8469
Total		314032740	173810140	55.3478	173760106	50034	99.9712	0.0288

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



Jagdish Patel
Partner
Place: Mumbai
Date: February 18, 2017