

Mehta & Mehta

COMPANY SECRETARIES

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AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Date: 8th September, 2022

To,

The Chairman,

IL & FS Investment Managers Limited

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

Bandra Kurla Complex,

Mumbai 400051

Sub.: Consolidated Report of Scrutinizer on remote e-voting conducted prior to the Annual General Meeting ('AGM') of IL & FS Investment Managers Limited held on Wednesday, 7th September, 2022 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") and remote e-voting conducted during the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

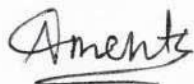
Dear Sir,

1. I, CS Jagdish Patel, Partner of M/s. Mehta & Mehta., 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 **Wednesday, 7th September, 2022** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").
2. The Company had also provided the facility of e-voting during the AGM, and appointed us as the Scrutinizer to Scrutinize the e-voting process during the AGM.
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).



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

- (i) The e-voting period opened 4th September, 2022 (9.00 a.m.) and ended on 6th September, 2022 (5.00 p.m.)
- (ii) The members of the Company as on the "cut-off" date i.e. Tuesday, 30th August, 2022 were entitled to vote on the resolution (Item No.1 to Item No.3) as set out in the notice of the AGM of the Company.
- (iii) The votes cast were unblocked on, Wednesday, 7th September, 2022 in the presence of following 2 witnesses. They have signed below in confirmation of the votes being unblocked in their presence,



Mr. Anup Mehta



Poonam Pokiya

- (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) We have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
- (vi) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM.
- (vii) I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 30th August, 2022 and as per the Register of Members of the Company.:

Voting by remote e-voting and e-voting at AGM:

Date of the AGM: 7th September, 2022

Total number of shareholders on record date: 57881

No. of Shareholders present in the meeting either in person or through proxy: NOT APPLICABLE

Promoters and Promoter Group: NOT APPLICABLE

Public: NOT APPLICABLE

No. of Shareholders attended the meeting through Video Conferencing: 33

Promoters and Promoter Group: 1

Public: 32



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, 2022 together with the Reports of the Auditors and Directors thereon.

Type of Resolution: - Ordinary Resolution

Voting by e-voting:

| 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 | 39181 | 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 | 155660407 | 1228804 | 0.7894 | 1203268 | 25536 | 97.9219 | 2.0781 | 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 | | 1228804 | 0.7894 | 1203268 | 25536 | 97.9219 | 2.0781 | 0 |
| Total | | 314032740 | 159561956 | 50.8106 | 159536420 | 25536 | 99.9840 | 0.0160 | 0 |



Resolution No. 2:- To declare dividend on Equity Shares for the year ended March 31, 2022.

Type of Resolution: - Ordinary Resolution

Voting by e-voting:

| 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 | 39181 | 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 | 155660407 | 1228804 | 0.7894 | 1206068 | 22736 | 98.1497 | 1.8503 | 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 | | 1228804 | 0.7894 | 1206068 | 22736 | 98.1497 | 1.8503 | 0 |
| Total | | 314032740 | 159561956 | 50.8106 | 159539220 | 22736 | 99.9858 | 0.0142 | 0 |



Resolution No. 3:- To appoint a Director in place of Ms Priya Shetty [DIN 08858814] who retires by rotation and being eligible, has offered herself for re-appointment.

Type of Resolution: - Ordinary Resolution

Voting by e-voting:

| 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 | 39181 | 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 | 155660407 | 1223103 | 0.7858 | 1181944 | 41159 | 96.6349 | 3.3651 | 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 | | 1223103 | 0.7858 | 1181944 | 41159 | 96.6349 | 3.3651 | 0 |
| Total | | 314032740 | 159556255 | 50.8088 | 159515096 | 41159 | 99.9742 | 0.0258 | 0 |

Thanking You
Yours faithfully,

For Mehta & Mehta.,
Unique Code No.: P1996MH007500
Company Secretaries,

J Patel

CS Jagdish Patel
Place: Mumbai
Date: 8th September, 2022



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

Sanjay Mitra

Sanjay Mitra
Company Secretary