

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L65999MH1986PLC147981**

Name of Company : **IL&FS Investment Managers Limited**

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

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/Client Id :

DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1) Name : _____, Address : _____

E-mail ID : _____, Signature : _____, or failing him;

2) Name : _____, Address : _____

E-mail ID : _____, Signature : _____, or failing him;

3) Name : _____, Address : _____

E-mail ID : _____, Signature : _____, or failing him;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, August 11, 2015 at 3.00 p.m. at the Rangaswar Hall, Y B Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business :

- (1) Adoption of the Audited Financial statements for the financial year ended March 31, 2015
- (2) To declare dividend on Equity Shares for the year ended March 31, 2015
- (3) Re-appointment of Mr Ravi Parthasarathy [DIN 00002392], who retires by rotation
- (4) Re-appointment of Mr Arun Kumar Saha [DIN 00002377], who retires by rotation
- (5) Ratification of appointment of M/s Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company

Special Business :

- (6) Appointment of Mr Milind Patel [DIN 00058358] as a Director
- (7) Appointment Mr Ramesh Bawa [DIN 00040523] as the Managing Director

Signed this ____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Re.1/-
Revenue
Stamp

Signature

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting