

PROXY FORM

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

IN : 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 31st Annual General Meeting of the Company, to be held on Wednesday, September 6, 2017 at 11 a.m. at The Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020 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, 2017
- (2) To declare dividend on Equity Shares for the year ended March 31, 2017
- (3) Re-appointment of Mr Ravi Parthasarathy [DIN 00002392], who retires by rotation
- (4) Appointment of M/s M/s B S R & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for a term of five years

Special Business:

- (5) Appointment of Sunil Mehta [DIN 00065343] as a Director
- (6) Appointment of Ms Shubhalakshmi Panse [DIN 02599310] as a Director

Signed this _____ day of _____ 2017

Signature of Member _____

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