

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 shareholder(s) :	
Registered address :	
E-mail ID :	
Folio No/Client ID :	
DP ID :	

I/We, being the shareholder(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 33rd Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 10.30 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, 2019
- (2) To declare Dividend on Equity Shares for the year ended March 31, 2019

Special Business :

- (3) Appointment of M/s Khimji Kunverji & Co. LLP as the Statutory Auditors in the casual vacancy
- (4) Appointment of M/s Khimji Kunverji & Co. LLP as the Statutory Auditors for a term of five years
- (5) Appointment of Mr Chitranjan Kahlon as a Director of the Company
- (6) Appointment of Mr Nand Kishore as a Nominee Director of the Company
- (7) Appointment of Mr Kaushik Modak as a Nominee Director of the Company
- (8) Re-appointment of Mr S M Datta as a Director of the Company
- (9) Re-appointment of Mr S M Datta as an Independent Non-Executive Chairman of the Company

Signed this _____ day of _____ 2019

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