

Information under Clause 35A

1. Date of the Annual General Meeting : August 11, 2015
2. Total number of Shareholders on record date : 31,888 as per Beneficiary Position dated August 4, 2015 (Cut-off date)
3. Number of Shareholders present in the meeting either in person or through proxy :

Category	No. of members
Promoters and Promoter Group	1
Public	31
Total	32

4. Number of Shareholders attended the meeting through Video Conferencing : Not arranged
5. Details of the Agenda :

The details containing *inter alia*, list of Equity Shareholders, who voted by e-voting or poll “for”, “against” each of the resolution that were put to vote is as follows:

Item No. 1 : Adoption of the Standalone Audited Financial Statements and Consolidated Audited Financial Statements for the financial year ended March 31, 2015 together with the Reports of Auditors and Directors thereon

Resolution required : Ordinary

Mode of voting : Ballot including E-voting



In case of Poll/Postal Ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public - Others	141991916	3618257	2.55	3617967	290	99.99	0.01
Total	314032740	174822309	55.67	174822019	290	100.00	0.00

No of votes polled is excluding Invalid Votes

Item No. 2 : Dividend of 65% on the Equity Shares (₹ 1.30 per share of the Face Value of ₹ 2/- each) for the year ended March 31, 2015

Resolution required : Ordinary

Mode of voting : Ballot including E-voting

In case of Poll/Postal ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public - Others	141991916	3618107	2.55	3617972	135	100.00	0.00
Total	314032740	174822159	55.67	174822024	135	100.00	0.00

No of votes polled is excluding Invalid Votes



Item No. 3 : Re-appointment of Mr Ravi Parthasarathy as Director of the Company

Resolution required : Ordinary

Mode of voting : Ballot including E-voting

In case of Poll/Postal ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	12870900	93.90	11370900	1500000	88.35	11.65
Public - Others	141991916	3617762	2.55	3586141	31621	99.13	0.87
Total	314032740	174821814	55.67	173290193	1531621	99.12	0.88

No of votes polled is excluding Invalid Votes

Item No. 4 : Re-appointment of Mr Arun Saha as Director of the Company

Resolution required : Ordinary

Mode of voting : Ballot including E-voting

In case of Poll/Postal ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	12870900	93.90	12870900	0	100.00	0.00



Public - Others	141991916	3607607	2.54	3574232	33375	99.07	0.93
Total	314032740	174811659	55.67	174778284	33375	99.98	0.02

No of votes polled is excluding Invalid Votes

Item No. 5 : Ratification of appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting

Resolution required : Ordinary

Mode of voting : Ballot including E-voting

In case of Poll/Postal ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public - Others	141991916	3618107	2.55	3614847	3260	99.91	0.09
Total	314032740	174822159	55.67	174818899	3260	100.00	0.00

No of votes polled is excluding Invalid Votes

Item No. 6 : Appointment of Mr Milind Patel as a Director

Resolution required : Ordinary

Mode of voting : Ballot including E-voting



In case of Poll/Postal ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public – Others	141991916	3610522	2.54	3607062	3460	99.90	0.10
Total	314032740	174814574	55.67	174811114	3460	100.00	0.00

No of votes polled is excluding Invalid Votes

Item No. 7 : Appointment of Mr Ramesh Bawa as the Managing Director of the Company for a term of five consecutive years with effect from May 5, 2015

Resolution required : Special

Mode of voting : Ballot including E-voting

In case of Poll/Postal ballot/E-voting :

Promoter/ Public	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	158333152	158333152	100.00	158333152	0	100.00	0.00
Public – Institutional holders	13707672	11370900	82.95	11370900	0	100.00	0.00
Public - Others	141991916	3618549	2.55	3585089	33460	99.08	0.92
Total	314032740	173322601	55.19	173289141	33460	99.98	0.02

No of votes polled is excluding Invalid Votes





JAGDISH PATEL & CO.
COMPANY SECRETARIES

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**Consolidated Report of Scrutinizer on remote e- voting and voting through polling paper
[Pursuant to section 108 & 109 of the Companies Act, 2013 and by Rule 20 &21 of the Companies
(Management and Administration) Rules, 2014 and Rule 20 as substituted by the Companies
(Management and Administration) Amendment Rules, 2015]**

Date: 13.08.2015

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.

Dear Sir,

1. I, CS Jagdish P Patel, 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 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 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 the 29th Annual General Meeting (AGM) of the members of the Company held on the 11th August, 2015 at 3.00 p.m. at the Rangaswar Hall, Y.B. Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021.
2. The Company had also provided the facility of voting through polling paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.
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 29th 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), and polling papers received from the members at the AGM.



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

- (i) The e-voting period remained open from Thursday, August 6, 2015 at 9.00 a.m. and ends on Monday, August 10, 2015, at 5.00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. August 4, 2015 were entitled to vote on the resolution (Item No.1 to Item No.7 as set out in the notice of the 29th AGM of the Company).
- (iii) 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. The same were shared with the Company and it was ensured that the members who have cast their votes through remote e- voting do not vote again at the AGM.
- (iv) At the 29th AGM, after declaration of the poll by the Chairman, empty polling box kept for polling was shown to the members present and then, it was locked in my presence.
- (v) The ballot votes casted were unblocked on Tuesday, August 11,2015 -in the presence of 2 witnesses, CS Ronak Kalathiya and CS Akshar Patel They have signed below in confirmation of the votes being unblocked in their presence,

CS Ronak Kalathiya

CS Akshar Patel

- (vi) There were no poll papers which were incomplete and/or wrongly filled and/or otherwise found defective.
- (vii) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote through ballot papers at the AGM were scrutinized
- (viii) Based on both, Poll Report and Remote E-voting Report, the Consolidated Report on voting on each resolution is as under:



Voting by Remote e-voting and Poll :

Date of the AGM : August 11, 2015

Total number of shareholders on record date: 31888 as per Beneficiary Position dated August 4, 2015
(Cut off Date)

No. of Shareholders present in the meeting either in person or through proxy :

Promoters and Promoter Group: 1

Public: 31

No. of Shareholders attended the meeting through Video Conferencing: Not Arranged

Promoters and Promoter Group:

Public:

Item No. 1:- Ordinary Resolution for adoption of the Standalone Audited Financial Statements and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Auditors and Directors thereon.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public-Others	141991916	431499	0.30	431209	290	99.93	0.07
Total (A)	314032740	171635551	54.66	171635261	290	100.00	0.00



Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	174822309	55.67	174822019	290	100.00	0.00

No of Votes Polled is excluding invalid votes

Item No. 2:- Ordinary Resolution for declaration of Dividend on equity shares for the year ended March 31, 2015.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public-Others	141991916	431349	0.30	431214	135	99.97	0.03
Total (A)	314032740	171635401	54.66	171635266	135	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	174822159	55.67	174822024	135	100.00	0.00

No of Votes Polled is excluding invalid votes



Item No. 3:- Ordinary Resolution for appointment of Director in place of Mr. Ravi Parthasarathy [DIN 00002392] who retires by rotation and being eligible, has offered himself for re-appointment..

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	12870900	93.90	11370900	1500000	88.35	11.65
Public-Others	141991916	431004	0.30	399383	31621	92.66	7.34
Total (A)	314032740	171635056	54.66	170103435	1531621	99.11	0.89
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	174821814	55.67	173290193	1531621	99.12	0.88

No of Votes Polled is excluding invalid votes



Item No. 4:- Ordinary Resolution for appointment of Director in place of Mr Arun Kumar Saha [DIN 00002377] who retires by rotation and being eligible, has offered himself for re-appointment.

Resolution No. 4							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public-Others	141991916	420849	0.30	387474	33375	92.07	7.93
Total (A)	314032740	171624901	54.65	171591526	33375	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	174811659	55.67	174778284	33375	99.98	0.02

No of Votes Polled is excluding invalid votes



Item No. 5:- Ordinary Resolution for ratification of Appointment of Auditors and fixing their remuneration.

Resolution No. 5							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public-Others	141991916	431349	0.30	428089	3260	99.24	0.76
Total (A)	314032740	171635401	54.66	171632141	3260	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	174822159	55.67	174818899	3260	100.00	0.00

No of Votes Polled is excluding invalid votes



Item No. 6:- Ordinary Resolution for appointment of Mr. Milind Patel [DIN 00058358] as a Director of the Company.

Resolution No. 6							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	12870900	93.90	12870900	0	100.00	0.00
Public-Others	141991916	423764	0.30	420304	3460	99.18	0.82
Total (A)	314032740	171627816	54.65	171624356	3460	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	174814574	55.67	174811114	3460	100.00	0.00

No of Votes Polled is excluding invalid votes



Item No.7:- Special Resolution for appointment of Mr. Ramesh Bawa [DIN 00040523] as the Managing Director of the Company for a period of five years with effect from May 5, 2015.

Resolution No. 7							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	13707672	11370900	82.95	11370900	0	100.00	0.00
Public-Others	141991916	431791	0.30	398331	33460	92.25	7.75
Total (A)	314032740	170135843	54.18	170102383	33460	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	13707672	0	0.00	0	0	0.00	0.00
Public-Others	141991916	3186758	2.24	3186758	0	100.00	0.00
Total (B)	314032740	3186758	1.01	3186758	0	100.00	0.00
Result (A+B)	314032740	173322601	55.19	173289141	33460	99.98	0.02

No of Votes Polled is excluding invalid votes

Thanking You
Yours faithfully,

J Patel

CS Jagdish P Patel
Place: Mumbai

