

**PROCEEDINGS OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING
OF THE COMPANY WAS HELD ON TUESDAY, NOVEMBER 10, 2020, AT 3.00 P.M.
THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO VISUAL MEANS (OAVM)**

Deemed venue of the AGM : The Registered Office of the Company, i.e. The IL&FS Financial Centre, 10th Floor, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

Directors Present at the meeting through VC :

Mr S M Datta - Chairman	from Mumbai
Mr Chitranjan S Kahlon	from Gurgaon
Mr Nand Kishore	from Noida
Mr Kaushik Modak	from Mumbai

In Attendance at the meeting through VC :

Mr Sanjay Mitra - Company Secretary	from Mumbai
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By Invitation at the meeting through VC :

Mr Manoj Borkar - Chief Executive Officer & Chief Financial Officer	from Mumbai
Mr Krunal Momaya - M/s Khimji Kunverji & Co. LLP	from Mumbai
Ms Ashwini Inamder - Partner, M/s. Mehta & Mehta, Company Secretaries	from Mumbai
Mr Ronak Kalathiya M/s Jagdish Patel & Co	from Mumbai

Company Secretary	:	The Company Secretary welcomed the members to the 34 th AGM of the Company held through video conference/audio visual means and gave technical and procedural information on joining, participating and voting at the AGM through video conferencing
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	<p>He further informed that according to the Companies Act, 2013 and SEBI Listing Regulations, the Company has provided the facility to the Shareholders to cast their vote by remote e-voting through electronic voting system administered by NSDL. The facility for e-voting was also provided during the meeting to those Shareholders who have not cast their vote earlier</p> <p>He requested the Shareholders who had not cast their votes earlier to go to the voting page of NSDL e-voting website and cast their vote while watching the proceedings of the meeting live</p> <p>He also informed that the e-voting facility will be kept open for 15 minutes after the conclusion of the meeting to enable the shareholders to cast their votes</p> <p>He also informed that M/s Jagdish Patel & Co, Company Secretaries have been appointed as Scrutinizers by the Board to scrutinize remote e-voting before the AGM as well as for the e-voting at the AGM. Mr Ronal Kalathiya is attending the meeting on their behalf</p> <p>He further informed that live streaming of the meeting was also being webcast on NSDL's website and that the Statutory Registers and other documents as required by Companies Act, 2013 were open for inspection on the website of NSDL</p>
Chairman	: Mr S M Datta took the Chair. He welcomed all the members present in the meeting
Quorum	: Chairman declared that the Quorum is present and called the meeting to order
Introduction	: Chairman introduced the Directors present, Chief Executive Officer & Chief Financial Officer and Company Secretary. He also informed that representatives of the Statutory Auditors and Secretarial Auditors are also attending the meeting from Mumbai
Chairman's Speech	: The Chairman delivered his speech
Notice	: Notice dated September 17, 2020, convening the 34 th Annual General Meeting, Directors' Report and the Annual Accounts were taken as read with the consent of the Members present



Auditor's Report	: The Chairman then requested the Company Secretary to read the qualifications on the financials mentioned in the Auditor's Report before the shareholders pursuant to Section 145 of the Companies Act, 2013 and thereafter to call the pre-registered speakers to raise their queries
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The Company Secretary read out the Auditor's Report and read out the following business to be transacted at the meeting :

- (1) Adoption of the Audited Financial Statements for the financial year ended March 31, 2020
- (2) To declare dividend on Equity Shares for the year ended March 31, 2020
- (3) To appoint a Director in place of Mr Nand Kishore [DIN 08267502] who retires by rotation and being eligible, has offered himself for re-appointment

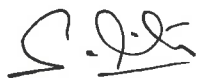
The Company Secretary then called out the name of the pre-registered speakers one by one to raise their queries

On the invitation of the Company Secretary, Shareholders who had registered themselves as speakers, addressed the meeting through VC/OVCM and sought clarifications on the Company's accounts and businesses. The Chairman/Chief Executive Officer & Chief Financial Officer and Company Secretary responded to the queries of the Members and provided clarifications

The Chairman informed that the results after receipt of the consolidated voting results from the scrutinizers will be declared within 48 hours from the conclusion of the meeting and the same shall also be intimated to the stock exchanges and uploaded on the website of the Company and NSDL

The Chairman thanked the shareholders for attending the meeting. He also thanked all the Directors for joining the meeting and concluded the meeting

For IL&FS Investment Managers Limited



Sanjay Mitra
Company Secretary