

# Mehta & Mehta

## COMPANY SECRETARIES

201-206, Shiv Smriti Chambers, 2nd Floor, 49/A, Dr. Annie Besant Road, Above Corporation Bank, Worli, Mumbai-400 018  
Tel.: +91-22-6611 9696. •E-mail: [dipti@mehta-mehta.com](mailto:dipti@mehta-mehta.com). •Visit us: [www.mehta-mehta.com](http://www.mehta-mehta.com)

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Date: 25<sup>th</sup> June, 2024

To,  
The Chairman,  
IL&FS Investment Managers Limited  
The IL&FS Financial Centre, Plot No C-22, G Block,  
Bandra Kurla Complex,  
Mumbai 400051.

**Sub: Scrutinizers' Report on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Notice dated May 15, 2024.**

I, CS Ronak Kalathiya, Partner of M/s. Mehta & Mehta., Practicing Company Secretaries, have been appointed by the Board of Directors of IL&FS Investment Managers Limited ("**Company**") as the Scrutinizer to conduct the Postal ballot through electronic voting process (remote e-voting") in respect of the Resolutions contained in the Postal Ballot Notice dated May 15, 2024 ("the Notice").

Pursuant to Postal Ballot Notice dated May 15, 2024, issued under Section 110 read with Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), other applicable provisions of the Act and Rules made thereunder and the SEBI LODR, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Notice dated May 15, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the resolutions mentioned in the Notice, was sent, via e-mail only to the Shareholders whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose-mail addresses were registered with the Company/Depositories.



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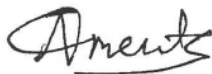
The Company had availed the e-voting facility offered by National Securities Depository Limited (“NSDL”) for conducting remote e-voting by the shareholders of the Company, to enable them to cast their votes electronically.

The shareholders of the Company holding shares as on the “cut-off” date of **Friday, May 17, 2024** were entitled to vote on the resolutions as contained in the Notice.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the Notice. My responsibility as a scrutinizer for the e-voting process 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 NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.

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

- (i) The e-voting period commenced on Sunday, May 26, 2024 at 9:00 a.m. and ended on Monday, June 24, 2024 at 5:00 p.m. and NSDL e-voting module was disabled thereafter
- (ii) The votes cast were unblocked on Monday, June 24, 2024 in the presence of 2 witnesses, **Mr. Anup Mehta** and **CS Shweta Sheth**. They have signed below in confirmation of the votes being unblocked in their presence,



Mr. Anup Mehta



CS Shweta Sheth

Thereafter, the details containing inter alia, list of Equity Share Holders, who voted “for”, “against” each of the resolution that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:



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The result of the e-voting are as under:


Resolu- tion	Particulars	Shares held	Votes casted in			Total Votes Casted	Votes casted	
			Invalid	Favour	Against		% For	% Against
1	Appointment of Mr. Munish Kumar Saraogi (DIN 10422742) as an Independent Non-Executive Director of the Company for a period of five years to hold office from April 1, 2024 up to March 31, 2029.	314032740	0	159339935	144218	159484153	99.9096%	0.0904%
2	Appointment of Mr. Chitranjan Singh Kahlon (DIN 02823501) as the Independent Non-Executive Chairman of the Company w.e.f. April 1, 2024 till the end of his balance tenure i.e. August 27, 2028.	314032740	0	159335824	148469	159484293	99.9069%	0.0931%

Based on the aforesaid results, Resolutions has been passed with requisite majority.

All relevant records of electronic voting are electronically handed over to the Company Secretary of the Company.

Thanking You  
Yours Faithfully,

For Mehta & Mehta,  
Unique Code No.: P1996MH007500  
Company Secretaries,

  
CS Ronak Kalathiya  
Partner  
UDIN: A037007F000613627  
Place: Mumbai  
Date: 25<sup>th</sup> June, 2024



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Date: 25th June, 2024

To,  
**The Chairman,**  
**IL&FS Investment Managers Limited**  
The IL&FS Financial Centre, Plot No C-22, G Block,  
Bandra Kurla Complex,  
Mumbai 400051

**Sub.: Consolidated Report of Scrutinizer on postal ballot by way of remote e-voting/Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Postal Ballot Notice dated May 15, 2024.**

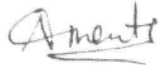
Dear Sir,

1. I, CS Ronak Kalathiya, Partner of M/s. Mehta & Mehta., Practicing Company Secretaries, have been appointed by the Board of Directors of IL&FS Investment Managers Limited ("Company") as the Scrutinizer to conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of the Resolutions contained in the Postal Ballot Notice dated May 15, 2024.
2. The Company has engaged National Securities Depository Limited ("NSDL"), as the authorized agency to provide secured system for remote e-voting process.
3. 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 Postal Ballot Notice 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 NSDL.

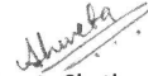


Further to the above, I submit my report as under:-

- (i) The e-voting period commenced on Sunday, May 26, 2024 at 9:00 a.m. and ended on Monday, June 24, 2024 at 5:00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. Friday, May 17, 2024 were entitled to vote on the resolutions (Item No.1 and Item No.2) as set out in the Postal Ballot Notice of the Company.
- (iii) The votes cast were unblocked on, Monday, June 24, 2024 in the presence of following 2 witnesses. They have signed below in confirmation of the votes being unblocked in their presence,



**Mr. Anup Mehta**



**CS Shweta Sheth**

- (iv) After the close of the period for remote e-voting, the details of the shareholders 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, were shared with the Company.
- (v) We have scrutinized and reviewed the remote e-voting and votes cast therein based on the data downloaded from the NSDL e-voting system.
- (vi) The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting on the resolutions forming part of the Postal Ballot Notice.
- (vii) I would like to mention that the voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, May 17, 2024 and as per the Register of Members of the Company.

Voting by remote e-voting:

**Total number of shareholders on record date: 82077**

**No. of Shareholders present in the meeting either in person or through proxy: NOT APPLICABLE**

Promoters and Promoter Group: NOT APPLICABLE

Public: NOT APPLICABLE

**No. of Shareholders attended the meeting through Video Conferencing: NOT APPLICABLE**

Promoters and Promoter Group: NOT APPLICABLE

Public: NOT APPLICABLE



**Resolution No. 1:-** Appointment of Mr. Munish Kumar Saraogi (DIN 10422742) as an Independent Non-Executive Director of the Company for a period of five years to hold office from April 1, 2024 up to March 31, 2029.

**Type of Resolution:** - Special Resolution

**Voting by e-voting:**

Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	87254	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	155612334	1151001	0.7397	1006783	144218	87.4702	12.5298	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1151001</b>	<b>0.7397</b>	<b>1006783</b>	<b>144218</b>	<b>87.4702</b>	<b>12.5298</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159484153</b>	<b>50.7858</b>	<b>159339935</b>	<b>144218</b>	<b>99.9096</b>	<b>0.0904</b>	<b>0</b>



**Resolution No. 2:-** Appointment of Mr. Chitranjan Singh Kahlon (DIN 02823501) as the Independent Non-Executive Chairman of the Company w.e.f. April 1, 2024 till the end of his balance tenure i.e. August 27, 2028.

**Type of Resolution:** - Ordinary Resolution  
**Voting by e-voting:**

Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>158333152</b>	<b>100.0000</b>	<b>158333152</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	87254	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	155612334	1151141	0.7397	1002672	148469	87.1024	12.8976	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1151141</b>	<b>0.7397</b>	<b>1002672</b>	<b>148469</b>	<b>87.1024</b>	<b>12.8976</b>	<b>0</b>
<b>Total</b>		<b>314032740</b>	<b>159484293</b>	<b>50.7859</b>	<b>159335824</b>	<b>148469</b>	<b>99.9069</b>	<b>0.0931</b>	<b>0</b>

Thanking You  
 Yours faithfully,

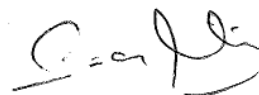
For Mehta & Mehta.,  
 Unique Code No.: P1996MH007500  
 Company Secretaries,

  
 CS Ronak Kalathiya

UDIN: A037007F000613627  
 Place: Mumbai  
 Date: 25th June, 2024



By Order of the Board of Directors  
 IL&FS Investment Managers Limited



Sanjay Mitra  
 Company Secretary

