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202, Prem Kutir CHS Ltd.  
Prem Nagar, Near MCF Udyan,  
Borivali (W) Mumbai 400091  
Tel: (022) 28940483

Date: 11<sup>th</sup> November, 2020

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 remote e-voting conducted prior to the Annual General Meeting ('AGM') of IL & FS Investment Managers Limited held on Tuesday, 10th November, 2020 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")and remote e-voting conducted during the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')].**

Dear Sir,

1. I, CS Ronak Kalathiya, Partner of M/s. Jagdish Patel & Co., Practicing Company Secretaries, 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 remote 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 voting on ballot under 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 Annual General Meeting (AGM) of the members of the Company held on **Tuesday, 10<sup>th</sup> November, 2020** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").
2. The Company had also provided the facility of e-voting during the AGM, and appointed us as the Scrutinizer to Scrutinize the e-voting process during the AGM.
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 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).





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

- (i) The e-voting period opened from Saturday, 7<sup>th</sup> November, 2020 at 9:00 a.m. and ended on Monday, 9<sup>th</sup> November, 2020 at 5:00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. Tuesday, 3<sup>rd</sup> November, 2020 were entitled to vote on the resolution (Item No.1 to Item No.3) as set out in the notice of the AGM of the Company.
- (iii) The votes cast were unblocked on, 10<sup>th</sup> November, 2020 - 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 Monali Bhandari

- (iv) 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., where downloaded from the e-voting module NSDL, were shared with the Company to ensure that the members who have cast their votes through remote e-voting do not vote again at the AGM.
- (v) We have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM 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 Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM.
- (vii) I would like to mention that the voting rights of Members 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. Tuesday, 3<sup>rd</sup> November, 2020 and as per the Register of Members of the Company.:

Voting by remote e-voting and e-voting at AGM:

Date of the AGM: 10<sup>th</sup> November, 2020

Total number of shareholders on record date: 49017

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: 30

Promoters and Promoter Group: 01

Public: 29





**Resolution No. 1:-** To receive, consider and adopt the Standalone Audited Financial Statements and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Auditors and Directors thereon.

**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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.00	158333152	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		158333152	100.00	158333152	0	100.00	0.00	0
Public Institutions	E-Voting	4530	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	155695058	805789	0.5175	805702	87	99.9892	0.0108	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		805789	0.5175	805702	87	99.9892	0.0108	0
Total		314032740	159138941	50.6759	159138854	87	99.9999	0.0001	0





Resolution No. 2:- To declare dividend on Equity Shares for the year ended March 31, 2020.

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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.00	158333152	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		158333152	100.00	158333152	0	100.00	0.00	0
Public Institutions	E-Voting	4530	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	155695058	805789	0.5175	805702	87	99.9892	0.0108	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		805789	0.5175	805702	87	99.9892	0.0108	0
Total		314032740	159138941	50.6759	159138854	87	99.9999	0.0001	0





**Resolution No. 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.

**Type of Resolution:** - Ordinary Resolution

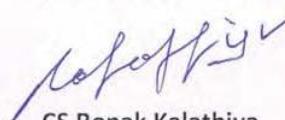
Voting by e-voting:

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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.00	158333152	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		158333152	100.00	158333152	0	100.00	0.00	0
Public Institutions	E-Voting	4530	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
Public Non Institutions	E-Voting	155695058	805789	0.5175	803158	2631	99.6735	0.3265	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		805789	0.5175	803158	2631	99.6735	0.3265	0
Total		314032740	159138941	50.6759	159136310	2631	99.9983	0.0017	0

Thanking You

Yours faithfully,

FOR JAGDISH PATEL & CO.,  
Unique Code No.: P1991GJ052300  
Company Secretaries,

  
CS Ronak Kalathiya  
Place: Mumbai  
Date: 11<sup>th</sup> November, 2020



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



Sanjay Mitra  
Company Secretary