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

Date: 30/09/2021

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 Wednesday, 29th September, 2021 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 Jagdish Patel, 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 **Wednesday, 29th September, 2021** 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 Sunday, 26th September, 2021 at 9:00 a.m. and ended on Tuesday, 28th September, 2021 at 5:00 p.m.

(ii) The members of the Company as on the "cut-off" date i.e. Wednesday, 22nd September, 2021 were entitled to vote on the resolution (Item No.1 to Item No.5) as set out in the notice of the AGM of the Company.

(iii) The votes cast were unblocked on, 29th September, 2021 - 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., were 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. Wednesday, 22nd September, 2021 and as per the Register of Members of the Company.:

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

Date of the AGM: 29th September, 2021

Total number of shareholders on record date: 51569

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: 32

Promoters and Promoter Group: 1

Public: 31





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, 2021 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	100.0000	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
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	32431	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	155667157	1357082	0.8718	1350315	6767	99.5014	0.4986	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1357082	0.8718	1350315	6767	99.5014	0.4986	0
Total		314032740	159690234	50.8515	159683467	6767	99.9958	0.0042	0





Resolution No. 2:- To declare dividend on Equity Shares for the year ended March 31, 2021.

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	100.0000	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
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	32431	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	155667157	1360557	0.8740	1356340	4217	99.6901	0.3099	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1360557	0.8740	1356340	4217	99.6901	0.3099	0
Total		314032740	159693709	50.8526	159689492	4217	99.9974	0.0026	0





Resolution No. 3:- To appoint a Director in place of Mr. Kaushik Modak [DIN 01266560] 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	100.0000	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
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	32431	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	155667157	1356032	0.8711	1335323	20709	98.4728	1.5272	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1356032	0.8711	1335323	20709	98.4728	1.5272	0
Total		314032740	159689184	50.8511	159668475	20709	99.9870	0.0130	0





Resolution No. 4:- To appoint Ms. Priya Shetty [DIN 08858814] as a Nominee Director of Infrastructure Leasing & Financial Services Limited.

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	100.0000	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
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	32431	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	155667157	1357157	0.8718	1322936	34221	97.4785	2.5215	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1357157	0.8718	1322936	34221	97.4785	2.5215	0
Total		314032740	159690309	50.8515	159656088	34221	99.9786	0.0214	0





Resolution No. 5:- To appoint Ms. Lubna Usman [DIN 08299976], as a Nominee Director of Infrastructure Leasing & Financial Services Limited.

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 [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	No. of votes Invalid [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
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institutions	E-Voting	32431	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	155667157	1357157	0.8718	1311111	46046	96.6072	3.3928	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1357157	0.8718	1311111	46046	96.6072	3.3928	0
Total		314032740	159690309	50.8515	159644263	46046	99.9712	0.0288	0

Thanking You
Yours faithfully,

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


CS Jagdish Patel
Place: Mumbai
Date: 30/09/2021



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


Sanjay Mitra
Company Secretary