NOTICE

NOTICE is hereby given that the 40th (Fortieth) Annual General Meeting of the Members of IL&FS Investment Managers Limited ('the Company') will be held on **Tuesday, September 22, 2026 at 11:00 a.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

(1) To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon

(2) To declare a final dividend of ₹ 0.70 (Rupees Seventy Paise only) per Equity Share for the financial year ended March 31, 2026.

(3) To appoint a Director in place of Mr. Gaurav Khungar (DIN 10802649) who retires by rotation and being eligible, offers himself for re-appointment.

(4) Appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139(1), 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036), be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s KKC & Associates LLP, Chartered Accountants, to hold office from August 21, 2026 until the conclusion of the 40th Annual General Meeting of the Company.

RESOLVED FURTHER THAT subsequently, M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036), be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors in consultation with the Audit Committee and the Statutory Auditors and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

(5) Appointment of Ms Jayashree Ramaswamy (DIN: 02235205) as Director of the Company in the category of Nominee Director (Non-Executive):

To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Jayashree Ramaswamy (DIN: 02235205), who was appointed by the Board of Directors as an Additional Director in the category of Nominee Director (Non-Executive) of the Company with effect from February 13, 2026 pursuant to Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and being eligible for appointment, be and is hereby appointed as a Director of the Company in the category of Nominee Director (Non-Executive), liable to retire by rotation."

"RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to file necessary forms, returns and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities, as may be necessary to give effect to this resolution."

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

Sd/-
Prasad Chaoji
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 21, 2026

Registered Office:

The IL&FS Financial Centre, Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

NOTICE

NOTES

(1) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 03/2025 dated September 22, 2025 (in continuation with the circulars issued earlier by MCA in this regard) permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 40^{th} AGM will be The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.

(2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Circulars through VC/OAVM, the requirement of physical attendance of Shareholders has been consequently dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for this AGM and the Route Map, Proxy Form and Attendance Slip are not attached to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

(3) Institutional Investors, who are Shareholders of the Company, are encouraged to attend this AGM and cast their votes through remote e-voting. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation should be sent to the Scrutinizer by e-mail to team@cskda.com with a copy marked to evoting@nsdl.com

(4) The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

(5) The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(6) In compliance with the aforesaid Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/Depositories. Shareholders may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at : https://iimlindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at : https://www.bseindia.com/ and https://www.nseindia.com/ respectively, and on the website of NSDL at : https://www.evoting.nsdl.com/ in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020.

(7) Record Date and Dividend:

(a) The closure of Register of Members and Share Transfer Books of the Company shall not be applicable effective from the amendment dated December 12, 2024. The Dividend as recommended by the Directors, if approved by the shareholders will be payable within 30 days from the date of declaration of dividend and will be paid to those shareholders whose names appear in the Company's Register of Members as on Tuesday, September 15, 2026. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL and Central Depository Services (India) Limited ("CDSL"). HDFC Bank has been appointed as the banker for the payment of dividend to the Shareholders.

(b) In terms of the provisions of the Income Tax Act, 1961, dividend income will be taxable in the hands of shareholders' and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates. In general, to enable compliance with TDS requirements, Shareholders are requested to update their valid Permanent Account Number ("PAN") and submit tax related documents by September 15, 2026. For the detailed process and documentation, kindly visit : https://iimlindia.com/tax-on-dividend/

(c) In order to enable the Company to remit dividend through any of the electronic modes of payment facility approved by the Reserve Bank of India for the payment of dividend, shareholders are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, cancelled cheque leaf, Branch details, MICR Code, IFS Code etc. Shareholders holding shares in demat mode are requested to submit the said bank details to the Depository Participants with whom they are maintaining their demat account and shareholders holding shares in physical mode are requested to submit the said bank details to the Company's Registrars & Share Transfer Agent ("RTA"). Payment through electronic mode shall be subject to timely furnishing of complete and correct information by shareholders.

(8) Section 101 of the Act and Rules made thereunder also allows serving notice of the general meetings in electronic mode. Therefore, the email addresses registered by the shareholders:

(a) in respect of shareholding in demat mode – with the respective Depository Participant which will be periodically downloaded from NSDL/CDSL, and

NOTICE

(b) in respect of physical holding – through a written request letter to the RTA of the Company, will be deemed to be the registered email address for serving all notices/documents including those covered under applicable provisions of the Act. Shareholders are therefore requested to keep their email addresses updated in case of electronic holding with their respective Depository Participants and in case of physical holding with the RTA of the Company, M/s MUFG Intime India Private Limited formerly known as Link Intime India Private Limited.

(9) Shareholders are requested to:

(a) Intimate the RTA of the Company of changes, if any, in their registered address, bank account details etc. for shares held in physical form. For shares held in electronic form, changes, if any, should be communicated to their respective Depository Participants.

(b) Quote Ledger Folio Nos./DP ID, DP Name and Client ID Nos. in all correspondence.

(c) Approach the Company for consolidation of various ledger folios into one.

(d) Get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.

(e) Get their PAN, Postal address with PIN code, Contact details/Mobile number, Bank account details, Specimen signature and Nomination registered.

(10) As per Regulation 40 of the SEBI LODR, as amended, securities of a Listed Company can be transferred only in dematerialised form. Therefore, Shareholders holding shares in physical form are requested to dematerialise their shares before transfer of shares held by them.

(11) SEBI has now mandated that the shareholders (holding shares in physical form), whose folio(s) do not have PAN, Choice of Nomination, Contact Details (postal address with PIN and mobile number), Bank Account Details and Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

The relevant FAQs published by SEBI on its website can be viewed at : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

If a shareholder updates the PAN, Choice of Nomination, Contact Details (postal address with PIN and mobile number), Bank Account Details and Specimen Signature after April 1, 2024, then the shareholder would receive all the dividends/interest etc. declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

(12) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023 mandated the Registrar and Share Transfer Agent (RTA) to set up a user-friendly online mechanism or portal for service requests/complaints with the features as cited in the above referred SEBI Circular.

Accordingly, M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the RTA of the Company has launched such portal named "SWAYAM" which is an Investor Self-Service Portal.

SWAYAM is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode through registration over the portal. Details of key features and benefits along with the steps for registration can be accessed at : https://swayam.in.mpms.mufg.com/ or https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

(13) As per applicable provisions of the Act and Rules made thereunder, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years, to the credit of the Investor Education and Protection Fund ("IEPF"). Hence, shareholders who have not encashed their dividend should contact the RTA of the Company for the same. Please note that the dividend paid for the year 2018-2019 is due for transfer to IEPF by November 30, 2026. Further, please note that the dividend paid for the year 2019-2020 is due for transfer to IEPF next year.

The details of unpaid and unclaimed dividend as on March 31, 2026 will be made available at the Company's website after the AGM. The same can be accessed at : https://iimlindia.com/unclaimed_dividend/

(14) Transfer of equity shares to IEPF:

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") all equity shares whose dividend has remained unpaid or unclaimed for a period of seven consecutive years are required to be transferred by the Company to IEPF established by the Central Government, after completion of seven years. As per the said Rules, the Company has been sending communications to the shareholders who have not claimed their Dividend. The shares held in physical and/or dematerialised mode pertaining to which dividend has remained unpaid/unclaimed for a consecutive period of seven years have been transferred annually to the IEPF Account. Accordingly, the shares held in physical and/or dematerialised mode pertaining to the unpaid/unclaimed dividend for FY 2018-2019 and which has remained unpaid/unclaimed for a consecutive period of seven years shall be transferred to the IEPF Account. The List of shares transferred and to be transferred to the IEPF Account can be found on the Company's website at : https://iimlindia.com/transfer-of-shares-to-iepf/

NOTICE

Any further dividend on such shares shall be credited to IEPF. The shareholders may claim the shares/dividend transferred to IEPF by making an application to IEPF in Form IEPF-5 as per the IEPF Rules. The said form is available on the website of IEPF viz. https://www.mca.gov.in/content/mca/global/en/mca/iept-related-services.html

In case the shareholders have any queries on the subject matter and the IEPF Rules, they may contact the Company at e-mail: investor.relations@ilfsindia.com or the Company's RTA, M/s MUFG Intime India Private Limited formerly known as M/s Link Intime India Private Limited, Unit – IL&FS Investment Managers Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91-8108116767; Fax No.: +91-22-49186060; E-mail: iepf.shares@in.mpms.mufg.com

(15) Appointment/re-appointment of Directors:

For details kindly refer explanatory statement annexed to this Notice.

(16) Attending the AGM through VC/OAVM:

(a) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access the same by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, shareholder can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. Shareholders are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote E-voting instructions mentioned in this notice to avoid last minute rush

(b) Shareholders are encouraged to join the Meeting through Laptops for better experience. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

(c) Shareholders desiring any information on the business to be transacted at the AGM are encouraged to submit their queries in advance. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at investor.relations@ilfsindia.com by September 15, 2026

(d) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.relations@ilfsindia.com from Wednesday, September 9, 2026 (9.00 a.m.) to Tuesday, September 15, 2026 (5.00 p.m.). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

(e) Shareholders who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.com or call on 022-4886 7000

(17) E-Voting Facility :

(a) In compliance with Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR and the aforesaid Circulars, the Company is pleased to provide to the shareholders remote e-voting facility (i.e. voting electronically from a place other than the venue of the general meeting). The Company has appointed NSDL to provide e-voting facility to its shareholders i.e. casting votes by a shareholder using remote e-Voting system as well as voting during the AGM

(b) Shareholders of the Company holding shares either in physical form or in electronic form as on Tuesday, September 15, 2026 ("cut-off date") may cast their vote by remote e-voting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Shareholder as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM

(c) Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a shareholder of the Company after this Notice is sent through e-mail and holding shares as of the cut-off date may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.com or to the Company at investor.relations@ilfsindia.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on https://www.evoting.nsdl.com/ or call on 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Shareholder of the Company after sending of this Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"

NOTICE

(d) Shareholders will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM. The procedure and instructions for remote e-voting before AGM and e-voting during the AGM are same. Only those shareholders, who are present at the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM

(e) The remote e-voting module for voting on the day of the AGM shall be disabled by NSDL 15 minutes after the conclusion of the Meeting

(f) CS Kaushal Dalal of M/s KDA & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for conducting the remote e-voting process before and during the AGM

(g) The instructions for members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on Saturday, September 19, 2026 at 9.00 a.m. and ends on Monday, September 21, 2026 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 15, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 15, 2026.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name** or **e-Voting service provider** i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on **company name** or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name** or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NOTICE

	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800-21-09911

NOTICE

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

NOTICE

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to team@cskda.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) by email to investor.relations@ilfsindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to investor.relations@ilfsindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring User Id and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

NOTICE

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name.You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@ilfsindia.com. The same will be replied by the company suitably.

6. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investor.relations@ilfsindia.com from Wednesday, September 9, 2026 (9.00 a.m.) to Tuesday September 15, 2026 (5.00 p.m.). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(18) Declaration of Results:

(a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted during the AGM, thereafter unblock the votes casted through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(b) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at : https://iimlindia.com/ and on the website of NSDL at : https://www.evoting.nsdl.com/ immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

Sd/-
Prasad Chaoji
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 21, 2026

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

M/s. KKC & Associates LLP, Chartered Accountants, were re-appointed as the Statutory Auditors of the Company at the 38th Annual General Meeting held on August 30, 2024, for a term of five years, from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting.

As communicated earlier, M/s KKC & Associates LLP tendered their resignation as the Statutory Auditors of the Company with effect from August 13, 2026. The resignation resulted in a casual vacancy in the office of the Statutory Auditors of the Company.

The Board of Directors, at its meeting held on August 21, 2026, took note of the resignation of M/s KKC & Associates LLP and, based on the recommendation of the Audit Committee and after considering the consent and certificate of eligibility furnished by M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036) (“CNK”), appointed CNK as the Statutory Auditors of the Company to fill the casual vacancy arising from the resignation of M/s KKC & Associates LLP.

In terms of Section 139(8) of the Companies Act, 2013 (“Act”), where a casual vacancy in the office of an auditor is caused by resignation, the vacancy is required to be filled by the Board of Directors within thirty days, and such appointment is required to be approved by the Members of the Company at a general meeting convened within three months of the recommendation of the Board. The auditor so appointed shall hold office until the conclusion of the next Annual General Meeting.

Accordingly, CNK shall hold office as the Statutory Auditors of the Company from August 21, 2026 until the conclusion of the 40th Annual General Meeting.

Further, based on the recommendation of the Audit Committee and the Board of Directors, the appointment of CNK as the Statutory Auditors of the Company is proposed for a term of five consecutive years, commencing from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting, subject to approval of the Members.

The relevant information in respect of the proposed appointment of CNK, as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), is provided below:

Particulars	Details
Proposed fees payable to the Statutory Auditors	₹ 30.50 lakh per annum, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses, if any, with authority to the Board to make such revisions during the tenure of appointment as may be appropriate in consultation with the Audit Committee and Statutory Auditors.
Terms of appointment	(i) To fill the casual vacancy arising from the resignation of M/s KKC & Associates LLP and to hold office from August 21, 2026 until the conclusion of the 40th Annual General Meeting; and, (ii) for a term of five consecutive years commencing from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting.
Material change in the fee payable to the new auditor from that paid to the outgoing auditor and rationale for such change	There is no material change in the proposed remuneration payable to CNK as compared to the remuneration payable to M/s KKC & Associates LLP, the outgoing Statutory Auditors. The proposed remuneration of ₹30.50 lakh per annum is the same as the remuneration payable to the outgoing Statutory Auditors.
Basis of recommendation for appointment, including details in relation to and credentials of the proposed Statutory Auditors	CNK is a firm of Chartered Accountants established in 1936, providing professional services in the areas of assurance, taxation and advisory services. The Firm has a team of over 1,000 professionals and has a presence across multiple locations in India and overseas. CNK has experience in providing professional services to domestic and multinational organisations across diverse sectors, including the banking and financial services sector. The Audit Committee and the Board, after considering, inter alia, the qualifications, experience, professional credentials, independence, eligibility and suitability of CNK, having regard to the size and requirements of the Company, recommended its appointment as the Statutory Auditors of the Company.

CNK has furnished its written consent to act as the Statutory Auditors of the Company and a certificate confirming that its appointment, if made, would be in accordance with the applicable provisions of the Act and the Rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

NOTICE

ITEM NO. 5:

The Nomination & Remuneration Committee and the Board of Directors of the Company had, at their respective meetings held on February 13, 2026, recommended and approved the appointment of Ms. Jayashree Ramaswamy (DIN: 02235205) as an Additional Director in the category of Nominee Director (Non-Executive) of the Company with effect from February 13, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"), based on the nomination received from Infrastructure Leasing & Financial Services Limited, the Holding Company of the Company.

In terms of Section 161 of the Act, Ms. Jayashree Ramaswamy holds office up to the date of the ensuing Annual General Meeting ("AGM") of the Company and is eligible for appointment as a Director of the Company.

The Company has received the requisite statutory disclosures and declarations from Ms. Jayashree Ramaswamy under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she is not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India or any other authority.

Ms. Jayashree Ramaswamy possesses rich experience in the areas of finance, accounts,

corporate governance and management. The Board is of the opinion that her continued association on the Board would be beneficial and in the interest of the Company.

Brief profile and other details of Ms. Jayashree Ramaswamy, as required under the

Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to the Notice.

Except Ms. Jayashree Ramaswamy and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

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

Sd/-
Prasad Chaoji
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 21, 2026

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

NOTICE

Details of Director seeking appointment/re-appointment at the 40th Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of Director	Ms Jayashree Ramaswamy	Mr Gaurav Khungar
DIN	02235205	10802649
Designation/Category of the Director	Nominee Director (Non-Executive)	Nominee Director (Non-Executive)
Age	61	55
Date of First appointment on the Board	13/02/2026	14/11/2024
Qualification	She is a Fellow Member of the Institute of Chartered Accountants of India, an Associate Member of the Institute of Cost and Management Accounts, an Associate Member of the Institute of Company Secretaries of India and a Certified Public Accountant from State of Delaware, USA.	He holds Masters of Business Administration (Post Graduation) from the University of North Carolina at Greensboro, USA.
Profile, Experience, and Expertise in specific functional areas	She is currently the Group Chief Financial Officer of IL&FS and also holds the CFO position in IL&FS Financial Services Limited. She is responsible for helping the Board in finance matters while it undertakes the resolution activities. She joined IL&FS Group in September 2019. Jayashree has over 36 years of experience in leading the finance function across diverse industries including IT, Financial Services Information Services. In her earlier stints, she has served companies like Bharat Heavy Electricals Limited, India Securities Limited, Credit Suisse First Boston India Ltd, TCG Ivega Information Technologies Limited, Cargill Capital Financial Services and Dun & Bradstreet Information Services Limited. She has functioned as a Chief Financial Officer and has led the finance function for more than two decades in the organisations that she has served.	He joined Infrastructure Leasing & Financial Services Limited in August 2018. His current role requires operations and asset management of a portfolio of IL&FS entities. He has over 26 years of experience in managing all aspects of a business/ portfolio of investments with an enhanced ability and motivation to create wealth through operational and financial management of businesses. Prior to his current role, Mr Khungar held very senior positions with the Big Four Firms and Financial Services Companies. He held the position of Senior Partner PWC, Managing Director at O3 Capital, Managing Director at Religare Capital Markets, Senior Partner at KPMG and Head of Strategic Advisory and M&A at Rabo Bank. He has experience in Capital raises through Initial Public Offerings, Private Equity, Venture Capital and Debt, Investment Banking and M&A
Terms and conditions of appointment/re-appointment	Director liable to retire by rotation	Director liable to retire by rotation
Details of remuneration last drawn (FY 25-26)	Sitting Fees : Rs 20,000/-	Sitting Fees : Rs 1,60,000/-
Details of remuneration sought to be paid	Sitting Fees	Sitting Fees
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil

NOTICE

Name of Director	Ms Jayashree Ramaswamy	Mr Gaurav Khungar
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this notice	Bizoforce Technologies Private Limited – Director Noida Toll Bridge Company Limited – Nominee Director New Tirupur Area Development Corporation Limited – Director Roadstar Infra Private Limited – Director Tamilnadu Urban Infrastructure Financial Services Limited – Nominee Director Tamilnadu Urban Infrastructure Trustee Company Limited – Nominee Director IL&FS Township & Urban Assets Limited – Director Tamil Nadu Water Investment Company Limited – Nominee Director IL&FS Maritime Infrastructure Company Limited – Director Porto Novo Maritime Limited – Director	IL&FS Urban Infrastructure Managers Limited – Director
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Noida Toll Bridge Company Limited: Audit Committee– Chairperson; Investor Shareholder Committee – Member Tamil Nadu Water Investment Company Limited: Audit Committee – Member; Tender Committee – Member; Nomination & Remuneration Committee – Member IL&FS Maritime Infrastructure Company Limited: Audit Committee – Member; Nomination & Remuneration Committee – Member Porto Novo Maritime Limited: Audit Committee – Member; Nomination & Remuneration Committee – Member	Nil
Listed entities from which the Director has resigned from directorship in the past three (3) years	None	None
Number of Board Meetings attended	1	8
Inter-se relationship with other Directors & Key Managerial Personnel	None	None