

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of Companies (Management and Administration) Rules, 2014.]

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting done through Remote E-Voting and E- Voting at 40th Annual General Meeting of IL&FS Investment Managers Limited, held on Tuesday, September 22, 2026 ("AGM").

We, M/s. KDA & Associates, Practicing Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of **IL&FS Investment Managers Limited** pursuant to Sections 108 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting ("**Remote e-Voting**") and the electronic voting process carried during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice convening the 40th Annual General Meeting ("**the Meeting**"/"**AGM**") of the Members of the Company held on Tuesday, September 22, 2026 through Video Conferencing/Other Audio Video Means ("**VC/OAVM**") facility. We hereby submit our Consolidated report as under:

- 1 The Management of the Company is responsible for the compliance of provisions of the Companies Act, 2013 and the Rule made thereunder relating to Voting and in accordance with General Circular No. 03/2025 dated September 22, 2025 (in continuation with the circulars issued earlier by MCA in this regard) and the Securities and Exchange Board of India ("**SEBI**") has vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (in continuation with the circulars issued earlier by SEBI in this regard) (collectively referred to as "**the Circulars**") regarding holding of the AGM through Video Conferencing/ Other Audio Visual Means ("**VC/OAVM**") facility, without the physical presence of the Members of the company at the venue and our responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast "in favour" or "against" for respective Resolution.
- 2 The Company had appointed National Securities Depository Limited (NSDL) for conducting the e-voting prior to the AGM (remote e-Voting) and voting during the AGM (e-Voting).
- 3 The remote e-Voting commenced on Saturday, September 19, 2026 at 9.00 a.m. IST and ended on Monday, September 21, 2026 at 5.00 p.m. IST.
- 4 The members of the Company as of the "cut-off" date i.e. Tuesday, September 15, 2026 were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.

- 5 After the announcement of voting through e-voting at the AGM by the Chairman, the members of the Company who were present during the meeting through VC/OVAM and had not cast through Remote e-voting exercised the voting at the AGM.
- 6 After the closure of the e-voting, the vote cast through e-voting and through the remote e-voting prior to the AGM was unblocked at Mumbai from the website of NSDL i.e. www.evoting.nsdl.com.
- 7 The Votes cast by Corporate/ Institutional Members who have uploaded the scanned certified true copy of the Board Resolution / Authority Letter etc. on the website i.e. www.evoting.nsdl.com or who have emailed to scrutinizer at their email address i.e. team@cskda.com have been considered valid.
- 8 The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and e-voting at AGM.
- 9 The Consolidated Result (Remote e-Voting+ Voting at AGM) is as under: -

(a) Item No. 1: Ordinary Resolution

To receive, consider and adopt a) the Audited Standalone Financial Statements for the financial year ended March 31, 2026, and the Reports of 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.

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
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	20746	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	155678842	621345	0.3991	613531	7814	98.7424	1.2576
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		621345	0.3991	613531	7814	98.7424	1.2576
Total		314032740	158954497	50.6172	158946683	7814	99.9951	0.0049

(b) Item No. 2: Ordinary Resolution

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

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
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	20746	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public non-institutions	E-Voting	155678842	625650	0.4019	622836	2814	99.5502	0.4498
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		625650	0.4019	622836	2814	99.5502	0.4498
Total		314032740	158958802	50.6185	158955988	2814	99.9982	0.0018

(c) Item No. 3: Ordinary Resolution

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

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
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	20746	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	155678842	625650	0.4019	596235	29415	95.2985	4.7015
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		625650	0.4019	596235	29415	95.2985	4.7015
Total		314032740	158958802	50.6185	158929387	29415	99.9815	0.0185

(d) Item No. 4: Ordinary Resolution

To appoint M/s. C N K & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the previous Statutory Auditors to hold office until the conclusion of the 40th AGM and further to hold office for a term of consecutive five years from the conclusion of the 40th AGM until the conclusion of the 45th AGM of the Company.

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
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	20746	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	155678842	625650	0.4019	616711	8939	98.5712	1.4288
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		625650	0.4019	616711	8939	98.5712	1.4288
Total		314032740	158958802	50.6185	158949863	8939	99.9944	0.0056

(e) Item No. 5: Ordinary Resolution

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

	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
Category		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	158333152	158333152	100.0000	158333152	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		158333152	100.0000	158333152	0	100.0000	0.0000
Public Institutions	E-Voting	20746	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	155678842	625650	0.4019	597649	28001	95.5245	4.4755
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		625650	0.4019	597649	28001	95.5245	4.4755
Total		314032740	158958802	50.6185	158930801	28001	99.9824	0.0176

- 10 The aforesaid Consolidated Report is tabulated on the basis of Acceptance and Rejection of votes through Remote e-voting together with the results of the e-voting facilitated at the AGM.
- 11 The Register of Remote e-Voting and e-Voting at AGM will be sent to the Chairman of the Company after the Chairman considers, approves and signs the minutes of the Annual General Meeting in Compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

For KDA & Associates
Practicing Company Secretaries
(Peer Review No-6748/2025)

**KAUSHAL
MADHUSU
DAN DALAL**

Digitally signed by KAUSHAL
MADHUSUDAN DALAL
DN: c=IN, o=PERSONAL, title=9335,
2.5.4.20=72485104228920508675-54d2f8-
818495f4724c1b5963d8c-1612875
d postalCode=400054, st=Maharashtra,
serialNumber=180f5a6d07b77858207b079
7c7f3575d2003fcs876a5c47af37123f7e
0e4, cn=KAUSHAL MADHUSUDAN DALAL,
Date: 2026.09.23 11:31:32 +05'30'

Kaushal Dalal
(Partner)
M. No: FCS: 7141
CoP No: 7512

Date: September 23, 2026
Place: Mumbai
UDIN: F007141H001570571

For IL&FS Investment Managers Limited

Prasad Prakash
Chaoji

Prasad Chaoji
Company Secretary