

IL&FS Investment Managers Limited

Corporate Identification No - L65999MH1986PLC147981

The IL&FS Financial Centre Plot C-22, G-Block Bandra Kurla Complex Bandra East Mumbai 400 051 T +91 22 2653 3333 F +91 22 2653 3056 W www.iimlindia.com

September 30, 2019

The Manager
The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

BSE Scrip Code: 511208 ISIN: INE050B01023

Re : Report pursuant to Regulation 44 of the Listing Regulations

Dear Sir:

Enclosed herewith is the Scrutinizers's report duly countersigned by the Company Secretary of the Company, pursuant to Regulation 44 of the Listing Regulations containing details of voting results of the 33rd Annual General Meeting of the Company held on September 30, 2019 at 10.30 a.m. at The Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020

Kindly take the same on record

Thanking you,

Yours sincerely,

Sanjay Mitra

Company Secretary

Encl: As above

Rozy Empire, Silvassa Road, Opp.: PWD Rest House, Vapi-396 191, Tele Fax: (0260) 2431655, 9324545141.

Email: jppvapi13@csjpc.in

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

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper.

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 30th September, 2019

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

Dear Sir,

- 1. I, 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 Monday, 30th September, 2019, at The Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.
- 2. The Company had also provided the facility of voting through polling paper to the members / proxies present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting.
- 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) and polling papers received from the members at the AGM.



Page 1 of 11

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

- (i) The e-voting period opened from Friday, 27th September, 2019 at 9:00 a.m. and ended on Sunday, 29th September, 2019 at 5:00 p.m.
- (ii) The members of the Company as on the "cut-off" date i.e. 24th September, 2019 were entitled to vote on the resolution (Item No.1 to Item No. 9) as set out in the notice of the AGM of the Company.
- (iii) The votes cast were unblocked on, 30th September, 2019 in the presence of following 2 witnesses. They have signed below in confirmation of the votes being unblocked in their presence,

Mas

CS Monali Bhandari

Ms. Ankita Bhagat

- (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) At the AGM, after declaration of the poll by the Chairman, empty polling box kept for polling was shown to the members present and then, it was locked in my presence.
- (vi) No Ballot paper were found invalid.
- (vii) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "favour" or "against" each of the resolution that were put to vote through ballot papers at the AGM and reports generated from the e-voting website of National Securities Depository Limited (NSDL) and based on both the reports, the consolidated report on voting on each resolution is as under:

Voting by e-voting and Poll:

Date of the AGM: 30th September, 2019

Total number of shareholders on record date: 51115

No. of Shareholders present in the meeting either in person or through proxy: 32

Promoters and Promoter Group: 1

Public: 31

No. of Shareholders attended the meeting through Video Conferencing: 0

Promoters and Promoter Group: 0

Public: 0



Page 2 of 11

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, 2019 together with the Reports of the Auditors and Directors thereon.

Categor y	Mod e of Voti ng	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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 Invali d
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	[8]
Promoter and	E-Voting		158333152	100.0000	158333152	0	100.0000	0.0000	0
Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot	158333152	0	0.0000	0	. 0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
Institution s	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal	254731	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		0	0.0000	0	0	0.0000	0.0000	0
Public	E-Voting	_=	418618	0.2693	418483	135	99.9678	0.0322	2 0
Non Institution	Poli		1091532	0.7022	1091532	0	100.0000	0.0000	
S	Postal	155444857	0	0.0000	0	0	0.0000	0.000	0
R F C	Ballot Total		1510150	0.9715	1510015	135	99.9911	0.008	
Total		314032740	159843302	50.9002	159843167	135	99.9999	0.000	1 0



Resolution No. 2:- To declare dividend on Equity Shares for the year ended March 31, 2019.

Categor Y	Mod e of Voti ng	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	against on votes	No. of votes nvali d
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	[8]
Promoter and	E-Voting		158333152	100.0000	158333152	0	100.0000	0.0000	0
Promoter Group	Poll		0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot	158333152	0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institution	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
s	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	254731	0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non	E-Voting		418618	0.2693	418483	135	99.9678	0.0322	0
Institution	Poli		1091532	0.7022	1091532	0	100.0000	0.0000	0
S	Postal Ballot	155444857	0	0.0000	0	0	0.0000	0.000	0
	Total		1510150	0.9715	1510015	135	99.991	0.008	9 0
Total		314032740	159843302	50.9002	15984316	7 13	5 99.99	99 0.00	01 (





Resolution No. 3:- To Appoint M/s Khimji Kunverji & Co. LLP as the Statutory Auditors in the casual vacancy.

Categor Y	Mod e of Voti ng	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled		No. of votes Invali d
		[1]	[2]	[3]={[2]/[[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	[8]
Promoter	E-Voting		158333152	1]}*100 100.0000	158333152	0	100.0000	0.0000	0
and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	0
Group	Postal	158333152	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
nstitution	Poll		0	0.0000	0	0	0.0000	0.0000	0
S	Postal	254731	0	0.0000	0	0	0.0000	0.0000	0
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		412609	0.2654	411424	1185	99.7128	0.2872	0
Public Non	E-Voting			0.7022	1091532	0	100.0000	0.0000	0
s Po	Poll	155444857	1091532	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot				1502956	1185	99.9212	0.0788	C
	Total		1504141	0.9676	159836108	1185	99.999	0.000	7
	-	314032740	159837293	50.8983	155650100				



Resolution No. 4:- To Appoint M/s Khimji Kunverji & Co. LLP as the Statutory Auditors for a term of five years.

Catego Y	e of Voti	shares	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	VULUS	of votes Invali d
		[1]	[2]	[3]={[2]/[[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	[8]
		[-]	[-]	1]}*100		0	100.0000	0.0000	0
Promoter	E-Votir	ng	158333152	100.0000	158333152	0	0.0000	0.0000	0
and Promoter	Poll	158333152	0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot		0	0.0000	0	0	100.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	0.0000	0.0000	0
Public	E-Votin	=	0	0.0000	0	0	0.0000	0.0000	0
stitution s	Poll	-	0	0.0000	0	0	0.0000	0.0000	0
	Postal	254731	0	0.0000	0		0.0000	0.0000	0
	Ballot Total		0	0.0000	0	0		0.2872	0
D. 611-	E-Voting		412609	0.2654	411424	1185	99.7128	0.0000	-
Non	Poll	H	1091532	0.7022	1091532	0	100.0000	0.0000	-
titution s		155444857	0	0.0000	0	0	0.0000		
В	Postal Ballot	_	1504141	0.9676	1502956	1185	99.9212	0.0788	
	Total		159837293	50.8983	159836108	1185	99.9993	0.0007	7
otal		314032740	133037233				-		





JAGDISH PATEL & CO. COMPANY SECRETARIES

Resolution No. 5:- To Appoint Mr. Chitranjan Kahlon as a Director of the Company.

Categor Y	Mode of Votin g	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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]	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2]}*100	[8]
Promoter	E-Voting	g	158333152	}*100 100.0000	158333152	0	100.0000	0.0000	0
and Promoter	Poll	-	0	0.0000	0	0	0.0000	0.0000	0
Group	Postal	158333152	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public	E-Voting	3	0	0.0000	0	0	0.0000	0.0000	0
Institution s	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Posta	254731	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		0	0.0000	0	0	0.0000	0.0000	0
Public	E-Voting		412609	0.2654	411424	1185	99.7128	0.2872	0
Non Institution	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
S	Postal	155444857	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		1504141	0.9676	1502956	1185	99.9212	0.0788	0
Total		314032740	159837293	50.8983	159836108	1185	99.9993	0.0007	0





Resolution No. 6:- To Appoint Mr. Nand Kishore as a Nominee Director of the Company.

Categor	Mode of Votin g	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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	E-Voting		158333152	100.0000	158333152	0	100.0000	0.0000	0
and Promoter	Poll	150222152	0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot	158333152	0	0.0000	0	0	0.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
Institution s	Poll	254731	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	254/31	0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Pubîic	E-Voting		412609	0.2654	411424	1185	99.7128	0.2872	0
Non Institution	Poli	155444857	1091532	0.7022	1091532	0	100.0000	0.0000	0
5	Postal Ballot	15544405/	0	0.0000	0	0	0.0000	0.0000	0
	Total		1504141	0.9676	1502956	1185	99.9212	0.0788	0
Total		314032740	159837293	50.8983	159836108	1185	99.9993	0.000	7 0





Resolution No. 7:- Appointment of Mr. Kaushik Modak as a Nominee Director of the Company.

Cate ₁ y	gor Mo o Voi g	tin	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	Votes – in	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]
Promote and	er E-Vot	ting		158333152	100.0000	158333152	0	100.0000	0.0000	0
Promote Group	er Pol		158333152	0	0.0000	0	0	0.0000	0.0000	0
Group	Post	al	30333132	0	0.0000	0	0	0.0000	0.0000	0
	Tota			158333152	100.0000	158333152	0	100.0000	0.0000	0
Public Institution	E-Voti	ng		0	0.0000	0	0	0.0000	0.0000	0
S	Poll		254731	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	1	254/51	0	0.0000	0	0	0.0000	0.0000	0
	Total			0	0.0000	0	0	0.0000	0.0000	0
Public Non	E-Voting			412609	0.2654	411424	1185	99.7128	0.2872	0
stitution	Poll	155	444857	1091532	0.7022	1091532	0	100.0000	0.0000	0
S	Postal Ballot	155	17403/	0	0.0000	0	0	0.0000	0.0000	0
F	Total			1504141	0.9676	1502956	1185	99.9212	0.0788	0
Total		3140	032740	159837293	50.8983	159836108	1185	99.9993	0.0007	0





Resolution No. 8:- Re-appointment of Mr S M Datta as a Director of the Company

Type of Resolution:- Special Resolution Voting by e-voting and Poll:

Y y	Mode of Votin g	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	ed on Votes – in tandin 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	E-Voting		158333152	100.0000	158333152	0	100.0000	0.0000	0
and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	0
Group	Postal	158333152	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		158333152	100.0000	158333152	0	100.0000	0.0000	0
Public	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
Institution s	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal	254731	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		0	0.0000	0	0	0.0000	0.0000	0
Public	E-Voting		412609	0.2654	411424	1185	99.7128	0.2872	0
Non Institution	Poll		1091532	0.7022	1091532	0	100.0000	0.0000	0
S	Postal	155444857	0	0.0000	0	0	0.0000	0.0000	0
	Ballot Total		1504141	0.9676	1502956	1185	99.9212	0.0788	0
Total		314032740	159837293	50.8983	159836108	1185	99.9993	0.0007	0



Page 10 of 11



JAGDISH PATEL & CO. **COMPANY SECRETARIES**

Resolution No. 9:- Re-appointment of Mr S M Datta as an Independent Non-Executive Chairman of the Company.

Type of Resolution:- Ordinary Resolution

	Mode of Votin g	ng and Poll: No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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]	[4]	[5]	[6]={[4]/[2]	[7]={[5]/[2]}*100	[8]
				}*100		0	}*100 100.0000	0.0000	0
romoter	E-Voting		158333152	100.0000	158333152		0.0000	0.0000	0
and Promoter	Poll	158333152	0	0.0000	0	0	0.0000	0.0000	0
Group	Postal Ballot	138333132	0	0.0000	0		100.0000	0.0000	0
	Total		158333152	100.0000	158333152	0	0.0000	0.0000	0
Public	E-Voting		0	0.0000	0	0		0.0000	0
nstitution	Poll		0	0.0000	0	0	0.0000		0
S	Postal	254731	0	0.0000	0	0	0.0000	0.0000	
	Ballot	-	0	0.0000	0	0	0.0000	0.0000	O
	Total		412609	0.2654	411424	1185	99.7128	0.2872	0
Public Non	E-Voting	-	1091532	0.7022	1091532	0	100.0000	0.0000	C
nstitution s	Poll	155444857	0	0.0000	0	0	0.0000	0.0000	(
•	Postal Ballot	ot	1504141	0.9676	1502956	1185	99.9212	0.0788	(
	Total		1504141	50.8983	159836108	1185	99.9993	0.0007	
Total		314032740	159837293	50.6383	133030100				

Thanking You Yours faithfully,

FOR JAGDISH PATEL & CO.,

Unique Code No.: P1991GJ052300

Company Secretaries,

CS Ronak Kalathiya

Place: Mumbai

Date: 30th September, 2019

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

Sanjay Mitra

Company Secretary