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Corporate Identification No - L65999MH1986PLC147981

PROCEEDINGS OF THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, AUGUST 8, 2016, AT THE RANGASWAR HALL, Y B CHAVAN CENTRE, GENERAL JAGANNATHRAO BHOSALE MARG, OPPOSITE MANTRALAYA, MUMBAI 400 021 AT 12.00 NOON AND CONCLUDED AT 1.30 P.M.

- Chairman : Mr S M Datta took the Chair
- Quorum : Chairman declared that the Quorum is present and called the meeting to order
- Proxy & Corporate Representation : Chairman informed that the Company had received no proxies and had received one Corporate Representation for 158,333,152 shares
- Introduction : Chairman introduced the Directors present
- Chairman's Speech : The Chairman delivered his speech
- Notice : Notice dated May 3, 2016, convening the 30th Annual General Meeting, Directors' Report and the Annual Accounts were taken as read with the consent of the Members present
- Auditor's Report : The Auditors' report on the financials of the Company for the year ended March 31, 2016 being unqualified was not read at the meeting in terms of Section of 145 of the Companies Act, 2013

At that juncture the Chairman invited the members present to address their queries to the management. Thereafter, the queries of the members were answered by the Chairman and management

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR), the Company had extended remote e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The remote e-voting commenced on Friday, August 5, 2016 at 9.00 a.m. and ended on Sunday, August 7, 2016, at 5.00 p.m. Mr Akshar Patel of M/s Jagdish Patel & Co., Practicing Company Secretaries was appointed as the Scrutinizer by the Board for conducting the remote e-voting process

The Chairman further informed that, the Company had arranged for Poll to be taken on all the resolutions to be passed at the meeting. By virtue of the power vested in the Chairman pursuant to Section 109(1) of the Companies Act, 2013, the Chairman ordered Poll to be taken on all the resolutions to be passed at the meeting, namely :



Ordinary Business :

- (1) Adoption of the Audited Financial statements for the financial year ended March 31, 2016
- (2) To declare dividend on Equity Shares for the year ended March 31, 2016
- (3) Re-appointment of Mr Vibhav Kapoor [DIN 00027271], who retires by rotation
- (4) Ratification of appointment of M/s Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company

Special Business :

- (5) Appointment of Mr Hari Sankaran [DIN 00002386] as a Director
- (6) Re-appointment of Dr Archana Hingorani [DIN 00028037] as the Whole-time Director
- (7) Amendment to the Articles of Association of the Company

The Chairman appointed the Scrutinizer for remote e-voting Mr Akshar Patel of M/s Jagdish Patel & Co., Practicing Company Secretaries as the Scrutinizer for the poll

The Chairman further explained the procedure for calculating the votes casted at the Poll being taken:

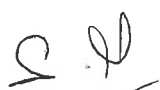
- (1) Any member who has already voted electronically shall not be eligible to vote at the Poll
- (2) Chairman then instructed the Scrutinizer to show Empty Ballot box to the members and thereafter to lock and seal the Ballot Box at the meeting
- (3) Chairman then requested the members to fill in the complete details including votes in the Ballot paper and to put the Ballot paper in the Ballot Box placed at the meeting
- (4) Chairman then informed that the results of the Poll together with the results of Electronic Voting shall be displayed on the website of the Company, website of NSDL and the websites of the Stock Exchanges within forty eight hours of the conclusion of the AGM

The Chairman requested the members to put their vote in the Ballot box before leaving

The Chairman requested Mr Akshar Patel to take charge of the Ballot Box

Vote of Thanks. The meeting then concluded

For IL&FS Investment Managers Limited


Sanjay Mitra
Company Secretary