



JAGDISH PATEL & CO.
COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

(Under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement)

The Board of Directors
IL&FS Investment Managers Limited
The IL&FS Financial Centre,
Plot No. C- 22, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Dear Sir,

1. The Board of Directors of the Company at its meeting held on August 11, 2015 had appointed me as a Scrutinizer for conducting the Postal Ballot voting process including e-voting process.
2. I submit my report as under:
 - 2.1 The Company has completed on September 12, 2015 the dispatch of Postal Ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/List of beneficiaries as on September 4, 2015.
 - 2.2 In terms of Clause 35B of the equity listing agreement, the Company has provided electronic voting facility to the shareholders of the Company and has engaged National Securities Depository Limited ("NSDL") for providing e-voting platform. Email communication in respect of e-voting for postal ballot of the Company has been sent on September 11, 2015 to email addresses which were registered with the Depositories as on September 4, 2015.
 - 2.3 The process of Postal Ballot including E-voting commenced on Tuesday, September 15, 2015 at 9.00 a.m. and ended on Wednesday, October 14, 2015 at 5.30 p.m.
 - 2.4 Particulars of all the Postal Ballot forms received from the Members have been entered by RTA in a Register separately maintained for the purpose.
 - 2.5 The Postal Ballot forms were kept under my safe custody in sealed ballot box before commencing the scrutiny of such Postal Ballot forms.
 - 2.6 The Ballot boxes were opened on October 15, 2015 in my presence.
 - 2.7 The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company including the List of beneficiaries as on September 4, 2015, as made available by M/s Link Intime India Private Limited, the Registrar & Shares Transfer Agent of the Company.





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- 2.8 All Postal Ballot forms received up to the close of working hours on October 14, 2015, i.e. the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.9 E-voting module was disabled by NSDL on close of working hours on October 14, 2015. The report of shareholders voting through e-voting option was generated on October 14, 2015.
- 2.10 The votes (postal ballot and e-voting) were unblocked in the presence of 2 witnesses, CS Monali Patel and Mr. Sujit Pansuria. They have signed below in confirmation of the votes being unblocked in their presence,
- 
CS Monali Patel
- 
Mr. Sujit Pansuria
- 2.11 No Envelopes containing Postal Ballot forms were received after October 14, 2015.
- 2.12 3670 Envelopes containing Postal Ballot forms returned undelivered.
- 2.13 I did not find any defaced or mutilated Ballot Paper.
3. A summary of the Postal Ballot and E-voting Results is given as per Annexure "A"
4. I have handed over the Postal ballot forms and other related papers/register and records related to e-voting for safe custody to the Company Secretary authorised by the Board to supervise the Postal Ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,





CS Jagdish P. Patel
Place: Mumbai
Date : 16.10.2015

For and on behalf of
IL&FS Investment Managers Limited



Sanjay Mitra
Company Secretary



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Annexure "A"

IL&FS Investment Managers Limited

Result of the voting conducted through Postal Ballot along with E-voting facility on the Resolutions as per the Postal Ballot Notice dated August 27, 2015 relating to items of Business as mentioned in the said notice

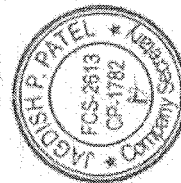
Special resolution for Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting sub-clause 1A under Part - A of Clause III, after the existing sub-clause 1 :

Voting particulars for Postal Ballot Forms

Particulars	Total Votes		Invalid Votes		Net Valid Votes		Votes (in favor)		Votes (against)	
	No. of Votes	No. of Equity Shares	No. of votes	No. of Equity Shares	No. of votes	No. of Equity Shares	No. of votes	No. of Equity Shares	No. of votes	No. of Equity Shares
Promoter and Promoter Group	1	158333152	0	0	1	158333152	1	158333152	0	0
Public Institutional Holders	0	0	0	0	0	0	0	0	0	0
Public-Others	577	4049839	92	379245	485	3670594	478	3663505	7	7089
Total	578	162382991	92	379245	486	162003746	479	161996657	7	7089

Voting particulars for E-voting

Particulars	Total Votes		Votes (in favor)		Votes (against)	
	No. of Votes	No. of Equity Shares	No. of votes	No. of Equity Shares	No. of votes	No. of Equity Shares
Promoter and Promoter Group	0	0	0	0	0	0
Public Institutional Holders	2	12870900	2	12870900	0	0
Public-Others	203	922397	194	909788	9	12609
Total	205	13793297	196	13780688	9	12609





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Total Voting particulars (Postal Ballot Form and E-voting) based on valid votes

Particulars	Total Valid Votes			Votes (In favor)			Votes (Against)		
	No. of Votes	No. of Equity Shares	%	No. of Votes	No. of Equity Shares	%	No. of Votes	No. of Equity Shares	%
Promoter and Promoter Group	1	158333152	100	1	158333152	100	0	0	0
Public Institutional Holders	2	12870900	100	2	12870900	100	0	0	0
Public-Others	688	4592991	100	672	4573293	99.57	16	19698	0.43
Total	691	175797043	100	675	175777345	99.99	16	19698	0.01

Place: Mumbai
Date: 16.10.2015

Signature : _____
Name : Jagdish P. Patel

