

The IL&FS Financial Centre
Plot C-22, G-Block
Bandra Kurla Complex
Bandra East
Mumbai 400 051
India

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Corporate Identification No - L65999MH1986PLC147981

January 16, 2026

The Manager
The Listing Department
National Stock Exchange Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

The Manager
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

NSE Symbol: IVC
BSE Scrip Code: 511208
ISIN : INE050B01023

Re : Postal Ballot Notice

Dear Sirs :

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find attached the Postal Ballot Notice dated January 15, 2026, seeking approval of the members of the Company, by way of remote e-voting process, for :

- (1) Continuation of Mr Chitranjan Singh Kahlon (DIN : 02823501) as Independent Non-Executive Director of the Company beyond the age of 75 years

The Postal Ballot Notice along with Explanatory Statement is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrars and Transfer Agent ("RTA") as on January 09, 2026, the Cut-Off Date and whose email addresses are registered with the Company/ RTA/ Depositories

The Postal Ballot Notice can be downloaded from the website of the Company at : <https://iimlindia.com/postal-ballot/> and NSDL at : <https://www.evoting.nsdl.com/>

The Company has engaged the services of National Securities Depository Limited as the agency to provide remote e-voting facility to its shareholders. The Schedule of Events for remote e-voting is as follows :

Remote e-Voting Start Date	20-01-2026
Remote e-Voting Start Time	9:00 A.M. (IST)
Remote e-Voting End Date	18-02-2026
Remote e-Voting End Time	5:00 P.M. (IST)

Kindly acknowledge and take the same on record

Thanking you,

Yours sincerely,

PRASAD PRAKASH
CHAOJI

Digitally signed by PRASAD PRAKASH CHAOJI
DN: cn=PrasadPrakash, o=IL&FS Private Equity, ou=IL&FS Private Equity, email=prasad.prakash@il&fs.com, c=IN
c=IN, o=IL&FS Private Equity, ou=IL&FS Private Equity, email=prasad.prakash@il&fs.com, cn=PrasadPrakash
Date: 2025.01.16 12:56:54 +05'30'

Prasad Chaoji
Company Secretary

Encl : As above

IL&FS Investment Managers Limited**CIN : L65999MH1986PLC147981****Registered Office :** The IL&FS Financial Centre, Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai 400051**Tel. No.** 022-26533333 **Email :** investor.relations@ilfsindia.com**Website :** <https://iimlindia.com>**POSTAL BALLOT NOTICE****[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies Management and Administration) Rules, 2014]**

Dear Shareholders,

NOTICE is hereby given to the shareholders pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), other applicable provisions of the Act, Rules, Circulars and Notifications made thereunder and the SEBI LODR, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the requirements/guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), that the resolution pertaining to the following business is proposed to be passed by the shareholders of the Company, through postal ballot, only by way of remote e-voting process (e-voting)

The proposed resolution and Explanatory Statement setting out all material facts relating thereto, as required in terms of Section 102(1) and 110 of the Act read with the Rules and the MCA Circulars, are appended below

In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice

The Board of Directors of the Company, at their meeting held on January 15, 2026, has appointed CS Kaushal Dalal (Membership No.: FCS 7141) of M/s KDA & Associates, Practicing Company Secretaries, as the 'Scrutinizer', to scrutinize the e-voting process in a fair and transparent manner

Shareholders holding Equity Shares of the Company as on Friday, January 9, 2026 ('Cut-Off Date') are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Postal Ballot Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process from 9.00 a.m. (IST) on Tuesday, January 20, 2026 and not later than 5.00 p.m. (IST) on Wednesday, February 18, 2026. The Company has engaged the services of National Stock Exchange of India Limited ("NSDL") for the purpose of providing e-voting facility to its Shareholders

SPECIAL BUSINESS

(1) **Continuation of Mr Chitranjan Singh Kahlon (DIN : 02823501) as Independent Non-Executive Director of the Company beyond the age of 75 years**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, including Sections 108 and 110 read with the Companies (Management and Administration) Rules, 2014, Regulation 17(1A) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Chitranjan Singh Kahlon (DIN: 02823501) as an Independent Non-Executive Director of the Company beyond the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-

**Prasad Chaoji
Company Secretary**

Place : Mumbai

Date : January 15, 2026

Registered Office :

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

NOTES

- I. The Explanatory Statement pursuant to Section 110 read with Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts and reasons in respect of the Resolution(s) as set out above, is annexed hereto and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories/MUFG Intime India Private Limited (Formerly known as “Link Intime India Private Limited”), the Company’s Registrars and Transfer Agent (“RTA”) as on **Friday, January 9, 2026** (**‘Cut-Off Date’**). The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Shareholders to register their e-mail address. Those Shareholders who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice

Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Shareholders for this Postal Ballot. The communication of the assent or dissent of the Shareholders would only take place through the remote e-Voting system. Shareholders are requested to read the detailed instructions for remote e-Voting as mentioned in the ‘Notes’ section to this Notice, to cast their votes electronically

- II. A copy of this Notice is also available on the website of the Company at : <https://iimlindia.com/postal-ballot/> and websites of the Stock Exchanges i.e. BSE Limited & 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/>
- III. Only those Shareholders whose names are appearing in the Register of Members/ Register of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Shareholder on the Cut-Off Date should treat this Notice for information purposes only

Any person holding shares as on the Cut-Off Date, who may not have received this Notice due to non-registration of their email addresses, may register its e-mail as per procedure given in Note No. XII of this Notice and shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice

- IV. Shareholders are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote
- V. All the material documents referred in Postal Ballot Notice shall be available for inspection through electronic mode, basis the request being sent by Shareholders on email id: investor.relations@ilfsindia.com mentioning their name, Folio No./Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email
- VI. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to RTA
- VII. The vote in this Postal Ballot cannot be exercised through proxy
- VIII. Any Shareholder(s) who did not receive the Notice may either send an email to company at investor.relations@ilfsindia.com or write to RTA at rnt.helpdesk@in.mpms.mufg.com
- IX. Instructions for E-Voting Facility :
 - (1) In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is pleased to provide to the shareholders remote e-voting facility, to enable them to cast their votes electronically. The Company has appointed NSDL to provide remote e-voting facility to its shareholders to enable them to cast their votes electronically
 - (2) The remote e-voting shall commence on **Tuesday, January 20, 2026 at 9:00 a.m.** and shall end on **Wednesday, February 18, 2026 at 5:00 p.m.** During this period, Shareholders of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL immediately after the e-voting period. Once the vote on a resolution as stated in this Notice is cast by the shareholder, they shall not be allowed to change it subsequently and such e-vote shall be treated as final
 - (3) The detailed procedure with respect to remote e-voting is mentioned in this Notice. You are requested to carefully read the e-Voting instructions as below, before casting your vote on e-Voting site : <https://www.evoting.nsdl.com/>

X. Declaration of Results :

- (1) After completion of scrutiny of the votes cast, the Scrutinizer shall, on or before Thursday, February 19, 2026, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him. The Chairman or a person authorized by him shall declare the result of the voting forthwith. The result of the Postal Ballot shall be declared on or before Thursday, February 19, 2026. The Scrutinizer's decision on the validity of votes cast will be final
- (2) The said results of the e-voting along with the Scrutinizer's Report shall be placed on the Company's website at : <https://iimlindia.com/postal-ballot/> and on the website of NSDL at : <https://www.evoting.nsdl.com/>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed
- (3) The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. on Wednesday, February 18, 2026. The resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if the same has been passed at a general meeting of the Shareholders

XI. Instructions for Remote E-voting :

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 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	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/e-votinglogin.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. 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. 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”

	<p>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 hold 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.</p>
	<p>5. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password</p> <p>Option will be made available to reach e-Voting page without any further authentication</p> <p>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 user your existing my easi username & password</p> <p>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</p>

	<p>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</p> <p>Additionally, there are 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</p>
	<p>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</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account</p> <p>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</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility</p> <p>Upon logging in, you will be able to see e-Voting option</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature</p> <p>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</p>

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

B) Login method 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
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 the “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open

Step 2 : How to cast your vote electronically 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
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
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 <https://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 <https://www.evoting.nsdl.com/> or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com

XII. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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), AADHAR (self attested scanned copy of Aadhar 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), AADHAR (self attested scanned copy of Aadhar Card) to **investor.relations@ilfsindia.com**. If you are an Individual shareholders 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 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.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”)

ITEM NO. 1:

Continuation of Mr Chitranjan Singh Kahlon (DIN : 02823501) as Independent Non-Executive Director of the Company beyond the age of 75 years

Background

Mr. Chitranjan Singh Kahlon (DIN: 02823501) is presently serving as an Independent Non-Executive Director of the Company. He will attain the age of 75 years on February 22, 2026.

In terms of Regulation 17(1A) of the SEBI LODR Regulations, a listed entity shall not appoint or continue a person as a non-executive director who has attained the age of 75 years unless approval of the shareholders is obtained by way of a Special Resolution, with justification provided in the explanatory statement.

Accordingly, approval of the shareholders is being sought by way of Postal Ballot through remote e-voting.

Recommendation of the Nomination & Remuneration Committee and the Board

The proposal for continuation of Mr. Chitranjan Singh Kahlon beyond the age of 75 years was placed before the Nomination & Remuneration Committee (“NRC”), which, after due evaluation, recommended the continuation of Mr. Kahlon to the Board of Directors, subject to shareholders’ approval.

The Board of Directors, at its meeting held on January 15, 2026, after considering the recommendation of the NRC, approved the proposal for seeking shareholders’ approval by way of Postal Ballot.

Justification for continuation beyond 75 years

(As required under Regulation 17(1A) of SEBI LODR Regulations)

While recommending and approving the continuation of Mr. Chitranjan Singh Kahlon beyond the age of 75 years, the NRC and the Board, inter alia, noted the following:

- Mr. Kahlon continues to meet the criteria of independence as prescribed under **Section 149(6)** of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations;
- His performance evaluation reflects effective leadership, objective judgment and valuable strategic guidance to the Board and management;

- His age does not impair his ability to discharge his duties and responsibilities effectively;
- His continuation will not affect the independence of the Board or its overall composition;
- A confirmation covering independence, eligibility, non-disqualification, willingness to act as Director, adequate time commitment and compliance with over boarding norms has been received from Mr. Kahlon.

Considering his experience, leadership role and the need for continuity and stability at the Board level, the Board is of the view that continuation of Mr. Chitranjan Singh Kahlon beyond the age of 75 years is in the best interest of the Company and its stakeholders.

Interest of Directors and Key Managerial Personnel

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out above, except Mr. Chitranjan Singh Kahlon, to the extent of his continuation as an Independent Non-Executive Director and Chairman.

Board Recommendation

The Board of Directors recommends the Special Resolution set out in this Notice for approval of the Members.

Brief Profile of Mr Chitranjan Singh Kahlon:

Mr Chitranjan Singh Kahlon is currently serving as the Independent Non-Executive Chairman of the Company.

Mr Kahlon has a Diploma from the University of Birmingham, United Kingdom and Master of Arts from Punjab University. He is also a Member of the Indian Revenue Service.

Mr Kahlon served as a member of Central Board of Direct Taxes, Government of India and as an Executive Director of Securities & Exchange Board of India and has worked in various capacities in the Indian Revenue Service. Mr Kahlon has hands-on experience in the field of Capital Market and is familiar with Tax administration in India particularly with regard to Tax policy. Mr Kahlon has been a member of the 'Speculative Transactions Committee' constituted by the Finance Minister of India and Member of the Committee to draft the Prevention of Money Laundering Act.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for the approval by the Members.

Except, Mr C S Kahlon, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 1 of the Notice.

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

Sd/-

**Prasad Chaoji
Company Secretary**

Place : Mumbai

Date : January 15, 2026

Registered Office :

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