IL&FS | Private Equity

IL&FS Investment Managers Limited

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

T +91 22 2653 3333
F +91 22 2653 3056
W www.iimlindia.com

Corporate Identification No - L65999MH1986PLC147981

November 11, 2020

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

NSE Symbol: IVC
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 34th Annual General Meeting of the Company held on November 10, 2020 at 3.00 p.m. through Video Conference/Other Audio Visual Means at the deemed venue of the Registered Office of the Company, i.e. The IL&FS Financial Centre, 1st Floor, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

Kindly take the same on record

Thanking you,

Yours sincerely,

Sanjay Mitra
Company Secretary

Encl : As above

JAGDISH PATEL & CO.
COMPANY SECRETARIES

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

Date: 11th November, 2020

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

Sub.: Consolidated Report of Scrutinizer on remote e-voting conducted prior to the Annual General Meeting ('AGM') of IL & FS Investment Managers Limited held on Tuesday, 10th November, 2020 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")and remote e-voting conducted during the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')].

Dear Sir,

1. I, CS 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 **Tuesday, 10th November, 2020** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

2. The Company had also provided the facility of e-voting during the AGM, and appointed us as the Scrutinizer to Scrutinize the e-voting process during the AGM.

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).

RONAK V. KALATHIYA ACS 37007 CP 18350 Company Secretary

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

(i) The e-voting period opened from Saturday, 7th November, 2020 at 9:00 a.m. and ended on Monday, 9th November, 2020 at 5:00 p.m.

(ii) The members of the Company as on the "cut-off" date i.e. Tuesday, 3rd November, 2020 were entitled to vote on the resolution (Item No.1 to Item No.3) as set out in the notice of the AGM of the Company.

(iii) The votes cast were unblocked on, 10th November, 2020 - in the presence of following 2 witnesses. They have signed below in confirmation of the votes being unblocked in their presence,

Mr. Anup Mehta

CS Monali Bhandari

(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) We have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

(vi) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM.

(vii) I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 3rd November, 2020 and as per the Register of Members of the Company.:

Voting by remote e-voting and e-voting at AGM:

Date of the AGM: 10th November, 2020

Total number of shareholders on record date: 49017

No. of Shareholders present in the meeting either in person or through proxy: NOT APPLICABLE
Promoters and Promoter Group: NOT APPLICABLE
Public: NOT APPLICABLE

No. of Shareholders attended the meeting through Video Conferencing: 30
Promoters and Promoter Group: 01
Public: 29

RONAK V. KALATHIYA
ACS 37007
CP 18350
Company Secretary

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, 2020 together with the Reports of the Auditors and Directors thereon.

Type of Resolution: - Ordinary Resolution
Voting by e-voting:

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.00	158333152	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**158333152**	**100.00**	**158333152**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	4530	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**	**0**
Public Non Institutions	E-Voting	155695058	805789	0.5175	805702	87	99.9892	0.0108	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**805789**	**0.5175**	**805702**	**87**	**99.9892**	**0.0108**	**0**
Total		**314032740**	**159138941**	**50.6759**	**159138854**	**87**	**99.9999**	**0.0001**	**0**

RONAK V. KALATHIYA
ACS 37007
CP 18350
Company Secretary

Resolution No. 2:- To declare dividend on Equity Shares for the year ended March 31, 2020.

Type of Resolution: - Ordinary Resolution
Voting by e-voting:

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.00	158333152	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**158333152**	**100.00**	**158333152**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	4530	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**	**0**
Public Non Institutions	E-Voting	155695058	805789	0.5175	805702	87	99.9892	0.0108	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**805789**	**0.5175**	**805702**	**87**	**99.9892**	**0.0108**	**0**
Total		**314032740**	**159138941**	**50.6759**	**159138854**	**87**	**99.9999**	**0.0001**	**0**

RONAK V. KALATHIYA
ACS 37007
CP 18350
Company Secretary

Resolution No. 3:- To appoint a Director in place of Mr Nand Kishore [DIN 08267502] who retires by rotation and being eligible, has offered himself for re-appointment.

Type of Resolution: - Ordinary Resolution
Voting by e-voting:

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	158333152	158333152	100.00	158333152	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**158333152**	**100.00**	**158333152**	**0**	**100.00**	**0.00**	**0**
Public Institutions	E-Voting	4530	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**	**0**
Public Non Institutions	E-Voting	155695058	805789	0.5175	803158	2631	99.6735	0.3265	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot		0	0.00	0	0	0.00	0.00	0
	Total		**805789**	**0.5175**	**803158**	**2631**	**99.6735**	**0.3265**	**0**
Total		**314032740**	**159138941**	**50.6759**	**159136310**	**2631**	**99.9983**	**0.0017**	**0**

Thanking You
Yours faithfully,
FOR JAGDISH PATEL & CO.,
Unique Code No.: P1991GJ052300
Company Secretaries,

CS Ronak Kalathiya
Place: Mumbai
Date: 11th November, 2020

RONAK V. KALATHIYA ACS 37007 CP 18350 Company Secretary

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

Sanjay Mitra
Company Secretary