

# IL&FS Investment Managers Limited

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

## PROCEEDINGS OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI 400 020 ON JULY 22, 2013 AT 12.00 NOON

- Chairman : Mr S M Datta took the Chair
- Quorum : Chairman declared that Quorum was present and called the meeting to order
- Proxy & : Chairman informed that the Company has received five proxies for  
Corporate 3,017,684 shares and has received a Corporate Representation for 105,555,435  
Representation shares
- Introduction : The Chairman introduced the Directors present
- Chairman's : The Chairman then delivered his speech  
Speech
- Notice : The Notice dated April 30, 2013, convening the 27<sup>th</sup> Annual General Meeting,  
Directors' Report and the Annual Accounts were taken as read with the consent  
of the Members present
- Auditor's : At the request of the Chairman, the Company Secretary read the Auditors'  
Report Report

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

Thereafter the Chairman resumed the business of the Meeting

### **Resolution No. 1: Adoption of Accounts**

As an Ordinary Resolution

Proposed by : Mr Shailesh Mahadevia

Seconded by : Mr Vinod M Agarwal

**"RESOLVED THAT** the Balance Sheet as on March 31, 2013, together with the Statement of Profit & Loss for the year ended as on that date with the Report of the Directors and the Report of the Auditors thereon be and are hereby adopted"

Resolution was put to vote and passed by majority

**Resolution No. 2: Final dividend for the Financial Year 2012-2013**

As an Ordinary Resolution

Proposed by : Mr Dinesh Gopaldas Bhatia

Seconded by : Ms C E Mascarenhas

**“RESOLVED THAT** dividend for the Financial Year 2012-2013 be paid at the rate of ₹ 1.50 per share on 208,903,910 Equity Shares of ₹ 2/- each to those members whose names appear on the Register of Members of the Company on the date of the Annual General Meeting and to those members whose names appear as beneficial owners as at the close of business on July 9, 2013 as per details to be furnished by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited”

Resolution was put to vote and passed by majority

**Resolution No. 3: Re-appointment of Mr Ravi Parthasarathy**

As an Ordinary Resolution

Proposed by : Mr Hemal Madanlal Marfatia

Seconded by : Ms C E Mascarenhas

**“RESOLVED THAT** Mr Ravi Parthasarathy, Director who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”

Resolution was put to vote and passed by majority

**Resolution No. 4: Re-appointment of Mr Arun Saha**

As an Ordinary Resolution

Proposed by : Mr Bharat Negandhi

Seconded by : Mr Dinesh Gopaldas Bhatia

**“RESOLVED THAT** Mr Arun Saha, Director who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”

Resolution was put to vote and passed by majority

**Resolution No. 5: Re-appointment of Mr Vibhav Kapoor**

As an Ordinary Resolution

Proposed by : Mr Hemal Madanlal Marfatia

Seconded by : Mr Vinod M Agarwal

**“RESOLVED THAT** Mr Vibhav Kapoor, Director who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”

Resolution was put to vote and passed by majority

**Resolution No. 6: Re-appointment of Auditors**

As an Ordinary Resolution

Proposed by : Mr Bharat Negandhi

Seconded by : Mr Hemal Madanlal Marfatia

**“RESOLVED THAT** M/s Deloitte Haskins & Sells, Chartered Accountants, Mumbai, Registration Number 117366W, the retiring auditors of the Company, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company”

Resolution was put to vote and passed by majority

Vote of Thanks

The meeting then concluded

