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

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Corporate Identification No - L65999MH1986PLC147981

August 10, 2016

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 30th Annual General Meeting of the Company held on August 8, 2016 at 12.00 noon at the Rangaswar Hall, Y B Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021

Kindly take the same on record

Thanking you,

Yours sincerely,

Sanjay Mitra
Company Secretary

Encl: as above

JAGDISH PATEL & CO.
COMPANY SECRETARIES

Head Off. : Rozy Empire, Opp.PWD Rest House,
Silvassa Road, Vapi - 396 191.
Fixed Line : +91-260-2431655, 3292783
Email : jppvapi13@yahoo.com

Branch Off. : 202, Prem Kutir, Prem Nagar,
Near M.C.F Udyan, Borivali (West),
Mumbai - 400 092.
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Consolidated Report of Scrutinizer on remote e- voting and voting through polling paper [Pursuant to section 108 & 109 of the Companies Act, 2013 and by Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 09.08.2016

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

Dear Sir,

1. I, CS Akshar J Patel, 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 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 for Poll pursuant to 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 the 30th Annual General Meeting (AGM) of the members of the Company held on the 8th August, 2016 at 12.00 noon. at the Rangaswar Hall, Y.B. Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021.

2. In addition to remote e-voting the Company had provided the facility of voting through polling paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

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 30th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice of the 30th Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), and polling papers received from the members at the AGM.

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

(i) The e-voting period remained open from Friday, August 5, 2016 at 9.00 a.m. and ended on Sunday, August 7, 2016, at 5.00 p.m.

(ii) The members of the Company as on the "cut-off" date i.e. August 1, 2016 were entitled to vote on the resolution (Item No.1 to Item No.7 as set out in the Notice of the 30th AGM of the Company).

(iii) 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 of NSDL. The same were shared with the Company and it was ensured that the members who have cast their votes through remote e- voting do not vote again at the AGM.

(iv) At the 30th AGM, after declaration of the poll by the Chairman, empty polling box kept for polling was shown to the members present and then, it was locked in my presence.

(v) The ballot votes casted were unblocked on Monday, August 8, 2016 -in the presence of 2 witnesses, CS Monali Bhandari and Mr. Anup Mehta, they have signed below in confirmation of the votes being unblocked in their presence,

CS Monali Bhandari

Mr. Anup Mehta

(vi) There were no poll papers which were incomplete and/or wrongly filled and/or otherwise found defective. There was one poll paper on which voting was invalid for three Resolutions.

(vii) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote through ballot papers at the AGM were scrutinized

(viii) Based on both, Poll Report and Remote E-voting Report, the Consolidated Report on voting on each resolution is as under:

Voting by Remote e-voting and Poll:

Date of the AGM: August 8, 2016

Total number of shareholders on record date: 35146 as per Beneficiary Position dated August 1, 2016 (Cutoff Date)

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No. of Shareholders present in the meeting either in person or through proxy :

Promoters and Promoter Group:1
Public: 53

No. of Shareholders attended the meeting through Video Conferencing: Not Arranged

Promoters and Promoter Group: NIL
Public: NIL

Item No. 1: - Ordinary Resolution for adoption of the Standalone Audited Financial Statements and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditors and Directors thereon.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	12870900	91.32	12870900	0	100.00	0.00
Public- Others	141605435	229130	0.16	228995	135	99.94	0.06
Total (A)	**314032740**	**171433182**	54.59	**171433047**	**135**	99.99	**0.0001**

Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00%	0	0	0.00	0.00
Public Institutional Holders	14094153	0	0.00%	0	0	0.00	0.00
Public- Others	141605435	1159129	0.82%	1159129	0	100.00	0.00
Total (B)	**314032740**	**1159129**	0.37%	**1159129**	**0**	**100.00**	**0.00**
Result (A+B)	**314032740**	**172592311**	54.96%	**172592176**	**135**	**99.9999**	**0.00**

No of Votes Polled is excluding invalid votes

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Item No. 2:- Ordinary Resolution for declaration of Dividend on equity shares for the year ended March 31, 2016.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	12870900	91.32	12870900	0	100.00	0.00
Public-Others	141605435	266830	0.19	264725	2105	99.21	0.79
Total (A)	**314032740**	**171470882**	**54.60**	**171468777**	**2105**	**99.9988**	**0.0012**
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	14094153	0	0.00	0	0	0.00	0.00
Public-Others	141605435	1159129	0.82	1159129	0	100.00	0.00
Total (B)	**314032740**	**1159129**	**0.37**	**1159129**	**0**	**100.00**	**0.00**
Result (A+B)	**314032740**	**172630011**	**54.97**	**172627906**	**2105**	**99.9988**	**0.00**

No of Votes Polled is excluding invalid votes

Item No. 3:- Ordinary Resolution for appointment of Director in place of Mr. Vibhav Kapoor [DIN 00027271] who retires by rotation and being eligible, has offered himself for re-appointment..

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	12870900	91.32	11370900	1500000	88.35	11.65
Public-Others	141605435	229130	0.16	226780	2350	98.97	1.03
Total (A)	**314032740**	**171433182**	54.59	**169930832**	**1502350**	**99.124**	**0.8763**
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00%	0	0	0.00	0.00
Public Institutional Holders	14094153	0	0.00%	0	0	0.00	0.00
Public-Others	141605435	1159129	0.82%	1139572	19557	98.31	1.69
Total (B)	**314032740**	**1159129**	**0.37%**	**1139572**	**19557**	**98.31**	**1.69**
Result (A+B)	314032740	172592311	54.96	171070404	1521907	99.118	0.88

No of Votes Polled is excluding invalid votes

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CP - 14902
COMPANY SECRETARY

Item No. 4:- Ordinary Resolution for ratification of Appointment of Auditors and fixing their remuneration.

Resolution No. 4							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	12870900	91.32	12870900	0	100.00	0.00
Public-Others	141605435	225800	0.16	224380	1420	99.37	0.63
Total (A)	**314032740**	**171429852**	**54.59**	**171428432**	**1420**	**99.99**	**0.0008**
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	14094153	0		0	0	0.00	0.00
Public-Others	141605435	1159129	0.82	1159129	0	100.00	0.00
Total (B)	**314032740**	**1159129**	**0.37**	**1159129**	**0**	**100.00**	**0.00**
Result (A+B)	314032740	172588981	54.96	172587561	1420	99.99	0.00

No of Votes Polled is excluding invalid votes

Item No. 5:- Ordinary Resolution for appointment of Mr. Hari Sankaran [DIN 00002386] as a Director of the Company.

Resolution No. 5							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	14094153	100.00	14094153	0	100.00	0.00
Public-Others	141605435	229005	0.16	221605	7400	96.77	3.23
Total (A)	**314032740**	**172656310**	**54.98**	**172648910**	**7400**	**99.9957**	**0.0043**
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	14094153	0	0.00	0	0	0.00	0.00
Public-Others	141605435	1139572	0.80	1139572		100.00	0.00
Total (B)	**314032740**	**1139572**	**0.36**	**1139572**	**0**	**100.0000**	**0.00**
Result (A+B)	**314032740**	**172610254**	**54.97**	**172606714**	**3540**	**99.9979**	**0.00**

No of Votes Polled is excluding invalid votes

Item No. 6:- Special Resolution for appointment of Dr. Archana Hingorani [DIN 00028037] as a Whole-time Director of the Company for the period of Five Year with effect from 20th April,2016.

Resolution No. 6							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	12870900	91.32	12870900	0	100.00	0.00
Public-Others	141605435	266630	0.19	263090	3540	98.67	1.33
Total (A)	**314032740**	**171470682**	**54.60**	**171467142**	**3540**	**99.9979**	**0.0021**
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	14094153	0	0.00	0	0	0.00	0.00
Public-Others	141605435	1139572	0.80	1139572		100.00	0.00
Total (B)	**314032740**	**1139572**	**0.36**	**1139572**	**0**	**100.0000**	**0.00**
Result (A+B)	314032740	172610254	54.97	172606714	3540	99.9979	0.00

No of Votes Polled is excluding invalid votes

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CP - 14902
COMPANY SECRETARY

Item No. 7:- Special Resolution for amending the Articles of Association of the Company.

Resolution No. 7							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	158333152	158333152	100.00	158333152	0	100.00	0.00
Public Institutional Holders	14094153	12870900	91.32	12870900	0	100.00	0.00
Public-Others	141605435	224880	0.16	221145	3735	98.34	1.66
Total (A)	**314032740**	**171428932**	**54.59**	**171425197**	**3735**	**99.9978**	**0.0022**
Mode of Voting: (Poll)							
Promoter and Promoter Group	158333152	0	0.00	0	0	0.00	0.00
Public Institutional Holders	14094153	0	0.00	0	0	0.00	0.00
Public-Others	141605435	1139572	0.80	1139572	0	100.00	0.00
Total (B)	**314032740**	**1139572**	**0.36**	**1139572**	**0**	**100.00**	**0.00**
Result (A+B)	**314032740**	**172568504**	**54.95**	**172564769**	**3735**	**99.9978**	**0.00**

No of Votes Polled is excluding invalid votes

Thanking You
Yours faithfully,
For Jagdish Patel & Co.
Company Secretaries,
Unique Code No.: P1991GJ052300

CS Akshar J Patel
Place: Mumbai
Date:- 9th August,2016

AKSHAR J. PATEL ACS - 24025 CP - 14902 COMPANY SECRETARY

Countersigned by:
For IL & FS Investment Managers Limited

Mr. Sanjay Mitra
Company secretary
(as authorised by the Chairman)