



JAGDISH PATEL & CO.
COMPANY SECRETARIES

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Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Date: 06.08.2014

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, Mr. Jagdish P Patel, have been appointed by the Board of Directors of IL & FS Investment Managers Limited (the Company) as Scrutinizer for the purpose of the e-voting process and ascertaining the requisite on 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 (Rules) on the resolutions contained in the notice of the 28th Annual General Meeting of the members of the Company, to be held on the 7th August, 2014 at 3.30 p.m. at the Rangaswar Hall, Y.B. Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021.
2. 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 in the notice of the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - (i) The e-voting period remained open from Friday, August 1, 2014 at 9 a.m. to Sunday, August 3, 2014 at 5.30 p.m.
 - (ii) The members of the Company as on the "cut-off" date i.e. June 30, 2014 were entitled to vote on the resolution (Item No.1 to Item No.10 as set out in the notice of the 28th Annual General Meeting of the Company).





- (iii) The votes cast were unblocked on 4th August, 2014 in the presence of 2 witnesses, CS Monali Patel and Mr. Ronak Kalathiya. They have signed below in confirmation of the votes being unblocked in their presence,

CS Monali Patel

Mr. Ronak Kalathiya

- (iv) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

The result of the e-voting are as under:

Resolution	Particulars	Shares held	Votes casted in			Total Votes Casted	Votes casted	
			Invalid	Favour	Against		% For	% Against
1	Adopt of the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the year ended as on that date and the Reports of the Auditors and Directors.	170206200	0	170206153	0	170206153	100	0
2	Declaration of Dividend on equity shares.	170206200	0	170206153	0	170206153	100	0
3	Appointment of Director in place of Mr. Ramesh Bawa who retires by rotation and being eligible, has offered himself for re-appointment.	170206200	0	170196036	10117	170206153	99.9940	0.0059
4	Appointment of Director in place of Mr. Shahzaad Dalal who retires by rotation and being eligible, has offered himself for re-appointment.	170206200	0	170196036	10117	170206153	99.9941	0.0059
5	Appointment of Auditors and fixing their remuneration.	170206200	0	170195736	10417	170206153	99.9938	0.0061





6	Appointment of Mr. S M Datta as a Independent Director of the Company.	170206200	0	170197716	8437	170206153	99.9950	0.0049
7	Appointment of Mr. Bansi Mehta as a Independent Director of the Company.	170206200	0	170196671	9482	170206153	99.9944	0.0056
8	Appointment of Mr. Jitender Balakrishnan as a Independent Director of the Company.	170206200	0	170197716	8437	170206153	99.9950	0.0049
9	Appointment of Mr. Siddharth Mehta as a Independent Director of the Company.	170206200	0	170195466	10687	170206153	99.9937	0.00628
10	Appointment of Mr. S M Datta as a Non-executive Chairman of the Company.	170206200	0	170195468	10687	170206155	99.9937	0.00628

4. All relevant records of electronics voting and ballot forms are handed over to the Chairman/Company Secretary of the Company.

Thanking You

Yours faithfully,



CS Jagdish P Patel

Place: Mumbai

Date: 06.08.2014