



JAGDISH PATEL & CO.
COMPANY SECRETARIES

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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

Date: 08.08.2014

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

28th Annual General meeting of the Equity Shareholders of IL & FS Investment Managers Limited
Held on 7th August, 2014 at 3:30 p.m.

Dear Sir,

I, Mr. Jagdish P Patel, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 28th Annual General Meeting of the IL & FS Investment Managers Limited held on 7th August, 2014 at 3:30 p.m. at Rangaswar Hall, Y.B. Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and two Witnesses CS Monali Patel and Mr. Ronak Kalathiya and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.





The result of the Poll is as under:

- a) **Resolution No. 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.

- (i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

- (ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

- (iii) **Invalid** votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

- b) **Resolution No. 2:** Declaration of Dividend on equity shares.

- (i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

- (ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0





(iii) **Invalid votes:**

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

- c) **Resolution No. 3:** Appointment of Director in place of Mr. Ramesh Bawa who retires by rotation and being eligible, has offered himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) **Invalid votes:**

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

- d) **Resolution No. 4:** Appointment of Director in place of Mr. Shahzaad Dalal who retires by rotation and being eligible, has offered himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%



(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) Invalid votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

e) **Resolution No. 5:** Appointment of Auditors and fixing their remuneration.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) Invalid votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

f) **Resolution No. 6:** Appointment of Mr. S M Datta as a Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%



(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) **Invalid** votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

g) Resolution No. 7: Appointment of Mr. Bansi Mehta as a Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) **Invalid** votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

h) Resolution No. 8: Appointment of Mr. Jitender Balakrishnan as a Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%



(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) **Invalid** votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

i) **Resolution No. 9:** Appointment of Mr. Siddharth Mehta as a Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) **Invalid** votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0



j) **Resolution No. 10:** Appointment of Mr. S M Datta as a Non-executive Chairman of the Company.

(i) Voted in **favour** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	164013	100%

(ii) Voted in **against** of the resolution:

Number of members present and voting(In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present: 37 Voting: 23	0	0

(iii) **Invalid** votes:

Total number of members (in person or proxy) Whose votes were declared invalid	Total number of votes cast by them
0	0

4. A printed data containing a list of Equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You

Yours faithfully,

J Patel

CS Jagdish P Patel

Place: Mumbai

Date: 08.08.2014



For and on behalf of IL & FS Investment Managers Limited

Sd/-
(Chairman)