



JAGDISH PATEL & CO.
COMPANY SECRETARIES

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E-voting report of Scrutinizer

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

Date: 30.12.2014

To,
The Board of Directors
IL&FS Investment Managers Limited
The IL&FS Financial Centre,
Plot No. C - 22, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Dear Sir/Madam,

1. I, CS Jagdish P. Patel, have been appointed by the Board of Directors of **IL&FS Investment Managers Limited** (CIN : L65999MH1986PLC147981) (the Company) as Scrutinizer for the purpose of the e-voting process and ascertaining the requisite on e-voting carried out as per the provisions 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 **Postal Ballot dated 5th November, 2014**.
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 **Postal Ballot dated 5th November, 2014**. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favor" or "against" the resolution as stated in above notice, 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 Thursday, 27th November, 2014 at 9:00 am to Friday, 26th December, 2014 at 5:30 p.m.
 - (ii) The members of the Company as on the "cut-off" date i.e. **14th November, 2014** were entitled to vote on the resolution as set out in the notice of the Postal Ballot of the Company.

- (iii) The votes cast were unblocked on Friday 26th December, 2014 in the presence of 2 witnesses, CS Ronak Kalathiya and CS Monali Patel. They have signed below in confirmation of the votes being unblocked in their presence,



CS Ronak Kalathiya



CS Monali Patel

- (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, (NCDSL)**, 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 No.	Particulars	Shares held	Votes casted in			Total Votes Casted	Votes casted	
			Invalid	Favor	Against		% For	% Against
1	Special resolution authorizing the Board for making investments, loans and providing guarantees upto an amount of Rs. 2 billion.	171338040	0	171042022	296018	171338040	99.83	0.17

4. All relevant records of electronics voting is handed over to the Chairman of the Company.

Thanking You

Yours faithfully,




CS Jagdish P. Patel

Place: Mumbai

Date: 30/12/2014