

PROCEEDINGS OF THE THIRTY-FIRST ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, SEPTEMBER 6, 2017, THE WALCHAND HIRACHAND HALL, IMC CHAMBER OF COMMERCE AND INDUSTRY, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI 400 020 AT 11. A.M.

- Chairman : Mr S M Datta took the Chair
- Quorum : Chairman declared that the Quorum is present and called the meeting to order
- Proxy & Corporate Representation : Chairman informed that the Company had received no proxies and had received one Corporate Representation for 158,333,152 shares
- Introduction : Chairman introduced the Directors present
- Chairman's Speech : The Chairman delivered his speech
- Notice : Notice dated July 31, 2017 convening the 31st Annual General Meeting, Directors' Report and the Annual Accounts were taken as read with the consent of the Members present
- Auditor's Report : The Auditors' report on the financials of the Company for the year ended March 31, 2017 being unqualified was not read at the meeting in terms of Section of 145 of the Companies Act, 2013

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

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR), the Company had extended remote e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The remote e-voting commenced on Sunday, September 3, 2017 at 9.00 a.m. and ended on Tuesday, September 5, 2017, at 5.00 p.m. Mr Ronak Kalathiya of M/s Jagdish Patel & Co., Practicing Company Secretaries was appointed as the Scrutinizer by the Board for conducting the remote e-voting process

The Chairman further informed that, the Company had arranged for Poll to be taken on all the resolutions to be passed at the meeting. By virtue of the power vested in the Chairman pursuant to Section 109(1) of the Companies Act, 2013, the Chairman ordered Poll to be taken on all the resolutions to be passed at the meeting, namely :



Ordinary Business :

- (1) Adoption of the Audited Financial statements for the financial year ended March 31, 2017
- (2) To declare dividend on Equity Shares for the year ended March 31, 2017
- (3) Re-appointment of Mr Ravi Parthasarathy [DIN 00002392], who retires by rotation
- (4) Appointment of M/s B S R & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting

Special Business :

- (5) Appointment of Mr Sunil Mehta [DIN 00065343] as an Independent Director of the Company to hold office for a term of five consecutive years from August 8, 2016 upto August 7, 2021
- (6) Appointment of Ms Shubhalakshmi Panse [DIN 02599310] as an Independent Director of the Company to hold office for a term of five consecutive years from July 31, 2017 upto July 30, 2022

The Chairman appointed the Scrutinizer for remote e-voting Mr Ronak Kalathiya of M/s Jagdish Patel & Co., Practicing Company Secretaries as the Scrutinizer for the poll

The Chairman further explained the procedure for calculating the votes casted at the Poll being taken:

- (1) Any member who has already voted electronically shall not be eligible to vote at the Poll
- (2) Chairman then instructed the Scrutinizer to show Empty Ballot box to the members and thereafter to lock and seal the Ballot Box at the meeting
- (3) Chairman then requested the members to fill in the complete details including votes in the Ballot paper and to put the Ballot paper in the Ballot Box placed at the meeting
- (4) Chairman then informed that the results of the Poll together with the results of Electronic Voting shall be displayed on the website of the Company, website of NSDL and the websites of the Stock Exchanges within forty eight hours of the conclusion of the AGM

The Chairman requested the members to put their vote in the Ballot box before leaving

The Chairman requested Mr Ronak Kalathiya to take charge of the Ballot Box

Vote of Thanks. The meeting then concluded

For IL&FS Investment Managers Limited



Sanjay Mitra
Company Secretary