

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65999MH1986PLC147981
Name of Company : IL&FS Investment Managers Limited
Registered Office : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

Name of the shareholders(s) :

Registered address :

E-mail ID :

Folio No / Client ID :

DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1) Name : _____, Address : _____

E-mail ID : _____, Signature : _____, or failing him;

2) Name : _____, Address : _____

E-mail ID : _____, Signature : _____, or failing him;

3) Name : _____, Address : _____

E-mail ID : _____, Signature : _____, or failing him;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Monday, August 8, 2016 at 12.00 noon at the Rangaswar Hall, Y B Chavan Centre, General Jagannathrao Bhosale Marg, Opposite Mantralaya, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business :

- (1) Adoption of the Audited Financial statements for the financial year ended March 31, 2016
- (2) To declare dividend on Equity Shares for the year ended March 31, 2016
- (3) Re-appointment of Mr Vibhav Kapoor [DIN 00027271], who retires by rotation
- (4) Ratification of appointment of M/s Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company

Special Business :

- (5) Appointment of Mr Hari Sankaran [DIN 00002386] as a Director
- (6) Appointment Dr Archana Hingorani [DIN 00040523] as a Whole-Time Director
- (7) Amendment to the Articles of Association of the Company

Signed this ____ day of _____ 2016

Signature of Member _____

Signature of Proxy Holder(s) _____

Re.1/-
Revenue
Stamp

Signature

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting