

# 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 member(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 (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Thursday, August 7, 2014 at 3.30 p.m. 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 Financial Statements for the year ended March 31, 2014
- 2) Declaration of Dividend for the year ended March 31, 2014
- 3) Re-appointment of Mr Ramesh Bawa, who retires by rotation
- 4) Re-appointment of Mr Shahzaad Dalal, who retires by rotation
- 5) Appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company

## Special Business :

- 6) Appointment of Mr S M Datta as an Independent Director
- 7) Appointment of Mr Banshi Mehta as an Independent Director
- 8) Appointment of Mr Jitender Balakrishnan as an Independent Director
- 9) Appointment of Mr Siddharth Mehta as an Independent Director
- 10) Re-appointment of Mr S M Datta as the Non-Executive Chairman

Signed this \_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder \_\_\_\_\_

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