

# P. K. PANDYA & CO.

Practicing Company Secretary

16, 1st Flr., Star Trade Center, Sodawala Lane, Borivall (W), Mumbai - 400 092.

**PRAKASH K. PANDYA**  
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Combined Scrutinizer's Report on Remote E-voting & Voting by Poll Paper conducted at the 30<sup>th</sup> Annual General Meeting of Infrastructure Leasing & Financial Services Limited held on Tuesday, September 26, 2017.

To,  
The Chairman,  
Infrastructure Leasing & Financial Services Limited  
The IL&FS Financial Centre,  
Bandra-Kurla Complex,  
Bandra East,  
Mumbai 400051

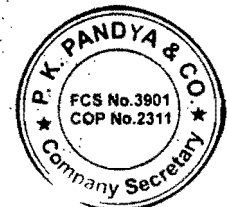
30<sup>th</sup> Annual General Meeting (AGM) of the Members of Infrastructure Leasing & Financial Services Limited held on Tuesday, September 26, 2017 at 11.00 a.m. at The IL&FS Financial Centre, Bandra-Kurla Complex, Bandra East, Mumbai 400 051.

Sub: Passing of Resolution(s) through Remote e-voting and voting by Poll Paper at the venue of the AGM, pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

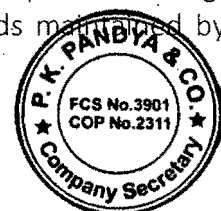
The Board of Directors of Infrastructure Leasing & Financial Services Limited herein after referred to as "the Company" in their meeting held on August 24, 2017 has appointed me as the Scrutinizer for the Remote E-voting process, and voting by Poll Paper at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 30<sup>th</sup> AGM of the Company, which was held on Tuesday, September 26, 2017.



- The Service Provider had set up electronic voting facility on their website of CDSL. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was September 19, 2017.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. from Saturday, September 23, 2017 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) and ended on Monday, September 25, 2017 at 5:00 p.m. IST (1700 hours).
- The cut-off date for the dispatch of the Notice of the AGM was August 24, 2017 and as on that date, there were 222 Members (ie: Equity Shareholders) of the Company.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in Financial Express newspaper dated September 02, 2017 and in Marathi in Loksatta newspaper dated September 02, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the remote e-voting period on Monday, September 25, 2017 at 5:00 p.m. IST (1700 hours), the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 30<sup>th</sup> AGM of the Company held on September 26, 2017, the facility to vote through Ballot Paper was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On September 26, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper was duly unlocked by me as a Scrutinizer in the presence of Mr. Mahesh Yadav and Ms. Reena Raphel who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, 1 (one) ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the



RTA of the Company and the authorizations / proxies lodged with the Company. None of the ballot papers were incomplete and/or defective.

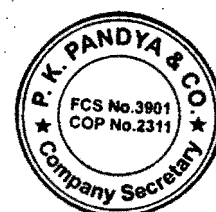
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by the way of Poll Paper are as under:

Details	Remote E-voting	Voting by Poll Paper at the AGM	Total voting
Number of members who cast their votes	1	21	22
Total number of Shares held by them	1051111	108041660	109092771
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Abstained / Invalid /less voted Votes	None		

**Notes:**

1. Percentage of votes cast in favour the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by the way of Poll Paper at the venue of the AGM.
2. Break up of votes cast through remote e-voting and voting by the way of Poll Paper at the venue of the AGM for each resolution of the Notice is given in a separate sheet enclosed and is marked as Annexure-1.



ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

To receive and adopt:

(a) the Audited Balance Sheet as at March 31., 2017 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon

(b) the Audited Consolidated Financial Statement for the financial year ended March 31, 2017 together with the report of the auditor thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

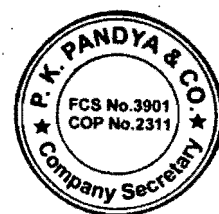
Item No. 1 of the Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To declare final dividend on Equity Shares

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 2 of the Notice stands passed with the requisite majority



III) Item No. 3 of the Notice (As an Ordinary Resolution):

To note and approve payment of Interim Dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares for FY 2017.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 3 of the Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

To declare final dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares same as interim dividend for FY 2017.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 4 of the Notice stands passed with the requisite majority



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V) Item No. 5 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr Ravi Parthasarathy (DIN: 00002392), Director of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

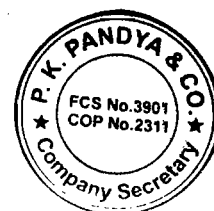
Item No. 5 of the Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr Hari Sankaran, Vice Chairman & Managing Director (DIN: 00002386), who retires by rotation and being eligible offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 6 of the Notice stands passed with the requisite majority



VII) Item No. 7 of the Notice (As an Ordinary Resolution):

To appoint a Director in place of Mr Arun K Saha, Joint Managing Director & CEO (DIN: 00002377), who retires by rotation and being eligible offers himself for reappointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

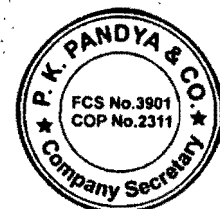
Item No. 7 of the Notice stands passed with the requisite majority

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

Appointment of M/s SRBC & Co LLP, as Statutory Auditors of the Company for a period of five years (ie: from FY 2018 to FY 2022).

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 8 of the Notice stands passed with the requisite majority



SPECIAL BUSINESS

IX) Item No. 9 of the Notice (As an Ordinary Resolution):

Appointment of Mr B K Singal (DIN: 07753602 ) as Director of the Company, liable to retire by rotation.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

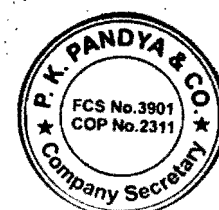
Item No. 9 of the Notice stands passed with the requisite majority

X) Item No. 10 of the Notice (As an Special Resolution):

Issue of Secured Redeemable Non-Convertible Debentures for an aggregate amount of up to Rs 100 billion on a private placement basis.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 10 of the Notice stands passed with the requisite majority





XI) Item No. 11 of the Notice (As an Special Resolution):

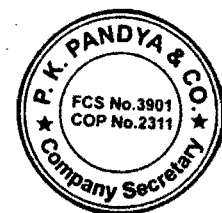
Alteration in Articles of Association of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	109092771	100	0	0	0

Item No. 11 of the Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated August 28, 2017 as per the details given above stand passed under Remote e-voting and voting conducted at AGM by way of physical ballot paper with the requisite majority and deemed to be passed as on the date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" for each resolution is being delivered to the Company Secretary separately. There were not votes casted against any of the resolutions.



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I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of voting through physical ballot paper at the meeting by the Members of the Company. The relevant records relating to e-voting and InstaPoll voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,

Yours faithfully,

For, P K Pandya & Co  
Practising Company Secretary

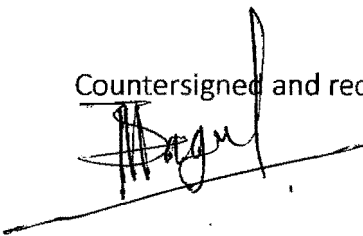


Prakash Pandya  
Proprietor  
FCS: 3901  
COP: 2311



Place: Mumbai  
Date: September 26, 2017

Countersigned and received the report:



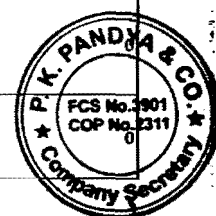
Signed by Mr.  
Authorized by the Board

Place: Mumbai  
Date: September 26, 2017

**Infrastructure Leasing & Financial Services Limited**

**Final tally of the votes cast for the matters placed for consideration of the shareholders**

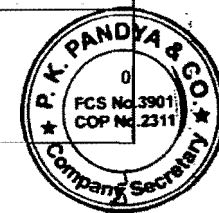
Details	Ordinary/ Special	Res No	Mode of voting	No of Share holders	FAVOUR			AGAINST			VALID VOTES POLLED		INVALID VOTES/Abstain		
					Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	No of Share holders	Shares
To receive and adopt: (a) the Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon (b) the Audited Consolidated Financial Statement for the financial year ended March 31, 2017 together with the report of the auditor thereon.			Remote E- voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	1	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL		22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0
To declare final dividend on Equity Shares			Remote E- voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	2	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL		22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0
To note and approve payment of Interim Dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares for FY 2017.			Remote E- voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	3	Voting at AGM	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0



**Infrastructure Leasing & Financial Services Limited**

**Final tally of the votes cast for the matters placed for consideration of the shareholders**

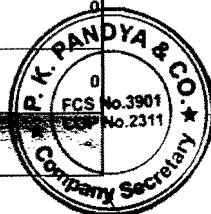
Details	Ordinary/ Special	Res No	Mode of voting	No of Share holders	FAVOUR				AGAINST			VALID VOTES POLLED		INVALID VOTES/Abstain	
					Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	No of Share holders	Shares
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
To declare final dividend in respect of Non-Convertible Redeemable Cumulative Preference Shares same as interim dividend for FY 2017.			Remote E-voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	4	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
Re-appointment of Mr Ravi Parthasarathy (DIN: 00002392), Director of the Company.			Remote E-voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	5	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
To appoint a Director in place of Mr Hari Sankaran, Vice Chairman & Managing Director (DIN: 00002386), who retires by rotation and being eligible offers himself for re-appointment.			Remote E-voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0



## Infrastructure Leasing &amp; Financial Services Limited

## Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary/ Special	Res No	Mode of voting	No of Share holders	FAVOUR				AGAINST			VALID VOTES POLLED		INVALID VOTES/Abstain	
					Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	No of Share holders	Shares
	Ordinary	6	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
To appoint a Director in place of Mr Arun K Saha, Joint Managing Director & CEO (DIN: 00002377), who retires by rotation and being eligible offers himself for reappointment.			Remote E- voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	7	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
Appointment of Mis SRBC & Co LLP, as Statutory Auditors of the Company for a period of five years (ie: from FY 2018 to FY 2022).			Remote E- voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	8	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0



## Infrastructure Leasing &amp; Financial Services Limited

## Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary/ Special	Res No	Mode of voting	No of Share holders	FAVOUR			AGAINST			VALID VOTES POLLED		INVALID VOTES/Abstain		
					Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	No of Share holders	Shares
Appointment of Mr B K Singal (DIN: 07753602 ) as Director of the Company, liable. to retire by rotation.			Remote E-voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Ordinary	9	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
Issue of Secured Redeemable Non-Convertible Debentures for an aggregate amount of up to Rs 100 billion on a private placement basis.			Remote E-voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Special	10	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0
Alteration in Articles of Association of the Company.			Remote E-voting	1	1051111	1	1051111	100.000	0	0	0.000	1	1051111	0	0
	Special	11	Voting at AGM by ballot	21	108041660	21	108041660	100.000	0	0	0.000	21	108041660	0	0
			TOTAL	22	109092771	22	109092771	100.000	0	0	0.000	22	109092771	0	0

