

Mehta & Mehta

COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
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Scrutinizer's Report

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

To,

The Chairman
Infrastructure Leasing & Financial Services Limited
The IL&FS Financial Centre
Plot No C-22, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Report on Postal Ballot e-voting of IL&FS Limited ("the Company")

Dear Madam,

I, **Ashwini Inamdar**, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of **Infrastructure Leasing & Financial Services Limited ("Company")** for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") on resolution as mentioned in the Notice of Postal Ballot dated December 06, 2021, in a fair and transparent manner and do hereby submit my report as under:

1. The Notice of Postal Ballot (Notice) was sent to the members of the Company on December 06, 2021.
2. The remote e-voting period commenced on Tuesday, December 07, 2021 (09.00 a.m. IST) and ended on Wednesday, January 05, 2022 (05:00 p.m. IST).
3. On account of threat posed by COVID-19 pandemic situation, the Notice of Postal Ballot was sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly,



the communication of the assent or dissent of the Members took place through the remote e-voting system only.

4. The Members of the Company holding shares as on the "cut off" date i.e. Friday, December 03, 2021 were entitled to vote on the proposed resolution.
5. In terms of Section 47 of the Companies Act, 2013, where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company. Accordingly, the Postal Ballot Notice was also sent to the members holding preference shares of the Company alongwith the notices sent to the equity shareholders. Further the voting of preference shareholders is also counted for ascertaining whether the resolution has been passed.
6. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution contained in the notice dated December 06, 2021, is as under:

Ordinary Resolution – To appoint M/s. CNK & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.

Particulars	Type of shareholders	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	Equity	16	7,86,77,548	99.996795%
	Preference	15	2,262	0.002875%
Votes against the resolution	Equity	1	36	0.000045%
	Preference	4	224	0.000285%
Invalid votes/Abstained	Equity	0	0	0.000000%
	Preference	0	0	0.000000%
TOTAL		36	7,86,80,070	100%

7. The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.
8. The related papers with respect to Postal Ballot will be handed over to the Company for safe custody of the same after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.

Thanking You,



For Mehta & Mehta
Company Secretaries

Ashwini Inamdar



Ashwini Inamdar

Scrutinizer

FCS No : 9409

CP No : 11226

UDIN: F009409C002091720

Place: Mumbai

Date: January 07, 2022

Enclosed: Annexure

Countersigned by

(Person authorized by Chairman)

Mr. Shekhar Prabhudesai

Company Secretary

Membership No: 11445

Infrastructure Leasing & Financial Services Limited