

**Scrutinizer's Report**

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of  
the (Management and Administration) Amendment Rules, 2015]**

To,  
The Chairman  
22<sup>nd</sup> Annual General Meeting of the Equity shareholders of  
ISMT Limited  
Pune

Dear Sir,

I, Milind Balkrishna Kasodekar, Partner, KMDS & Associates, Company Secretaries, having its office at 77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune-411030, have been appointed as a scrutinizer of ISMT Limited ("the company") having its Registered Office at Panama House (Earlier known as Lunkad Towers), Viman Nagar, Pune-411014 for the purpose of scrutinizing the remote e-voting process and e-voting process during the 22<sup>nd</sup> Annual General Meeting held on September 30, 2020 in a fair and transparent manner & ascertaining the requisite majority on the aforesaid e-voting process carried out as per the provisions of Companies Act, 2013 and Rule 20 read with Rule 21(2) of the (Management and Administration) Amendment Rules 2015 on below mentioned resolution(s), at the 22<sup>nd</sup> Annual General Meeting of the Equity shareholders of ISMT Limited held on Wednesday 30<sup>th</sup> day of September, 2020 at its Registered Office .We submit our report as under:

1. The remote e-voting period remained open from 27<sup>th</sup> September, 2020 (9.00 A.M.) to 29<sup>th</sup> September, 2020 (5.00 P.M.) (Both days inclusive).
2. The shareholders holding shares as on the "cut-off" date i.e. 23<sup>rd</sup> September, 2020 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the Notice of the 22<sup>nd</sup> Annual General Meeting of ISMT Limited.
3. In a view of massive outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as ("MCA Circulars") and Securities And Exchange Board Of India ("SEBI") vide Circular dated May 12, 2020 ("SEBI Circulars") permitted the holding of the AGM through Video Conferencing /Other Audio Visual Means, without the physical presence of the Members.
4. Since, the AGM was held pursuant to MCA circular dated April 08, 2020 General Circular No.14/2020 read with April 13, 2020 General Circular No. 17/2020 and May 5, 2020 General Circular No.20/2020 (collectively referred to as ("MCA Circulars") and Securities And Exchange Board Of India ("SEBI") circular dated May 12, 2020 ("SEBI Circulars") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 through Video Conferencing / Other Audio Visual Means, physical attendance of members were dispensed with. Accordingly, in terms of above



## Continuation Sheet

mentioned MCA and SEBI circulars, the facility for appointment of proxies by members were dispensed with.

5. Thereafter, **3 (Three)** shareholders voted through e-voting process at the Annual General Meeting. The e-voting facility was made available at the 22<sup>nd</sup> Annual General Meeting of the Equity shareholders of ISMT Limited held on Wednesday the 30<sup>th</sup> day of September, 2020.
6. The votes were unblocked on 30<sup>th</sup> September, 2020 around 2.30 P.M. in the presence of two witnesses, Ms. Aradhana Pardeshi and Ms. Mayura Tagare who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Aradhana Pardeshi

*Aradhana*  
.....

Ms. Mayura Tagare

*Mayura*  
.....

7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL).
8. The result of the consolidated e-voting as well as e-voting process during the 22<sup>nd</sup> Annual General Meeting is as under:

**Resolution (Ordinary Resolutions)**

- 1 (a) Adoption of the Audited Financial Statement of the company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 & the Statement of Profit & Loss for the year ended on that date & the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
- 1 (b) Adoption of the Audited Consolidated Financial Statement of the company for the financial Year ended March 31, 2020 including the Audited Consolidated Balance Sheet as at March 31, 2020 & the Consolidated Statement of Profit & Loss for the year ended on that date & the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

- (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	105	75726515	99.99
E-voting at AGM	3	37	100
<b>TOTAL</b>	<b>108</b>	<b>75726552</b>	<b>99.999</b>



(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast in against of resolution	% of total number of valid votes cast
Remote E-Voting	9	531	0.001
E-voting at AGM	0	0	0
<b>TOTAL</b>	<b>9</b>	<b>531</b>	<b>0.001</b>

(iii) Invalid Votes – NIL

**Resolution 2 –Appointment of a director in place of Mr. B. R. Taneja who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	97	41589429	99.99
E-voting at AGM	3	37	100
<b>TOTAL</b>	<b>100</b>	<b>41589466</b>	<b>99.998</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast in against of resolution	% of total number of valid votes cast
Remote E-Voting	12	911	0.002
E-voting at AGM	0	0	0
<b>TOTAL</b>	<b>12</b>	<b>911</b>	<b>0.002</b>

(iii) Invalid Votes – NIL



**Resolution 3 – Ratification of remuneration paid to Cost Auditor for F.Y. 2019-20 (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	103	75726485	99.99
E-voting at AGM	3	37	100
<b>TOTAL</b>	<b>106</b>	<b>75726522</b>	<b>99.999</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast in against of resolution	% of total number of valid votes cast
Remote E-Voting	11	561	0.001
E-voting at AGM	0	0	0
<b>TOTAL</b>	<b>11</b>	<b>561</b>	<b>0.001</b>

(iii) Invalid Votes – NIL

**Resolution 4 –Re-appointment of Mr. B. R. Taneja as a Managing Director for a period of two years (Special Resolution)**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	96	41589398	99.99
E-voting at AGM	3	37	100
<b>TOTAL</b>	<b>99</b>	<b>41589435</b>	<b>99.998</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast in against of resolution	% of total number of valid votes cast
Remote E-Voting	12	911	0.002
E-voting at AGM	0	0	0
<b>TOTAL</b>	<b>12</b>	<b>911</b>	<b>0.002</b>



(iii) Invalid votes: NIL

**Resolution 5 – Re-appointment of Mr. Rajiv Goel as a Whole – time Director (Special Resolution)**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-Voting	100	75705525	99.99
E-voting at AGM	3	37	100
<b>TOTAL</b>	<b>103</b>	<b>75705562</b>	<b>99.999</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast in against of resolution	% of total number of valid votes cast
Remote E-Voting	11	611	0.001
E-voting at AGM	0	0	0
<b>TOTAL</b>	<b>11</b>	<b>611</b>	<b>0.001</b>

(iii) Invalid votes: NIL

Thanking you,

For KMDS & Associates  
Company Secretaries

CS Milind Kasodekar  
Partner  
CP: 1681  
Scrutinizer  
UDIN: F002756B000838261.  
Place: Pune  
Date: 1<sup>st</sup> October, 2020.

O.P. Kakkar

[Chairman of 22nd Annual  
General Meeting]

