

FORM NO. MGT-13
(Scrutinizer's Report)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of
ISMT LIMITED
CIN: L27109PN1999PLC016417
PANAMA HOUSE (EARLIER KNOWN AS LUNKAD TOWERS)
VIMANNAGAR
PUNE MH 411014 IN

Dear Sir,

1. I, CS Kuldeep Ruchandani, Company Secretary in Practice (FCS: 7971) and Partner, KPRC & Associates, have been appointed by the Board of Directors of **ISMT LIMITED** ("the Company") as Scrutinizer pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 (1) (ix) of the Companies (Management and Administration) Rules, Act 2014 (including the Statutory Modification and re-enactment(s) thereof and pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the process of voting through electronic means ("e-Voting") on the resolutions contained in the notice dated **12th July, 2021** ("Notice") issued in accordance with the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 22/2020 dated 15th June 2020, General circular 33/2020 dated 28th September, 2020, General Circular 39/2020 dated 31st December, 2020 read with General circular 10/2021 dated 23rd June, 2021 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars"), calling Extra Ordinary General Meeting of its Equity Shareholders ("The meeting"/"EOGM") through Video Conferencing (VC) or other Audio Visual Means (OVAM). The EOGM was convened on Thursday, the 05th day of August, 2021 at 11:30 AM (IST) through Video Conferencing (VC) or other Audio Visual Means (OVAM).
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As a Scrutinizer, I have to scrutinize:
 - a. process of e-voting remotely, before the EOGM, using an electronic voting system on the dates referred to in the Notice calling the EOGM ("remote e-voting"); and
 - b. process of e-voting at the EOGM through electronic voting system ("e-voting").



3. The Management of the Company is responsible to ensure compliances with requirements of the relevant provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) In terms of the General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 22/2020 dated 15th June 2020, General circular 33/2020 dated 28th September, 2020, General Circular 39/2020 dated 31st December, 2020 read with General circular 10/2021 dated 23rd June, 2021 issued by Ministry of Corporate Affairs (MCA) and
- (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

relating to the E-voting facility to the Shareholders during the Extra Ordinary General Meeting and Remote E- Voting. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

4. My responsibility as a Scrutinizer is restricted to give a consolidated report on votes cast by the Members for the resolutions (Businesses) contained in the Notice dated 12th July, 2021, through Remote E-voting and through E-voting facility during the EOGM based on the reports generated from the e-voting system provided by CDSL, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or CDSL for my verification.

It was informed that Notice dated 12th July, 2021 convening the Extra Ordinary General Meeting along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent electronically to the Members of the Company.

Report on Scrutiny:

1. 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 29th July, 2021.
2. The Company had appointed CDSL as the Agency for providing E-voting facility to the Shareholders and allotted EVSN 210706004 for the same.
3. The Remote E-voting facility was kept open for three (3) days, on Monday, August 2, 2021 at 09.00 A.M. (IST) & ends on Wednesday, August 4, 2021 at 05.00 P.M. (IST).
4. The votes cast were unblocked on Thursday, 05th day of August, 2021 after the conclusion of the EOGM and was witnessed by two witnesses, Ms. Ruchita Vora and Ms. Elina Jethwani, who are not in the employment of the Company and/or CDSL. They have signed below in confirmation of the same.




RUCHITA VORA


ELINA JETHWANI

5. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://evotingindia.com>. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized.
6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Extra Ordinary General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.
7. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by CDSL, scrutinized and relied upon by me as under:

SPECIAL BUSINESS:

❖ **Item No. 1 of the Notice (As Special Resolution):**

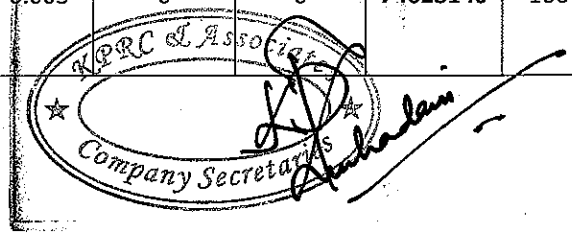
Re-appointment of Mr. Poornalingam Ramasubramaniam (DIN: 00955742) as Independent Director

Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-voting	110	74625915	99.997	2231	0.003	0	0	74628146	100
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74626015		2231				74628246	

❖ **Item No. 2 of the Notice (As Special Resolution):**

Re-appointment of Mr. Kanakraj Madhavan as (DIN: 08373391) Independent Director

Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-	110	74625915	99.997	2231	0.003	0	0	74628146	100



voting									
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74626015		2231				74628246	

❖ **Item No. 3 of the Notice (As Special Resolution):**

Fresh approval for payment of remuneration to Mr. Rajiv Goel (DIN: 00328723), Whole-time Director for the period from October, 2018 to September, 2019

Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-voting	110	74625454	99.996	2692	0.004	0	0	74628146	100
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74625554		2692				74628246	

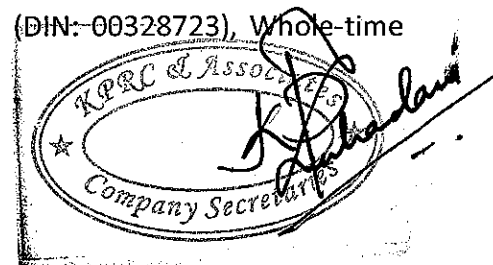
❖ **Item No. 4 of the Notice (As Special Resolution):**

Fresh approval for payment of remuneration to Mr. Rajiv Goel (DIN: 00328723), Whole-time Director for the period from October, 2019 to September, 2020

Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-voting	110	74625454	99.996	2692	0.004	0	0	74628146	100
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74625554		2692				74628246	

❖ **Item No. 5 of the Notice (As Special Resolution):**

Fresh approval for payment of remuneration to Mr. Rajiv Goel (DIN: 00328723), Whole-time Director for the period from October, 2020 to September, 2021



Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-voting	110	74625454	99.996	2692	0.004	0	0	74628146	100
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74625554		2692				74628246	

❖ **Item No. 6 of the Notice (As Special Resolution):**

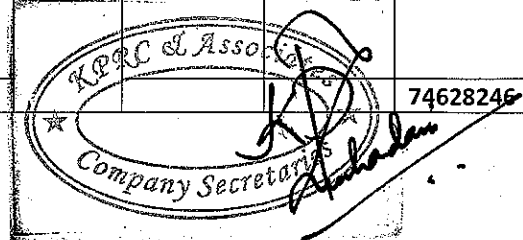
To ratify payment of remuneration paid to Mr. Rajiv Goel (DIN: 00328723), Whole-time Director for the period from October, 2017 to September, 2018

Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-voting	110	74625454	99.996	2692	0.004	0	0	74628146	100
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74625554		2692				74628246	

❖ **Item No. 7 of the Notice (As Special Resolution):**

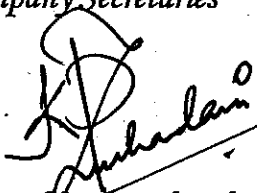
To approve payment of remuneration to Mr. Omprakash Kakkar (DIN: 00329426), Non-Executive Director

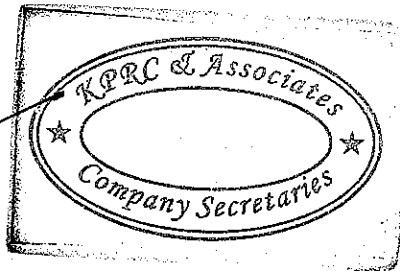
Manner of voting	No. of Member who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	TOTAL	
		Nos.	% age	Nos.	% age			Nos.	% age
Total votes through Remote e-voting	110	74624584	99.995	3562	0.005%	0	0	74628146	100
Total voting by E-voting at the meeting	1	100	100	0	0.00	0	0	100	100
TOTAL	111	74624684		3562				74628246	



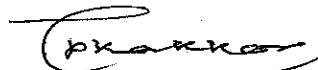
8. The electronic data and all other relevant records relating toe-voting are under my safe custody and will be handed over to CS Chetan Nathani, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the EOGM.
9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours faithfully
For KPRC & Associates
Company Secretaries


CS Kuldeep Ruchandani
Partner



M. No.: F7971
C.P: 8563
Place: Pune
Date: 06/08/2021
UDIN: F007971C000749349


O. P. Kakkav

[Chairman of the EGM
held on 05-08-2021]