

**Information pursuant to Clause 35A of the Listing Agreement in relation to
Annual General Meeting of ISMT Limited held on September 26, 2014**

Sr. No	Particulars	Details
1	Date of the Annual General Meeting (AGM) :	September 26, 2014
2	Total number of shareholders on record date :	1,29,965
3	No of shareholders present in the meeting either in person or through proxy :	109
	Promoters and Promoter Group:	20
	Public:	89
4	No of shareholders attended the meeting through video conferencing:	No Video Conferencing facility was established for the AGM
	Promoter and Promoter Group:	
	Public:	

Agenda wise

Result of Poll / Postal Ballot / E-Voting by Members :
The mode of voting for all resolutions was :

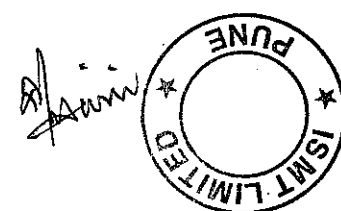
- (a) E- Voting and
(b) Physical Ballot Papers provided to those shareholders and proxies who did not participate in the E-voting process to exercise their votes and who attended the AGM

Resolution 1: Adoption of Financial Statements for the year ended March 31, 2014 (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.0000	0.0000	
Public - Institutional holders	0	6912714	0	0.00	0	0	0.0000	0.0000	
Public-Others	106	63043858	6663538	10.57	6663438	100	99.9985	0.0015	
Total	131	146501383	82407058	56.25	82406958	100	99.9999	0.0001	

Resolution 2 : Re-appointment of Mr. J P Sureka who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000	
Public - Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000	
Public-Others	106	63043858	6663538	10.57	6662838	700	99.989	0.011	
Total	131	146501383	82407058	56.25	82406358	700	99.999	0.001	

Resolution 3 : Appointment of Joint Statutory Auditors (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000	
Public - Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000	
Public-Others	106	63043858	6663538	10.57	6662838	700	99.989	0.011	
Total	131	146501383	82407058	56.25	82406358	700	99.999	0.001	

Resolution 4: Appointment of Mr. S C Gupta as an Independent Director (Ordinary Resolution)									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000	
Public - Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000	
Public-Others	106	63043858	6663538	10.57	6662607	931	99.986	0.014	
Total	131	146501383	82407058	56.25	82406127	931	99.999	0.001	



Resolution 5: Appointment of Mr. K K Rai as an Independent Director (Ordinary Resolution)

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000
Public – Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000
Public-Others	106	63043858	6663538	10.57	6662807	731	99.989	0.011
Total	131	146501383	82407058	56.25	82406327	731	99.999	0.001

Resolution 6 : Payment of remuneration and other perquisites to Mr. B R Taneja (Special Resolution)

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000
Public – Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000
Public-Others	105	63043858	6663338	10.57	6662445	893	99.987	0.013
Total	130	146501383	82406858	56.25	82405965	893	99.999	0.001

Resolution 7 : Borrowing limits under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000
Public – Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000
Public-Others	102	63043858	6640326	10.53	6639526	800	99.988	0.012
Total	127	146501383	82383846	56.23	82383046	800	99.999	0.001

Resolution 8: Creating Charge, etc on Company's properties under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)

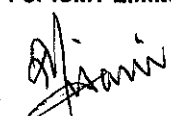
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000
Public – Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000
Public-Others	102	63043858	6639387	10.53	6638494	893	99.987	0.013
Total	127	146501383	82382907	56.23	82382014	893	99.999	0.001

Resolution 9 : Power to provide loan(s)/ guarantee(s)/security(ies) and make investment under Section 186 of the Companies Act, 2013 (Special Resolution)

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	25	76544811	75743520	98.95	75743520	0	100.000	0.000
Public – Institutional holders	0	6912714	0	0.00	0	0	0.000	0.000
Public-Others	104	63043858	6640388	10.53	6639557	831	99.987	0.013
Total	129	146501383	82383908	56.23	82383077	831	99.999	0.001

All the above resolutions were passed with requisite majority

For ISMT Limited


Nitesh Jain
Company Secretary

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

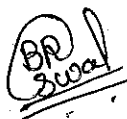
To,
The Chairman
16th Annual General Meeting of the Equity shareholders of
ISMT Limited

Dear Sir,

I, Milind Kasodekar, Partner, MRM Associates, Company Secretaries, having its office at 77, Vijay Nagar Colony 2147, Sadashiv Peth Pune 411030, have been appointed as scrutinizer of ISMT Limited ("the company") having its Registered Office Address at Lunkad Towers, Viman Nagar, Pune 411014 for the purpose of scrutinizing the e- voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 16th Annual General Meeting of the Equity shareholders of ISMT Limited to be held on Friday the 26th day of September, 2014 at Hyatt Regency Pune, Weikfield IT Park, Pune Nagar Road, Pune 411014 We submit our report as under:

1. The e-voting period remained open from 18th September, 2014 to 20th September, 2014 (Both days inclusive).
2. The shareholders holding shares as on the "cut off" date i.e 22nd August, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 9 as set out in the Notice of the 16th Annual General Meeting of ISMT Limited.
3. The votes were unblocked on Monday the 22nd day of September, 2014 around 05:00 P.M in the presence of two witnesses, Ms. Meenal Khare and Ms. Bhavana Oswal who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


MEENAL KHARE


BHAVANA OSWAL



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 Limited (CDSL).

4. The result of the e-voting is as under:

a) Resolution 1 – Adoption of Financial Statements for the year ended March 31, 2014

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
77	7,78,27,420	99.999

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
1	100	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

b) Resolution 2 – Re-appointment of Mr. J. P. Sureka who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
76	7,78,26,820	99.999



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
2	700	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

c) Resolution 3 – Appointment of Joint Statutory Auditors

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
76	7,78,26,820	99.999

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
2	700	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA



d) Resolution 4 – Appointment of Mr. S. C. Gupta as an Independent Director**(i) Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
75	7,78,26,620	99.999

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
3	900	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

e) Resolution 5 – Appointment of Mr. K. K. Rai as an Independent Director**(i) Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
76	7,78,26,820	99.999

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
2	700	0.001



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

f) Resolution 6 – Payment of remuneration and other perquisites to Mr. B. R. Taneja

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
74	7,78,26,520	99.999

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
3	800	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

g) Resolution 7 – Borrowing limits under section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
74	7,78,26,520	99.999



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
3	800	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

h) Resolution 8 – Creating charge etc. on company's properties under section 180(1)(a) of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
73	7,78,26,514	99.999

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
3	800	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA



i) Resolution 9 – Power to provide loan(s) / guarantee(s) / security(ies) and make investment under section 186 of the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
74	7,78,26,520	99.999

(ii) Voted against the resolution:

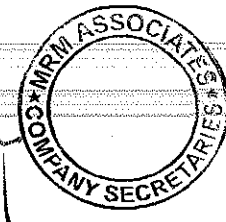
Number of members voted through electronic voting system	Number of votes cast in against of resolution	% of total number of valid votes cast
3	800	0.001

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NA

Thanking you,
Yours faithfully,

CS Milind Kasodekar



CS Milind Kasodekar
Scrutinizer

Place: Pune.

Date: 23rd September, 2014

Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
16th Annual General Meeting of the Equity shareholders of
ISMT Limited

Dear Sir,

I, Milind Kasodekar, Partner, MRM Associates, Company Secretaries, having its office at 77, Vijay Nagar Colony 2147, Sadashiv Peth Pune 411030, have been appointed as scrutinizer of ISMT Limited ("the company") having its Registered Office Address at Lunkad Towers, Viman Nagar, Pune 411014 for the purpose of scrutinizing the e-voting process and ballot process in a fair and transparent manner & ascertaining the requisite majority on e-voting and ballot process carried out as per the provisions of Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 16th Annual General Meeting of the Equity shareholders of ISMT Limited held on Friday the 26th day of September, 2014 at Hyatt Regency Pune, Weikfield IT Park, Pune Nagar Road, Pune 411014 We submit our report as under:

1. The e-voting period remained open from 18th September, 2014 to 20th September, 2014 (Both days inclusive).
2. The shareholders holding shares as on the "cut off" date i.e 22nd August, 2014 were entitled to vote through e-voting and those who were present on the date of the Annual General Meeting, and not opted to vote through e-voting process were entitled to vote through ballot process on the proposed resolutions (item no. 1 to 9 as set out in the Notice of the 16th Annual General Meeting of ISMT Limited
3. The votes for e-voting process were unblocked on 22nd day of September, 2014 around 05:00 P.M in the presence of two witnesses, Ms. Meenal Khare and Ms. Bhavana Oswal who are not in the employment of the company.



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 Limited (CDSL).

4. Further, on the date of the Annual General Meeting, 53 (Fifty Three) shareholders voted through ballot process.
5. The result of the e-voting as well as ballot process is as under:

a) Resolution 1 – Adoption of Financial Statements for the year ended March 31, 2014

(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
E-Voting	77	7,78,27,420	----
Ballot	53	45,79,538	----
TOTAL	130	8,24,06,958	99.999

(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
E-Voting	1	100	----
Ballot	0	0	----
TOTAL	1	100	0.001

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA



b) Resolution 2 – Re-appointment of Mr. J. P. Sureka who retires by rotation and being eligible, offers himself for re-appointment

(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
E-Voting	76	7,78,26,820	----
Ballot	53	45,79,538	----
TOTAL	129	8,24,06,358	99.999

(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
E-Voting	2	700	----
Ballot	0	0	----
TOTAL	2	700	0.001

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

c) Resolution 3 – Appointment of Joint Statutory Auditors

(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
E-Voting	76	7,78,26,820	----
Ballot	53	45,79,538	----
TOTAL	129	8,24,06,358	99.999



(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
E-Voting	2	700	-----
Ballot	0	0	-----
TOTAL	2	700	0.001

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

d) Resolution 4 – Appointment of Mr. S. C. Gupta as an Independent Director.

(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
E-Voting	75	7,78,26,620	-----
Ballot	52	45,79,507	-----
TOTAL	127	8,24,06,127	99.999

(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
E-Voting	3	900	-----
Ballot	1	31	-----
TOTAL	4	931	0.001



(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

e) Resolution 5 – Appointment of Mr. K. K. Rai as an Independent Director

(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
E-Voting	76	7,78,26,820	-----
Ballot	52	45,79,507	-----
TOTAL	128	8,24,06,327	99.999

(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
E-Voting	2	700	-----
Ballot	1	31	-----
TOTAL	3	731	0.001

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA



f) Resolution 6 – Payment of remuneration and other perquisites to Mr. B. R. Taneja

(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
E-Voting	74	7,78,26,520	-----
Ballot	51	45,79,445	-----
TOTAL	125	82405965	99.999

(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
E-Voting	3	800	-----
Ballot	2	93	-----
TOTAL	5	893	0.001

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

g) Resolution 7 – Borrowing limits under section 180(1)(c) of the Companies Act, 2013

(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
E-Voting	74	7,78,26,520	-----
Ballot	50	45,56,526	-----
TOTAL	124	82383046	99.999



(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
E-Voting	3	800	-----
Ballot	0	0	-----
TOTAL	3	800	0.001

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

h) Resolution 8 – Creating charge etc. on company's properties under section 180(1)(a) of the Companies Act, 2013

(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
E-Voting	73	7,78,26,514	-----
Ballot	49	45,55,500	-----
TOTAL	122	82382014	99.999

(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
E-Voting	3	800	-----
Ballot	2	93	-----
TOTAL	5	893	0.001



(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

i) Resolution 9 – Power to provide loan(s) / guarantee(s) / security(ies) and make investment under section 186 of the Companies Act, 2013

(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
E-Voting	74	7,78,26,520	----
Ballot	51	45,56,557	----
TOTAL	125	82383077	99.999

(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
E-Voting	3	800	----
Ballot	1	31	----
TOTAL	4	831	0.001

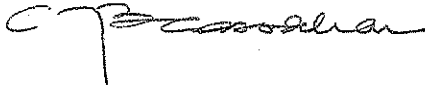
(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA



- j) Voting shall remain in our safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



CS Milind Kasodekar
Scrutinizer
Place: Pune.
Date: 26th September, 2014

