


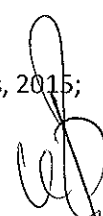
FORM NO. MGT-13
(Scrutinizer's Report)

[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(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 09th May, 2022 ("**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, General circular 10/2021 dated 23rd June, 2021 read with General circular 20/2021 dated 08th December, 2021 issued by Ministry of Corporate Affairs (MCA), Government of India (collectively referred to as "**MCA Circulars**") and SEBI vide Circular dt. May 12, 2020, January 15, 2021 and December 22, 2021 ('Circulars') calling Extra Ordinary General Meeting ("**The meeting**")/"**EOGM**") through Video Conferencing (VC) or other Audio Visual Means (OVAM). The EOGM was convened on Thursday, the 09th day of June 2022 at 04:00 PM (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 the 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, General circular 10/2021 dated 23rd June, 2021 read with read with General circular 20/2021 dated 08th December, 2021 issued by Ministry of Corporate Affairs (MCA), Government of India (collectively referred to as "MCA Circulars");
- (iv) SEBI Circular dt. May 12, 2020, January 15, 2021 & December 22, 2021 ('Circulars') and
- (v) 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 09th May, 2022, 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 09th May, 2022 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.


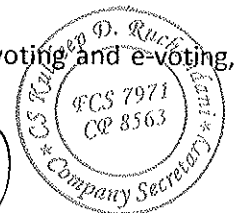
Report on Scrutiny:

- 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 02nd June 2022.
- 2. The Company had appointed CDSL as the Agency for providing E-voting facility to the Shareholders and allotted EVSN 220507001 for the same.
- 3. The Remote E-voting facility was kept open for three (3) days, from Monday 06th June 2022 9:00 AM (IST) to Wednesday 08th June 2022 5:00 PM. (IST)
- 4. The votes cast were unblocked on Thursday, 09th June 2022 after the conclusion of the EOGM and was witnessed by two witnesses, Ms. Elina Jethwani, and Ms. Vaishnavi Chandak, who are not in the employment of the Company and/or CDSL. They have signed below in confirmation of the same.


ELINA JETHWANI


VAISHNAVI CHANDAK

- 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. 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 a Special Resolution):**

To approve restated Articles of Association of the Company

Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes			Nos.	%
Total votes through Remote e-voting	83	229450 031	98.94456	285	0.00012	0	0	229450 316	98.94 468
Total voting by E-voting at the meeting	9	244726 1	1.05532	0	0	0	119832 4*	244726 1	1.055 32
TOTAL	92	231897 292	99.99988%	285	0.00012 %	0	119832 4*	231897 577	100%

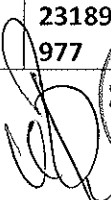
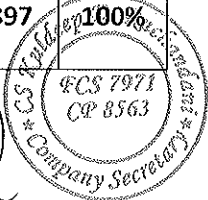
**Invalid votes are not considered in Total Voting*

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

To approve the appointment of Mr. Rahul Chandrakant Kirloskar (DIN: 00007319) as Non-Executive Director

Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes			Nos.	%
Total votes through Remote e-voting	84	229450 431	98.94456	285	0.00012	0	0	229450 716	98.944 68
Total voting by E-voting at the meeting	9	244726 1	1.05532	0	0	0	119832 24*	244726 1	1.0553 2
TOTAL	93	231897 692	99.99988%	285	0.00012 %	0	119832 24*	231897 977	100%

**Invalid votes are not considered in Total Voting*

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

To approve appointment of Mr. Ravindranath Venkatesh Gumaste (DIN: 00082829) as Non-Executive Director

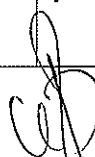
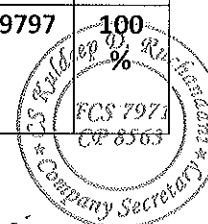
Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes	Nos.	Nos.	Nos.	%
Total votes through Remote e-voting	84	22945043 2	98.94456	284	0.00012	0	0	2294507 16	98.9446 8
Total voting by E-voting at the meeting	9	2447261	1.05532	0	0	0	119832 4*	2447261	1.05532
TOTAL	93	23189769 3	99.99988%	284	0.00012%	0	119832 4*	2318979 77	100%

**Invalid votes are not considered in Total Voting*

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

To approve appointment of Mr. Ektare Nishikant Balkrishna (DIN: 02109633) as Director

Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes	Nos.	Nos.	Nos.	%
Total votes through Remote e-voting	84	229450432	98.94456	284	0.00012	0	0	22945071 6	98.94468
Total voting by E-voting at the meeting	9	2447261	1.05532	0	0	0	1198324*	2447261	1.05532
TOTAL	93	231897693	99.99988%	284	0.00012%	0	1198324*	23189797	100%

**Invalid votes are not considered in Total Voting*

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

To approve appointment of Mr. Ektare Nishikant Balkrishna (DIN: 02109633) as the Managing Director

Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes			Nos.	%
Total votes through Remote e-voting	83	229450 432	98.94458	231	0.00010	0	0	22945066 3	98.9 4468
Total voting by E-voting at the meeting	9	244726 1	1.05532	0	0	0	119832 4*	2447261	1.05 532
TOTAL	92	231897 693	99.99990%	231	0.00010%	0	119832 4*	23189792 4	100 %


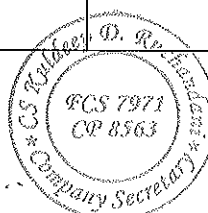
**Invalid votes are not considered in Total Voting*

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

To approve appointment of Mrs. Shalini Sarin (DIN: 06604529) as Independent Director

Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes	Invalid votes	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes			Nos.	%
Total votes through Remote e-voting	84	229450 485	98.94458	231	0.00010	0	0	229450716	98.9446 8
Total voting by E-voting at the meeting	9	244726 61	1.05532	0	0	0	119832 4*	2447261	1.05532
TOTAL	93	231897 746	99.99990 %	231	0.00010%	0	119832 4*	231897977	100

**Invalid votes are not considered in Total Voting*

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

To approve appointment of Mr. Sathya Moorthy Venkataramani (DIN: 00229998) as Independent Director



Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes Nos.	Invalid votes Nos.	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid Votes			Nos.	%
Total votes through Remote e-voting	84	22945048 5	98.94458	231	0.00010	0	0	22945071 6	98.9 4468
Total voting by E-voting at the meeting	9	2447261	1.05532	0	0	0	119832 4*	2447261	1.05 532
TOTAL	93	23189774 6	99.9990%	231	0.00010%	0	119832 4*	23189797 7	100

**Invalid votes are not considered in Total Voting*

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

Manner of voting	Total No. of Members who voted	Votes in favour of the resolution		Votes against the resolution		Abstained votes Nos.	Invalid votes Nos.	Total Valid Votes	
		Nos.	% of Total number of Valid Votes	Nos.	% of Total number of Valid			Nos.	%
Total votes through Remote e-voting	71	587872 9	70.60497	236	0.00283	0	314800*	58789 65	70.607 80
Total voting by E-voting at the meeting	9	244726 1	29.39220	0	0	0	1198324*	24472 61	29.392 20
TOTAL	80	832599 0	99.99717 %	236	0.00283 %	0	1513124*	83262 26	100%

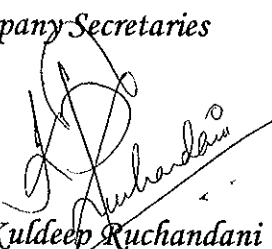
**Invalid votes are not considered in Total Voting*

7. The electronic data and all other relevant records relating to e-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.

8. 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,
For KPRC & Associates
Company Secretaries


CS Kuldeep Ruchandani
Partner
M. No.: F7971
C.P: 8563



R. V. Gumaste
Chairman of the EGM
held on 09-06-2022

Date: 10th June, 2022
Place: Pune
UDIN: F007971D000483644