

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration Rules, 2014]

The Chairman IST Limited

Reg: 38<sup>th</sup> Annual General Meeting of the Members of IST Limited to be held on Tuesday, the 30<sup>th</sup> September, 2014 at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana).

Sub: E-Voting Results

Dear Sir,

I, Suchitta Koley, Practicing Company Secretary, appointed to act as the Scrutinizer, by IST Limited, in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 38<sup>th</sup> Annual General Meeting of the Company, do hereby submit my report as follows:

- 1. The e-voting services were provided by Central Depository Services (India) Limited.
- Voting rights were reckoned on the paid up value of shares registered in the name of the members as at 22<sup>nd</sup> August, 2014.
- 3. The period of e-voting started at 10.00 AM on Tuesday, 23<sup>rd</sup> September, 2014 and ended at 5.00 PM on Thursday, 25<sup>th</sup> September, 2014.

P.2

# cs Suchitta Koley FCS, FICA Company Secretary



- 4. The votes cast were unblocked on 27th September, 2014 at 15.15 Hrs in the presence of two witnesses, Mr. Himanshu Khosla and Mr. Rajat Kumar Kohli, both of whom are not in employment of the Company.
- 5. Based on the reports generated from CDSL's e-voting website www.evotingindia.com, there were no voting done through the electronic mode and accordingly the result is NIL.

Place: New Delhi Dated: 27.09.2014 Yours truely

We, the undersigned have witnessed that the votes were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Saturday, the 27th September, 2014 at 15.15 Hrs.

WITNESS: Himanshu Khada 1. PD 49/B Vishakha Findave, Pitam Para, Delhi-110034 WITNESS:

Mn hajet kumar kothhi

(Suop no. 22, krishna Harket, kallcaj,
New Delmi- 11W19 Bistrict - South-Bout).

62/12 II Floor, Old Rajendra Nagar, New Delhi 110 060 Mobile:; 98-100-82385, 99-100-82385 e-mail: koley.s@qmail.com, suchitta.bni@qmail.com

## SCRUTINIZER'S REPORT

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

The Chairman IST Limited

Reg: 38<sup>th</sup> Annual General Meeting of the Members of IST Limited held at 11.30 AM, on Tuesday, the 30<sup>th</sup> September, 2014 at Dharuhera Industrial Complex, Delhi Jaipur Highway No. 8, Kapriwas, Dharuhera, Rewari – 123106 (Haryana).

Dear Sir,

I, Suchitta Koley, Practicing Company Secretary, appointed to act as the Scrutinizer, by IST Limited, for the **poll taken on the resolutions transacted at the 38<sup>th</sup> Annual General Meeting** of the shareholders of IST Limited held at 11.30 AM, on Tuesday, the 30<sup>th</sup> September, 2014, submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, the Ballot box kept for polling were sealed in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



# CS Suchitta Koley FCS, FICA Company Secretary



62/12 II Floor, Old Rajendra Nagar, New Delhi 110 060 Mobile:; 98-100-82385, 99-100-82385 e-mail: <u>koley.s@gmail.com</u>, <u>suchitta.bni@gmail.com</u>

- The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the Poll is given in Annexure 'A' which is attached to and forms part of this Report.
- 5. A statement containing list of equity shareholders who voted 'FOR', 'AGAINST' and those whose votes were declared 'INVALID' for each resolution is enclosed Annexure 'B'.

Place: Dharuhera, Haryana

Dated: 30.09.2014

Yours truely,

(Suchitta Koley)

# ANNEXURE- 'A' TO SCRUTINIZER REPORT ON BALLOT AT THE AGM HELD AT 11.30 AM ON 30TH SEPTEMBER, 2014—— IST LIMITED

0.00 Nil Nil	.00	0.00		<u>N</u>	2	100	49,07,048	32	Alteration in Articles of Association of the Company	
0.00 Nii Nii		0.00		2	2	100	49,07,048	32	Approval of Remuneration of Cost Auditors for the financial year ending March 31, 2015.	4 1.0
0.00 Nii Nii		0.00	- 1	<u>z</u>	Z	100	49,07,048	32	Appointment of Shri R.K. Jain, as an Independent Director	4
0.00 Nii Nii		0.00		<u>Z</u>	<u>Z</u>	100	49,07,048	32	Ordinary Resolution Appointment of Brig. (Retd.) G.S. Sawhney, as an Independent Director	ť
0.00 Nii Nii		0.00		N.	<u>Z</u>	100	49,07,048	32	Ordinary Resolution Appointment of Air Marshal (Retd.) D. Keelor, as an Independent Director	. 4.
0.00 Nil 00.0		0.00		Ni.	Z.	100	49,07,048	32	Special Resolution  Re-appointment of Shri S.C. Jain as Whole Time  Director designated as Executive Director	4.
									SPECIAL BUSINESS	
NII NII NII		0.00		<u>z</u>	Z.	100	49,07,048	32	Accountant, as Statutory Auditors and fixing their remuneration.	y
NII IN 00.0		0.00		Ni	<u>R</u>	100	49,07,048	32	Ordinary Resolution  Re-appointment of Shri Gaurav Guptaa as Director of the Company, who retires by rotation	
0.00 Nii Nii		0.00		≅	<u>Z</u> :	100	49,07,048	32	Adoption of Audited Financial Statements (including Consolidated) for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors' thereon	
							,		OKOTIVAKI BOSINESS	
			8			Number of valid votes	Cast	voted	OBDANAS BIGNISC	•
Percentage of No. of Members No. of Shares for Percer votes to Total who voted which Votes Cast Vumber of Valid	of No. of Members otal who voted	tes to Total mber of valid	262	Shares for which Votes	Members who voted	5 20	es for	Œ		
		NOTION	S	됩			ᆜᅩᅏ	VOTE	Particulars	N.
										,

Place : Dharuhera, Haryana Dated : 30<sup>th</sup> September, 2014

9·d We, the undersigned witnessed that - the ballot box was locked at the commencement of the AGM; the ballot box was sealed in our presence on 30<sup>th</sup> September, 2014 at 1.00 PM.

Schullitzer unsealed in our presence on 30<sup>th</sup> September, 2014 at 1.00 PM.

Witness: (1) Himanshu Khosla, PD 19/B, Vishakha Enclave, Pitam Pura, Delhi — 110034. (2) Rajat Kumar Kohli, 22, Krishna Market, Kalkaji, New Delhi — 110019



# CONSOLIDATED REPORT OF SCRUTINIZER

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

To The Chairman **IST Limited** 

38<sup>th</sup> Annual General Meeting of the Equity Shareholders of IST Limited Held on Tuesday, the 30<sup>th</sup> September, 2014 at 11.30 A.M.

# Dear Sir,

I, Suchitta Koley, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution (s), at the 38th Annual General Meeting of the Equity Shareholders of IST Limited, held on Tuesday, the 30th September, 2014 at 11.30 AM submit our consolidated report of E Voting and Voting through ballot (Physical) as per Annexure -I, which is attached to and forms part of this Report.

Place: Dharuhera, Haryana

Dated: 30.09.2014

Yours truely,

(Suchitta Koley) Scrutinizer

# ANNEXURE- 'I' TO SCRUTINIZER'S CONSOLIDATED REPORT ON E-VOTING AND BALLOT - AGM HELD AT 11.30 PM ON 30TH SEPTEMBER, 2014- IST LIMITED

Independent Director  4.4 Ordinary Resolution Appointment of Shri Director  4.5 Ordinary Resolution Approval of Remunera financial year ending M					4.3 Ordinary Resolution Appointment of Bria.	1		4.2 Ordinary Resolution	Director desig	4.1 Special Resolution	1	ļ	Accountant, a		<ol> <li>Ordinary Resolution</li> </ol>	of the Compar	_	2. Ordinary Resolution	Auditors' thereon	2014 together	Consolidated)	Adoption of Audited Fl	-	A. ORDINARY BUSINESS				No.	S. Particulars	
financial year ending March 31, 2015.	Approval of Remineration of Cost Auditors for the	Colution	Ordinary Resolution Appointment of Shri R.K. Jain, as an Independent	Director	of Brig. (Retd.) G.S. Sawhney, as an	ollector	Appointment of Air Marshal (Retd.) D. Keelor, as an	solution	Director designated as Executive Director	Nution	SINESS		Accountant, as Statutory Auditors and fixing their	Re-appointment of M/s. O.P. Dadu & Co., Chartered	solution	of the Company, who retires by rotation	Re-appointment of Shri Gauray Guptaa as Director	solution	ion	2014 together with the reports of the Directors' and	Consolidated) for the financial year ended March 31,	Adoption of Audited Financial Statements (including	colution	USINESS						
2	,	23	32		2	3		32		32	3				32			32					37		voted	who	Members		VOTE	
49,07,048	10,00,000	49 07 048	49,07,048		OFU, 10, EF	2000		49,07,048		49,07,048	40.07040				49,07,048			49,07,048				10,00,00	49.07.048		Cast	3	Shares for	000	VOTED IN FAVOUR OF THE	
100			100			T		100		TOO					100			100					100		Number of valid votes	Total	of votes to	ON	R OF THE	
Z.		N.						<u>z</u>		2					N.			N.					2			_	Members who		VOTED	
_	=							=		_=					=		_	=							Cast	which Vo	Shares	No	VOTED AGAINST THE RESOLUTION	
2	-	=			3	2		Z		1	2				Z		_	Z				-	≧.		6 <		for v	$\dashv$	E RESC	
0.00		0.00	0.00			000		0.00		0.00	9				0.00			0.00				0.00	0.00		votes	Number of valid	votes to Total	and the same of	NOTTU	
2		N.	. 2			Nii		Z.		1	N				Ni			N.					N.				who voted	al al Mambar		
Z		N.	2		i	Nii		N.		1	N.				N.			<u>Z</u>		•			Z				which Votes Cast	No of Charge for	INVALID VOTES	
																				-	-				votes	읔	votes to	Dorcontago	-	
0.00	8	8	0.00	3	. 6	3		0.00		0.00	3				0.00			0.00					0.00			valid	Total	1		

Place: Dharuhera, Haryara Dated: 30<sup>th</sup> September, 2014

We, the undersigned witnessed that there were no voting done through the electronic mode, the ballot box was locked at the complete and unsealed in our presence on 30th September, 2014 at 1.00 PM.

We, the undersigned witnessed that there were no voting done through the electronic mode, the ballot box was locked at the complete and the AGM; the ballot box was sealed & identification marks were put after the voting was completed; and unsealed in our presence on 30th September, 2014 at 1.00 PM.

Witness: (3) Himanshu Khosla, PD 19/B, Vishakha Enclave, Pitam Pura, Delhi – 110034. (4) Rajat Kumar Kohli, 22, Krishna Market, Kalkaji, New Delhi – 110019



### CIN - L33301HR1976PLCOO8316

# IST LIMITED

# 38<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014

## **DECLARATION OF RESULTS OF E-VOTING AND POLL**

As per the provisions of the Companies Act, 2013 and Clause 35 B of the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 38th Annual General Meeting (AGM). The e-voting was open from 10.00 AM on Tuesday, 23rd September, 2014 and ended at 5.00 PM on Thursday, 25th September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 38th AGM, voting was conducted by means of poll.

Shri Suchitta Koley,FCS 1647 (CP No.714), Practicing Company Secretary, was appointed by the Company as Scrutinizer for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 5.00 PM on 25th September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 30th September, 2014.

The Consolidated Results as per the Scrutinizer's Report dated 30<sup>th</sup> September, 2014 are as follows:

S. No.	Particulars	No. of Votes Cast	No. of votes in favour & approx. %	No. of votes against & approx. %
A.	ORDINARY BUSINESS			•
1.	Ordinary Resolution Adoption of Audited Financial Statements (including Consolidated) for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors' thereon		49,07,048 (100%)	Nil (0.00%)
2.	Ordinary Resolution Re-appointment of Shri Gaurav Guptaa as Director of the Company, who retires by rotation	49,07,048	49,07,048 (100%)	Nil (0.00%)
3.	Ordinary Resolution Re-appointment of M/s. O.P. Dadu & Co., Chartered Accountant, as Statutory Auditors and fixing their remuneration.	49,07,048	49,07,048 (100%)	Nil (0.00%)

(New Daths) Re State

Head off.: A-23, New Office Complex, Defence Colony, New Delhi-110024 (India) Phones: 24694291-92, 24617319 Fax: 011-24625694

Regd. Off. & Factory: Dharuhera Industrial Complex, Delhi-Jaipur Highway No. 8,

Village Kapriwas, Dharuhera, Distt. Rewari-123106 (Haryana)

Phones: 01274-267346-48, Fax: 01274-267444

E-mail: istgroup@sify.com Website: www.istindia.com

P.9



## CIN - L33301HR1976PLCOO8316

# IST LIMITED

.. 2 ..

S. No.	Particulars	No. of Votes Cast	No. of votes in favour & approx. %	No. of votes against & approx. %
B.	SPECIAL BUSINESS			
4.1	Special Resolution Re-appointment of Shri S.C. Jain as Whole Time Director designated as Executive Director	49,07,048	49,07,048 (100%)	Nil (0.00%)
4.2	Ordinary Resolution Appointment of Air Marshal (Retd.) D. Keelor, as an Independent Director	49,07,048	49,07,048 (100%)	Nil (0.00%)
4.3	Ordinary Resolution Appointment of Brig. (Retd.) G.S. Sawhney, as an Independent Director	49,07,048	49,07,048 (100%)	Nil (0.00%)
4.4	Ordinary Resolution Appointment of Shri R.K. Jain, as an Independent Director	49,07,048	49,07,048 (100%)	Nil (0.00%)
4.5	Ordinary Resolution Approval of Remuneration of Cost Auditors for the financial year ending March 31, 2015.	49,07,048	49,07,048 (100%)	Nil (0.00%)
4.6	Special Resolution Alteration in Articles of Association of the Company	49,07,048	49,07,048 (100%)	Nil (0.00%)

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 38th AGM have been duly approved by the Shareholders with requisite majority.

For IST Limited

Air Marshal (Retd.) D. Keelor

Chairman DIN: 00999470





P10



Head off.: A-23, New Office Complex, Defence Colony, New Delhi-110024 (India)

Phones: 24694291-92, 24617319 Fax: 011-24625694

Regd. Off. & Factory: Dharuhera Industrial Complex, Delhi-Jaipur Highway No. 8, Village Kapriwas, Dharuhera, Distt. Rewari-123106 (Haryana)

Phones: 01274-267346-48, Fax: 01274-267444

E-mail: istgroup@sify.com Website: www.istindia.com