ISMT LIMITED
Solutions You Can Trust

ISMT/SEC/76/14-15 March 31, 2015

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 023

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Result of Postal Ballot
Ref: Clause 35A of the Listing Agreement

This is to inform you that the members of the Company have approved by way of Postal Ballot, the following Special Resolutions under the Companies Act, 2013 as set out in the Postal Ballot Notice dated February 12, 2015 with requisite majority:

i. Special Resolution for creating charge etc. on Company's properties under Section 180(1)(a) of the Companies Act, 2013;
ii. Special Resolution for grant of loan(s)/ guarantee(s)/ security (ies) and make investment under Section 186 of the Companies Act, 2013; and
iii. Special Resolution for appointment and remuneration of Mr. B.R. Taneja as a Managing Director of the Company with effect from December 1, 2014 to November 30, 2016.

Please find attached, the information required under Clause 35A of the Listing Agreement.

We request you to take the same on your record and oblige.

Thanking you

Yours faithfully
For **ISMT Limited**

Nilesh Jain
Company Secretary

ISMT LIMITED PUNE

Encl: As above.

Sr. No	Particulars	Details
1	Date of the AGM/EGM:	Not applicable (Resolutions passed through Postal Ballot and e-voting)
2	Total number of shareholders on record date :	128,163 equity shareholders as on February 13, 2015
3	No of shareholders present in the meeting either in person or through proxy :	Not applicable (Resolutions passed through Postal Ballot and e-voting)
4	No of shareholders attended the meeting through video conferencing:	Not applicable (Resolutions passed through Postal Ballot and e-voting)
5	Details of the Agenda	As detailed in the Notice of Postal Ballot dated February 12, 2015.
6	Resolution required	Special Resolutions
7	Mode of voting	Postal Ballot and e-voting

Resolution 1- Special Resolution for creating charge etc. on Company's properties under Section 180(1)(a) of the Companies Act, 2013.

Promoter/Public	No. of members voted	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	20	75786485	70746148	93.34	70746148	0	100.00	0.00
Public – Institutional holders	0	6811014	0	0.00	0	0	0.00	0.00
Public-Others	132	63903884	6147639	9.62	6144758	2881	99.95	0.04
Total	**152**	**146501383**	**76893787**	**52.48**	**76890906**	**2881**	**99.99**	**0.00**

Resolution 2-Special Resolution for grant of loan(s)/ guarantee(s)/ security (ies) and make investment under Section 186 of the Companies Act, 2013.

Promoter/Public	No. of members voted	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	20	75786485	70746148	93.34	70746148	0	100.00	0.00
Public – Institutional holders	0	6811014	0	0.00	0	0	0.00	0.00
Public-Others	132	63903884	6147639	9.62	6144756	2883	99.95	0.04
Total	**152**	**146501383**	**76893787**	**52.48**	**76890904**	**2883**	**99.99**	**0.00**

ISMT LIMITED PUNE

Resolution 3-Special Resolution for appointment & remuneration of Mr. B.R. Taneja as a Managing Director of the Company with effect from December 1, 2014 to November 30, 2016.								
Promoter/Public	**No. of members voted**	**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	20	75786485	70746148	93.34	70746148	0	100.00	0.00
Public – Institutional holders	0	6811014	0	0.00	0	0	0.00	0.00
Public-Others	132	63903884	6147639	9.62	6144656	2983	99.95	0.04
Total	**152**	**146501383**	**76893787**	**52.48**	**76890804**	**2983**	**99.99**	**0.00**

All above resolutions were passed with requisite majority.

For **ISMT Limited**

Nilesh Jain
Company Secretary

ISMT LIMITED PUNE

MRM Associates
Company Secretaries
First Floor, Dnyan Sudha Apartments,
77, Vijayanagar Colony, 2147, Sadashiv Peth,
Pune 411 030.

Telefax : + 91 20 2432 5075, 2432 0368, 2432 4288 **E-mail :** info@mrmcs.Com **Website :** www.mrmcs.com

Scrutinizer(s) Report
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
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 postal ballot through 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 section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), appended proposed to be passed by electronic voting and postal ballot process. We submit our report as under:

1. The e-voting period remained open from 27th February, 2015 to 28th March, 2015 (Both days inclusive).

2. The shareholders holding shares as on the "cut off" date i.e 13th February, 2015 were entitled to vote through either by e-voting or by means of postal ballot on the proposed resolutions (item no. 1 to 3) as set out in the Notice of the Postal Ballot.

3. The votes for e-voting process were unblocked on 28th day of March, 2015 around 05:00 P.M in the presence of two witnesses, Ms. Meenal Khare and Ms. Varsha Bhujbal who are not in the employment of the company.

MEENAL KHARE

VARSHA BHUJBAL

MRM ASSOCIATES ★ Company Secretaries

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, 70 (Seventy) shareholders voted through ballot process.

5. The result of the e-voting as well as ballot process is as under:

   a) **Resolution 1 – Special Resolution for 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	89	7,68,75,768	-----
Ballot	55	15,138	-----
TOTAL	**144**	**7,68,90,906**	**99.996**

(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	2025	-----
Ballot	5	856	-----
TOTAL	**8**	**2881**	**0.004**

(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	10	881



b) Resolution 2 – **Special Resolution for grant of 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	88	7,68,75,766	-----
Ballot	55	15,138	-----
TOTAL	**143**	**76,890,904**	**99.996**

(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	4	2027	-----
Ballot	5	856	-----
TOTAL	**9**	**2,883**	**0.004**

(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	10	881

c) Resolution 3 – **Special Resolution for Appointment and remuneration of Mr. B.R. Taneja as a Managing Director of the company with effect from December 01, 2014 to November 30,2016**

(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	87	7,68,75,666	-----
Ballot	55	15,138	-----
TOTAL	**142**	**76,890,804**	**99.996**

MRM ASSOCIATES ★ Company Secretaries ★

(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	5	2127	-----
Ballot	5	856	-----
TOTAL	**10**	**2,983**	**0.004**

(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	10	881

Thanking you,
Yours faithfully,

MRM ASSOCIATES ★ Company Secretaries ★

CS Milind Kasodekar
Scrutinizer
Place: Pune.
Date: 31.03.2015