

CONSOLIDATED SCRUTINIZER'S REPORT

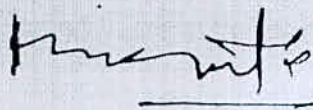
[Pursuant to Section 108 of the Companies Act, 2013 read with the  
Companies (Management and Administration) Rules, 2014, as amended]

To  
The Chairman of the Meeting,  
Indian Institute of Insurance Surveyors and Loss Assessors,  
CIN: U80902TG2005NPL047675,  
Hyderabad, Telangana.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and Voting (through E-Voting and Polling Papers) at the 12<sup>th</sup> Annual General Meeting of M/s. Indian Institute of Insurance Surveyors and Loss Assessors held on 28<sup>th</sup> December, 2020 at 11:00 a.m. at The Plaza Hotel, 6-3-870, Beside CM Camp Office, Begumpet, Hyderabad, Telangana-500016 also through Video Conferencing Facility ('VC') in accordance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 12, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India.

1. I, R. Ramakrishna Gupta (Company Secretary in Practice, CP No: 6696), was appointed as the Scrutinizer by the Board of Directors (Council Members) of Indian Institute of Insurance Surveyors and Loss Assessors ("the Company") vide resolution dated 27<sup>th</sup> November, 2020 for the purpose of scrutinizing the process of voting through electronic means (Both Remote E-Voting and E-Voting during the AGM) and to scrutinise the polling papers received from the members on the items contained in the notice dated 04<sup>th</sup> December, 2020 calling the 12<sup>th</sup> Annual General Meeting ("AGM or Meeting").
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules"). As the scrutinizer, I have scrutinized:
  - (i) Process of e-voting remotely, before the AGM, using the electronic e-voting system of National Securities Depository Limited (NSDL) on the dates referred to in the AGM Notice ("remote e-voting");









(ii) Process of E-voting during the AGM through electronic voting system of NSDL ("E-Voting at AGM"); and

(iii) Process of Voting through poll during the AGM through Polling papers.

### 3. Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) Act and the Rules made thereunder; (ii) MCA Circulars, relating to remote e-voting and voting at the AGM on the items set forth in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### 4. Scrutinizer's Responsibility

My responsibility as scrutinizer for e-voting process (i.e., both remote e-voting and e-voting during AGM) and voting through polling papers at AGM is restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by NSDL, Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and /or NSDL for my verification.

Further, the empty polling box was locked by me in the presence of members at the meeting and after the end of voting through polling paper, the ballot boxes were subsequently opened in the presence of two persons as witnesses. The Polling Papers received during the Annual General Meeting of the Company were reconciled and scrutinized with the records maintained by the Company.

### 5. Cut-off date

The Members as on the "cut-off" date, as set out in the AGM Notice, i.e., Friday, 04<sup>th</sup> December, 2020 were entitled to vote on the resolutions as set out in the AGM Notice. As on cut-off date, there were 7,345 members of the Company.

The Company had dispatched of the Notice of the AGM along with Annual Report for the F.Y. 2019-2020 to the members on 05<sup>th</sup> December, 2020 whose email ids were registered with the Company. The Notice of the meeting was also made available on the website of the Company viz <https://www.iiisla.co.in/>

The Company had published on 06<sup>th</sup> December, 2020 Advertisement regarding dispatch of AGM Notice along with the Annual Report for F.Y 2019-20 to the

*[Handwritten Signature]*



Members in "Financial Express" (English - All editions) and "Nava Telangana" (Telugu - Hyderabad edition) Newspapers.

Voting process at the AGM

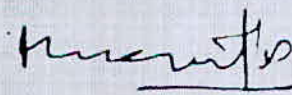
- i. On 28<sup>th</sup> December, 2020 after the conclusion of the AGM ballot Boxes were opened by me in the presence of two witnesses.
- ii. After the time fixed for closing the e-voting by Mr. Ajay Girdhar, Chairman of the meeting, the electronic system recording the e-voting was locked by NSDL under my instructions.
- iii. The e-votes cast were unblocked on Monday, 28<sup>th</sup> December, 2020 at 02:00 P.M after the conclusion of the AGM.

6. Remote e-voting process

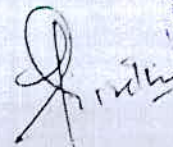
- i. The remote e-voting period commenced from, 09: 00 A.M (Server time) on 25<sup>th</sup> December (Friday) and ended on 05:00 P.M. (Server time) on 27<sup>th</sup> December, 2020 (Sunday) on the designated website URL: <https://www.evoting.nsdl.com/> via e-voting facility of NSDL.
  - ii. The Members whose names appeared in the list of Good Standing Members as on 04<sup>th</sup> December, 2020 only, were entitled to vote on proposed items as set out in the AGM Notice of the Company by remote e-voting.
  - iii. Thereafter, the details containing, inter alia, the list of members who voted in "favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. All the resolutions were passed with requisite majority. I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and Voting at the AGM (through E-voting and voting polling papers) on all the business items set out in the AGM Notice, based on the reports generated by NSDL and relied upon by me and the ballot box which was opened by me are as under:

RESOLUTION NO. 1 - ORDINARY BUSINESS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the notes attached thereto, along with Reports of the Board of Directors and Auditors thereon.









## I. Voted in favour of the resolution (out of valid votes cast)

| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 534                     | 534                          | 73.45%                                |
| (b) E-Voting at AGM                      | 1                       | 1                            | 0.14%                                 |
| (c) Voting through polling papers at AGM | 27                      | 27                           | 3.71%                                 |
| <b>TOTAL (a+b+c)</b>                     | <b>562</b>              | <b>562</b>                   | <b>77.30%</b>                         |

## II. Voted against the resolution (out of valid votes cast)

| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 160                     | 160                          | 22.01%                                |
| (b) E-voting at AGM                      | 0                       | 0                            | 0.00%                                 |
| (c) Voting through polling papers at AGM | 5                       | 5                            | 0.69%                                 |
| <b>TOTAL (a+b+c)</b>                     | <b>165</b>              | <b>165</b>                   | <b>22.70%</b>                         |

## III. Invalid Votes

| Mode of Voting                           | Number of members whose votes were invalid | Number of votes cast by them |
|--|--|------------------------------|
| (a) Remote e-voting                      | 0  | 0                            |
| (b) E-voting at AGM                      | 0  | 0                            |
| (c) Voting through polling papers at AGM | 3  | 3                            |
| <b>TOTAL (a+b+c)</b>                     | <b>3</b>                                   | <b>3</b>                     |

Note: Total Number of Valid Votes : 727

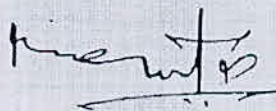
Total Number of Invalid Votes : 3

Therefore, the Resolution in Item No. 1 has been approved with requisite majority

Note: There was 13 member abstained from voting on Resolution.

**RESOLUTION NO. 2 - ORDINARY BUSINESS**

\*To appoint a Director in place of Mr. Manoj Bhargava (DIN: 08517419), who retires by rotation (Through Election Process).






\*Note: Members are hereby informed that the offices of the 4 council Members including one vacant position of the deceased council member shall be filled through Election process undertaken by the election officer appointed by IRDAI.

Election Officer has issued an Election Notification for the 12<sup>th</sup> Council Election of IIISLA vide dated 20th November, 2020 to fill the offices of the 3 retiring Directors and 1 vacant position of the deceased Council Member

I. Voted in favour of the resolution (out of valid votes cast)

| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 631                     | 631                          | 87.40%                                |
| (b) E-Voting at AGM                      | 1                       | 1                            | 0.14%                                 |
| (c) Voting through polling papers at AGM | 26                      | 26                           | 3.60%                                 |
| <b>TOTAL (a+b+c)</b>                     | <b>658</b>              | <b>658</b>                   | <b>91.14%</b>                         |

II. Voted against the resolution (out of valid votes cast)

| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 58                      | 58                           | 8.03%                                 |
| (b) E-voting at AGM                      | 0                       | 0                            | 0.00%                                 |
| (c) Voting through polling papers at AGM | 6                       | 6                            | 0.83%                                 |
| <b>TOTAL (a+b+c)</b>                     | <b>64</b>               | <b>64</b>                    | <b>8.86%</b>                          |

III. Invalid Votes

| Mode of Voting                           | Number of members whose votes were invalid | Number of votes cast by them |
|--|--|------------------------------|
| (a) Remote e-voting                      | 0  | 0                            |
| (b) E-voting at AGM                      | 0  | 0                            |
| (c) Voting through polling papers at AGM | 3  | 3                            |
| <b>TOTAL (a+b+c)</b>                     | <b>3</b>                                   | <b>3</b>                     |

Note: Total Number of Valid Votes : 722  
Total Number of Invalid Votes : 3

*[Handwritten Signature]*



*[Handwritten Signature]*



Therefore, the Resolution in Item No. 2 has been approved with requisite majority

Note: There was 13 member abstained from voting on Resolution.

### RESOLUTION NO. 3 - ORDINARY BUSINESS

\*To appoint a Director in place of Mr. Dulal Chandra Das (DIN: 08519626), who retires by rotation (Through Election Process).

\*Note: Members are hereby informed that the offices of the 4 council Members including one vacant position of the deceased council member shall be filled through Election process undertaken by the election officer appointed by IRDAI.

Election Officer has issued an Election Notification for the 12<sup>th</sup> Council Election of IIISLA vide dated 20th November, 2020 to fill the offices of the 3 retiring Directors and 1 vacant position of the deceased Council Member.

#### I. Voted in favour of the resolution (out of valid votes cast)

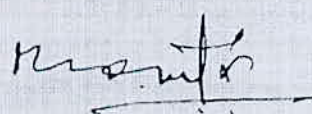
| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 625                     | 625                          | 86.57%                                |
| (b) E-Voting at AGM                      | 1                       | 1                            | 0.14%                                 |
| (c) Voting through polling papers at AGM | 25                      | 25                           | 3.46%                                 |
| <b>TOTAL (a+b+c)</b>                     | <b>651</b>              | <b>651</b>                   | <b>90.17%</b>                         |

#### II. Voted against the resolution (out of valid votes cast)

| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 64                      | 64                           | 8.86%                                 |
| (b) E-voting at AGM                      | 0                       | 0                            | 0.00%                                 |
| (c) Voting through polling papers at AGM | 7                       | 7                            | 0.97%                                 |
| <b>TOTAL (a+b+c)</b>                     | <b>71</b>               | <b>71</b>                    | <b>9.83%</b>                          |

#### III. Invalid Votes

| Mode of Voting      | Number of members whose votes were invalid | Number of votes cast by them |
|---------------------|--|------------------------------|
| (a) Remote e-voting | 0  |                              |









|  |   |   |
|--|---|---|
| (b) E-voting at AGM                      | 0 | 0 |
| (c) Voting through polling papers at AGM | 3 | 3 |
| TOTAL (a+b+c)                            | 3 | 3 |

Note: Total Number of Valid Votes : 722  
Total Number of Invalid Votes : 3

Therefore, the Resolution in Item No. 3 has been approved with requisite majority.

Note: There was 13 member abstained from voting on Resolution.

#### RESOLUTION NO. 4 - ORDINARY BUSINESS

\*To appoint Director in place of Mr. Sachin Audumber Mulge (DIN: 02683040), who retires by rotation (Through Election Process).

\*Note: Members are hereby informed that the offices of the 4 council Members including one vacant position of the deceased council member shall be filled through Election process undertaken by the election officer appointed by IRDAI.

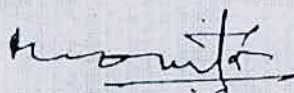
Election Officer has issued an Election Notification for the 12<sup>th</sup> Council Election of IISLA vide dated 20<sup>th</sup> November, 2020 to fill the offices of the 3 retiring Directors and 1 vacant position of the deceased Council Member.

#### I. Voted in favour of the resolution (out of valid votes cast)

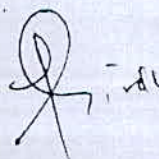
| Mode of Voting                           | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting                      | 648                     | 648                          | 88.65%                                |
| (b) E-Voting at AGM                      | 1                       | 1                            | 0.14%                                 |
| (c) Voting through polling papers at AGM | 24                      | 24                           | 3.28%                                 |
| TOTAL (a+b+c)                            | 673                     | 673                          | 92.07%                                |

#### II. Voted against the resolution (out of valid votes cast)

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting | 50                      | 50                           | 6.84%                                 |
| (b) E-voting at AGM | 0                       | 0                            | 0.00%                                 |









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|  |    |    |       |
|--|----|----|-------|
| (c) Voting through polling papers at AGM | 8  | 8  | 1.09% |
| TOTAL (a+b+c)                            | 58 | 58 | 7.93% |

### III. Invalid Votes

| Mode of Voting                           | Number of members whose votes were invalid | Number of votes cast by them |
|--|--|------------------------------|
| (a) Remote e-voting                      | 0  | 0                            |
| (b) E-voting at AGM                      | 0  | 0                            |
| (c) Voting through polling papers at AGM | 3  | 3                            |
| TOTAL (a+b+c)                            | 3  | 3                            |

Note: Total Number of Valid Votes : 731  
Total Number of Invalid Votes : 3

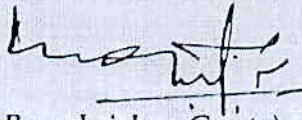
Therefore, the Resolution in Item No. 4 has been approved with requisite majority.

Note: There was 13 member abstained from voting on Resolution.

### Restriction on Use

8. This report has been issued at the request of the Company for (i) placing on website of the Company and (ii) website of NSDL. 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.

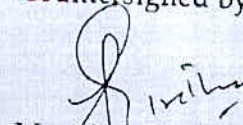
For R & A Associates  
Company Secretaries



(R. Ramakrishna Gupta)  
Practicing Company Secretary  
CP No: 6696  
FCS No: 5523  
UDIN: F005523B001744909



Countersigned by



Mr. Ajay Girdhar  
Director



Place: Hyderabad  
Date: 30<sup>th</sup> December, 2020