

CONSOLIDATED SCRUTINIZER'S REPORT

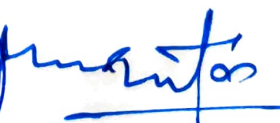
[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

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 13th Annual General Meeting of M/s. Indian Institute of Insurance Surveyors and Loss Assessors held on 27th December, 2021 at 11:00 a.m. at Hotel Best Western Ashoka, Near Metro Station 6-1, 70, Lakdikapul Road, near to Lakdikapul, Hyderabad, Telangana-500004, India also through Video Conferencing Facility ('VC') in accordance with the General Circular Nos. 14/2020, 17/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 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 04th December, 2021 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 04th December, 2021 calling the 13th 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 a 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 were entitled to vote on the resolutions as set out in the AGM Notice. As on cut-off date, there were 6,937 members of the Company.

The Company had dispatched of the Notice of the AGM along with Annual Report for the F.Y. 2020-21 to the members on 05th December, 2021 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.iisla.co.in/>

The Company had published on 06th December, 2021 Advertisement regarding dispatch of AGM Notice along with the Annual Report for F.Y 2020-21 to the Members in "Financial Express" (English -All editions) and "Mana Telangana" (Telugu - Hyderabad edition) Newspapers.




6. **Voting process at the AGM**

- i. On 27th December, 2021 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. Rahul Narayanrao Jadhav, 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, 27th December, 2021 at 03:00 P.M after the conclusion of the AGM.

7. **Remote e-voting process**

- i. The remote e-voting period commenced from, 09: 00 A.M (Server time) on 24th December, 2021 (Friday) and ended on 05:00 P.M. (Server time) on 26th December, 2021 (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 04th December, 2021 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.
8. All the resolutions **except Resolution No 1 (i.e., for adoption of Financial Statements for the F.Y 2020-21)** 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 31st March, 2021, 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	525	525	38.97 %
(b) E-Voting at AGM	5	5	0.37 %
(c) Voting through polling papers at AGM	39	39	2.90 %
TOTAL (a+b+c)	569	569	42.24 %

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	773	773	57.39 %
(b) E-voting at AGM	0	0	0.00 %
(c) Voting through polling papers at AGM	5	5	0.37 %
TOTAL (a+b+c)	778	778	57.76 %

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	5	5
TOTAL (a+b+c)	5	5

Since, the votes cast in favor is less than the votes cast against the resolution. Therefore, the Resolution in Item No. 1 has NOT been approved with requisite majority.

Note: Total No. of Valid Votes : 1347
Total No. of Invalid Votes : 05

There was 1 member abstained from voting on Resolution

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RESOLUTION NO. 2 - ORDINARY BUSINESS

***To appoint a Director in place of Mr. Rahul Narayanrao Jadhav (DIN: 07102203), who retires by rotation through Election process.**

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

In this regard, the Election Officer has issued an Election Notification for the 13th Council Election of IISLA on 27th October, 2021 to conduct the election to fill the offices of the 4 retiring Directors.

As per the provisions of the Companies Act, 2013 and the rules made thereunder, 1/3rd of the Directors shall retire in this AGM, But the voting of the 13th CC Election is scheduled to be held after the 13th Annual General Meeting, therefore the persons who shall be appointed in place of the retiring Directors cannot be ascertained.

Therefore, in this regard, it is necessary that the Members in the AGM shall expressly resolved not to re-appoint the retiring Directors and to pass the resolution to appoint a person in order to fill the such vacant position through 13th Central Council Election undertaken by the election officer.

The winning candidates of the 13th CC Elections shall be appointed on the Council in accordance with the provisions of the Articles of Association of the Company and the Companies Act, 2013.

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	1233	1233	91.47 %
(b) E-Voting at AGM	5	5	0.37 %
(c) Voting through polling papers at AGM	42	42	3.12 %
TOTAL (a+b+c)	1280	1280	94.96 %

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	66	66	4.90 %
(b) E-voting at AGM	0	0	0.00 %
(c) Voting through polling papers at AGM	2	2	0.15 %
TOTAL (a+b+c)	68	68	5.04 %

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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	5	5
TOTAL (a+b+c)	5	5

Note: Total No. of Valid Votes : 1348
Total No. of Invalid Votes : 05

There was no member who was abstained from voting on Resolution.

RESOLUTION NO. 3 - ORDINARY BUSINESS

***To appoint a Director in place of Mr. Alandur Ramachandran Ramesh (DIN: 07108267), who retires by rotation through Election Process:**

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

In this regard, the Election Officer has issued an Election Notification for the 13th Council Election of IISLA on 27th October, 2021 to conduct the election to fill the offices of the 4 retiring Directors.

As per the provisions of the Companies Act, 2013 and the rules made thereunder, 1/3rd of the Directors shall retire in this AGM, But the voting of the 13th CC Election is scheduled to be held after the 13th Annual General Meeting, therefore the persons who shall be appointed in place of the retiring Directors cannot be ascertained.

Therefore, in this regard, it is necessary that the Members in the AGM shall expressly resolved not to re-appoint the retiring Directors and to pass the resolution to appoint a person in order to fill the such vacant position through 13th Central Council Election undertaken by the election officer.

The winning candidates of the 13th CC Elections shall be appointed on the Council in accordance with the provisions of the Articles of Association of the Company and the Companies Act, 2013.



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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	1235	1235	91.69 %
(b) E-Voting at AGM	5	5	0.37 %
(c) Voting through polling papers at AGM	42	42	3.12 %
TOTAL (a+b+c)	1282	1282	95.17 %

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	63	63	4.68 %
(b) E-voting at AGM	0	0	0.00 %
(c) Voting through polling papers at AGM	2	2	0.15 %
TOTAL (a+b+c)	65	65	4.83 %

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	5	5
TOTAL (a+b+c)	5	5

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

Note: Total No. of Valid Votes : 1347
Total No. of Invalid Votes : 05

There was 1 member who was abstained from voting on Resolution.



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RESOLUTION NO. 4 - ORDINARY BUSINESS

***To appoint Director in place of Mr. Rajnish Gunvantrai Desai (DIN: 08517722), who retires by rotation through Election Process.**

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

In this regard, the Election Officer has issued an Election Notification for the 13th Council Election of IISLA on 27th October, 2021 to conduct the election to fill the offices of the 4 retiring Directors.

As per the provisions of the Companies Act, 2013 and the rules made thereunder, 1/3rd of the Directors shall retire in this AGM, But the voting of the 13th CC Election is scheduled to be held after the 13th Annual General Meeting, therefore the persons who shall be appointed in place of the retiring Directors cannot be ascertained.

Therefore, in this regard, it is necessary that the Members in the AGM shall expressly resolved not to re-appoint the retiring Directors and to pass the resolution to appoint a person in order to fill the such vacant position through 13th Central Council Election undertaken by the election officer.

The winning candidates of the 13th CC Elections shall be appointed on the Council in accordance with the provisions of the Articles of Association of the Company and the Companies Act, 2013.

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	1237	1237	92.04 %
(b) E-Voting at AGM	5	5	0.37 %
(c) Voting through polling papers at AGM	42	42	3.13 %
TOTAL (a+b+c)	1284	1284	95.54 %

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	4.32
(b) E-voting at AGM	0	0	0.00
(c) Voting through polling papers at AGM	2	2	0.15
TOTAL (a+b+c)	60	60	4.46



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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	5	5
TOTAL (a+b+c)	5	5

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

Note: Total No. of Valid Votes : 1344

Total No. of Invalid Votes : 05

There were 4 members who was abstained from voting on Resolution.

RESOLUTION NO. 5 - ORDINARY BUSINESS

***To appoint Director in place of Late Shri D. C. S. Raju (DIN: 02629173), who retires by rotation through Election Process.**

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

In this regard, the Election Officer has issued an Election Notification for the 13th Council Election of IIISLA on 27th October, 2021 to conduct the election to fill the offices of the 4 retiring Directors.

As per the provisions of the Companies Act, 2013 and the rules made thereunder, 1/3rd of the Directors shall retire in this AGM, But the voting of the 13th CC Election is scheduled to be held after the 13th Annual General Meeting, therefore the persons who shall be appointed in place of the retiring Directors cannot be ascertained.

Therefore, in this regard, it is necessary that the Members in the AGM shall expressly resolved not to re-appoint the retiring Directors and to pass the resolution to appoint a person in order to fill the such vacant position through 13th Central Council Election undertaken by the election officer.

The winning candidates of the 13th CC Elections shall be appointed on the Council in accordance with the provisions of the Articles of Association of the Company and the Companies Act, 2013.



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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	1233	1233	91.88 %
(b) E-Voting at AGM	5	5	0.37 %
(c) Voting through polling papers at AGM	42	42	3.13 %
TOTAL (a+b+c)	1280	1280	95.38 %

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	60	60	4.47 %
(b) E-voting at AGM	0	0	0.00 %
(c) Voting through polling papers at AGM	2	2	0.15 %
TOTAL (a+b+c)	62	62	4.62 %

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	5	5
TOTAL (a+b+c)	5	5

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

Note: Total No. of Valid Votes : 1342
Total No. of Invalid Votes : 05

There were 6 members who was abstained from voting on Resolution.



Restriction on Use

9. 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.

**Thanking you
Yours faithfully.**

**For R & A Associates
Company Secretaries**



**(R. Ramakrishna Gupta)
Practicing Company Secretary
CP No: 6696
FCS No: 5523
UDIN: F005523C001994831**



Countersigned by



**Mr. Rahul Narayanrao Jadhav
Chairman**

**Place: Hyderabad
Date: 29th December, 2021**