

Ref:MSSL/9040/17-18

July 28, 2017

The Secretary,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: 509760

Sub: Outcome of voting of 78th Annual General Meeting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Dear Sir,

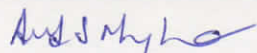
In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per Notice dated May 24, 2017 of the 78th Annual General Meeting (AGM) of the Company held on July 28, 2017 at 11 a.m. at Kilachand Hall, Indian Merchant Chambers, 2nd floor, opp. Churchgate station, Churchgate, Mumbai- 400020.

As per requirements of the Companies Act, 2013 and the Listing Regulations 2015, the Company had provided remote e-voting facility and voting through ballot process at the AGM to its members on the business transacted at the AGM of the Company. The Company had appointed Mr. Anil Jani, Practicing Company Secretary of M/s. Anil Jani & Co. as the scrutinizer for the remote e-voting and voting through ballot process at the AGM. As per the scrutinizer reports, all resolution as set out in the Notice of 78th Annual General Meeting have been duly approved by the members with requisite majority.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Please find attached the consolidated outcome of voting held through remote e-voting and voting through ballot process at the 78th Annual General Meeting of the Company along with the Scrutiniser's Report.

You are requested to kindly take above information on your records.

Thanking You,
For Modern Shares and Stockbrokers Limited



Anil S. Manghnani
(DIN No.:00012806)
Whole Time Director

Encl. as above:

Date of the AGM/EGM	Friday, July 28, 2017
Total number of shareholders on record date	1115
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	7 22
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA NA

Resolution required: (Ordinary/Special)			Ordinary: Consideration and adoption of the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	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
Promoters and Promoters Group	E-Voting	2134784	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		2134784	100.0000	2134784	00	100.0000	0.0000
Public - Institutions	E-Voting	00	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		00	0.0000	00	00	0.0000	0.0000
Public - Non Institutions	E-Voting	796341	203280	25.53	203280	00	100.00	0.0000
	Poll		8994	1.13	8994	00	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		212274	26.66	212274	0	100	0
Total		2931125	2347058	80.07	2347058	0	100	0

Contd.....2

FOR MODERN SHARES AND STOCK BROKERS LIMITED

And S. M. K.
DIRECTOR



(2)

Resolution required: (Ordinary/Special)			Ordinary: Declaration of Dividend					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	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
Promoters and Promoters Group	E-Voting	2134784	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		2134784	100.00	2134784	00	100.0000	0.0000
Public - Institutions	E-Voting	00	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		00	0.0000	00	00	0.0000	0.0000
Public - Non Institutions	E-Voting	796341	203280	25.53	203280	00	100.00	0.0000
	Poll		8994	1.13	8994	00	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		212274	26.66	212274	0	100	0
Total		2931125	2347058	80.07	2347058	0	100	0

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FOR MODERN SHARES AND STOCK BROKERS LIMITED

Ang S Myla
DIRECTOR



Resolution required: (Ordinary/Special)			Ordinary: Appointment of Director in place of Mr. Narendra Hira Advani (DIN: 03351909), who retires by rotation and is eligible for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	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
Promoters and Promoters Group	E-Voting	2134784	1686819	79.02	1686819	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		1686819	79.02	1686819	00	100.00	0.0000
Public - Institutions	E-Voting	00	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		00	0.0000	00	00	0.0000	0.0000
Public - Non Institutions	E-Voting	796341	203280	25.53	203280	00	100.00	0.0000
	Poll		8994	1.13	8994	00	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		212274	26.66	212274	00	100	0.0000
Total		2931125	1899093	64.79	1899093	00	100	0.0000

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FOR MODERN SHARES AND STOCK BROKERS LIMITED

Andis Myh
DIRECTOR



(4)

Resolution required: (Ordinary/Special)			Ordinary: Appointment of Director in place of Ms. Roshan Salim Patheria (DIN: 00651144), who retires by rotation and is eligible for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	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
Promoters and Promoters Group	E-Voting	2134784	1686819	79.02	1686819	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		1686819	79.02	1686819	00	100.00	0.0000
Public - Institutions	E-Voting	00	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		00	0.0000	00	00	0.0000	0.0000
Public - Non Institutions	E-Voting	796341	203280	25.53	203280	00	100.00	0.0000
	Poll		8994	1.13	8994	00	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		212274	26.66	212274	00	100	0.0000
Total		2931125	1899093	64.79	1899093	00	100	0.0000

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FOR MODERN SHARES AND STOCK BROKERS LIMITED

And J Mylo
DIRECTOR




(5)

Resolution (Ordinary/Special) required:			Ordinary: To Appoint Auditor M/s. Baheti & Co. Chartered Accountants, for a term of five years commencing from the Company Financial Year 2017-18 also giving powers to Board of Directors for fixing of their remuneration.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	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
Promoters and Promoters Group	E-Voting	2134784	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		2134784	100.00	2134784	00	100.0000	0.0000
Public - Institutions	E-Voting	00	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total							
Public - Non Institutions	E-Voting	796341	203280	25.53	203280	00	100.00	0.0000
	Poll		8994	1.13	8994	00	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		212274	26.66	212274	0	100	0
Total		2931125	2347058	80.07	2347058	0	100	0

Conted.....6

FOR MODERN SHARES AND STOCK BROKERS LIMITED



DIRECTOR



(6)

Resolution required: (Ordinary/Special)			Special: To relocate the office of the Company's Registrar and Share Transfer Agent (RTA) i.e Link Intime India Private Limited at C-101, 247 Park, L.B.S Marg, Vikhroli (west), Mumbai - 400083 and keeping, maintaining and preserving Registers/Index of Members at their office.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	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
Promoters and Promoters Group	E-Voting	2134784	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		2134784	100.00	2134784	00	100.0000	0.0000
Public - Institutions	E-Voting	00	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total							
Public - Non Institutions	E-Voting	796341	203380	25.54	203380	00	100.00	0.00
	Poll		8994	1.13	8994	00	100.00	0.00
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		212374	26.67	212374	00	100	0.0000
Total		2931125	2347158	80.08	2347158	00	100	0.00

FOR MODERN SHARES AND STOCK BROKERS LIMITED

Andrzej Mylo
DIRECTOR





Anil G. Jani
B.Com, LL.B., F.C.S.

Anil Jani & Co.
Company Secretaries

FORM No. MGT-13
REPORT OF SCRUTINIZER(S)

[Pursuant to rule section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
Modern Shares and Stockbrokers Limited
(CIN No.: L45200MH1939PLC002958)
Wankhede Stadium North Stand, L and M Wings
D Road, Churchgate,
Mumbai 400020

Sub: Scrutinizer's Report - Combine report on e-voting and poll

Ref: 78th Annual General Meeting of the Equity Shareholders of Modern Shares and Stockbrokers Limited held on Friday, July 28, 2017 at Kilachand Hall, Indian Merchant Chambers, 2nd Floor, Opp. Churchgate Station, Churchgate, Mumbai - 400020 at 11.00 a.m.

Dear Sir,

I, CS Anil Jani, proprietor of Anil Jani & Company, Practising Company Secretaries was appointed as Scrutinizer(s) vide Board resolution dated 24th May, 2017 to act as such for e-voting and poll through ballot paper in the Annual General Meeting in respect of the resolutions proposed to be passed in the 78th Annual General Meeting to seek approval of the Equity Shareholders of Modern Shares and Stockbrokers Limited (CIN No.: L45200MH1939PLC002958), held on Friday, July 28, 2017 at 11.00 a.m.

Pursuant to my appointment and the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed the scrutiny of e-voting and poll process of the Annual General Meeting at the request of the management. I hereby submit my combined report on e-voting and poll as under:

1. As informed, the Company has completed on 04th July, 2017 the dispatch of Notice to all members through e-mails with the details of Login ID and password to those members who are holding shares in demat form and by courier on 05th July, 2017 to all other members who are holding shares in physical form as well as whose e-mail ID got bounced and was failed to deliver.
2. The Shareholder of the Company had option to vote on resolution either through remote e-voting facility through designated website of <https://www.evoting.nsdl.com> of NSDL or through the physical ballot form distributed at the venue at the time of signing of attendance slip to all the shareholders.
3. All votes casted electronically through NSDL portal from Tuesday 25th July, 2017 (9.00 a.m. IST) upto Thursday 27th July, 2017 (5.00 p.m. IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.





4. The cut-off date of identification of shareholders eligible to vote on resolutions placed for approval of the members was Thursday 20th July, 2017 and the total number of eligible shareholder as on date was 1115 (One Thousand One Hundred Fifteen).
5. At the Annual General Meeting, 1(One) ballot box was kept for polling and was duly locked in my presence. The locked ballot box was subsequently opened in presence of two independent persons, who were not employees of the Company. The poll papers were diligently scrutinised and were reconciled with the record maintained by the Registrar and Transfer Agents of the Company and the authorisation/ proxies lodged with the Company.
6. The NSDL provided me access to the records in pursuance of Rules 20(4)(xiii) of the Companies (management and Administration) Rules, 2014 so as to ensure the members who have availed the facility of e-voting have not again voted in the Annual General Meeting.
7. 28 (Twenty-eight) members casted their votes through remote e-voting and 10 (Ten) members casted their vote under poll conducted through ballot paper in the Annual General Meeting.
8. A summary of the votes cast electronically as well as under poll through ballot paper in the Annual General Meeting are as under:

RESOLUTION NO.1:- (Ordinary Resolution)

To consider and adopt the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	27	2338064	100
B. Ballot Paper	10	8994	100
C. Total (A+B)	37	2347058	100

(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed unanimously





RESOLUTION NO.2:- (Ordinary Resolution)

To declare dividend on equity shares of the company for the year ended March 31, 2017.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	27	2338064	100
B. Ballot Paper	10	8994	100
C. Total (A+B)	37	2347058	100

(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed unanimously

RESOLUTION NO.3:- (Ordinary Resolution)

To appoint a Director in place of Mr. Narendra Hira Advani (DIN: 03351909) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	25	1890099	100
B. Ballot Paper	10	8994	100
C. Total (A+B)	35	1899093	100

(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0





(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed unanimously.

RESOLUTION NO.4:- (Ordinary Resolution)

To appoint a Director in place of Ms. Roshan Salim Patheria (DIN: 00651144) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	25	1890099	100
B. Ballot Paper	10	8994	100
C. Total (A+B)	35	1899093	100

(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed unanimously

RESOLUTION NO.5:- (Ordinary Resolution)

To appoint Auditors M/s Baheti & Co., Chartered Accountants, for a term of five years commencing from the Company Financial Year 2017-18 also giving powers to Board of Directors for fixing of their remuneration.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	27	2338064	100
B. Ballot Paper	10	8994	100
C. Total (A+B)	37	2347058	100





(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed unanimously.

RESOLUTION NO.6:- (Special Resolution)

To relocate the office of the Company's Registrar and Share Transfer Agent (RTA) i.e Link Intime India Private Limited at C-101, 247 Park, L.B.S Marg, Vikhroli (west), Mumbai - 400083 and keeping, maintaining and preserving Registers/Index of Members at their office.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	28	2338164	100
B. Ballot Paper	10	8994	100
C. Total (A+B)	38	2347158	100

(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed unanimously.





Anil G. Jani
B.Com, LL.B., F.C.S.

Anil Jani & Co.
Company Secretaries

9. I am pleased to inform you that the ordinary resolutions and special resolution in Item No. 1 to 6 of the Notice dated 24th May, 2017 have been duly **Passed unanimously**.
10. Accordingly you may take on record the results of the remote e-voting and poll process through ballot paper in the Annual General Meeting as mentioned herein above and declare the results.
11. I have issued separate report of e-voting and poll through ballot paper conducted at the 78th Annual General Meeting.

I have kept the records of assent or dissent in remote e-voting as well as poll through ballot paper in the Annual General Meeting. The same has been handed over to the compliance officer for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and Rules made there under.

Thanking you,

Yours faithfully,

For ANIL JANI & COMPANY
Company Secretaries

Mr. Anil Jani
(Proprietor)
FCS: 2506 CP: 9154
Scrutinizer



Place: Mumbai
Dated: 28th July, 2017