



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 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 Wing
D Road, Churchgate,
Mumbai - 400020.

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

Ref: 79th Annual General Meeting of the Equity Shareholders of Modern Shares and Stockbrokers Limited held on Thursday, August 02, 2018 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 23rd May, 2018 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 79th Annual General Meeting to seek approval of the Equity Shareholders of Modern Shares and Stockbrokers Limited (CIN No.: L45200MH1939PLC002958), held on Thursday, August 02, 2018 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 06th July, 2018 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 06th July, 2018 to all other members who are holding shares in physical form as well as to those members on 09th July, 2018 whose e-mail ID got bounced and was failed to deliver.
2. The Members of the Company had option to vote on resolutions either through remote e-voting facility through designated website of <https://instavote.linkintime.co.in> of Link Intime India Private Limited (LIPL) 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 LIPL portal from Monday 30th July, 2018 (9.00 a.m. IST) upto Wednesday 01st August, 2018 (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 Wednesday 25th July, 2018 and the total number of eligible shareholder as on date was 967 (Nine Hundred and Sixty Seven).
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 scrutinized and were reconciled with the record maintained by the Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
6. The LIPL 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. 17 (Seventeen) members casted their votes through remote e-voting and 11 (Eleven) 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, 2018 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 | 17 | 2187714 | 100.00 |
| B. Ballot Paper | 11 | 12789 | 100.00 |
| C. Total (A+B) | 28 | 2200503 | 100.00 |

(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, 2018.

(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 | 17 | 2187714 | 100.00 |
| B. Ballot Paper | 11 | 12789 | 100.00 |
| C. Total (A+B) | 28 | 2200503 | 100.00 |

(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. Ghansham Shewakramani (DIN: 00413343) 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 | 17 | 2187714 | 100.00 |
| B. Ballot Paper | 11 | 12789 | 100.00 |
| C. Total (A+B) | 28 | 2200503 | 100.00 |

(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)

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the dispatch of the document by the Company and that no such request shall be entertained by the Company to post the dispatch of such document by the Company to the shareholder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

(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 | 17 | 2187714 | 100.00 |
| B. Ballot Paper | 11 | 12789 | 100.00 |
| C. Total (A+B) | 28 | 2200503 | 100.00 |

(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 |





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

Anil Jani & Co.
Company Secretaries

(iii) Invalid Votes:

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

Passed Unanimously.

9. I am pleased to inform you that the ordinary resolutions in Item No. 1 to 4 of the Notice dated 23rd May, 2018 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 79th 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: 03rd August, 2018.

| | |
|--|----------------------------------|
| Date of the AGM/EGM | Thursday, August 02, 2018 |
| Total number of shareholders on record date | 967 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | 9 25 |
| 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, 2018 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 | 2085184 | 97.6766 | 2085184 | 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 | | 2085184 | 97.6766 | 2085184 | 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 | 102530 | 12.8751 | 102530 | 00 | 100.00 | 0.0000 |
| | Poll | | 12789 | 1.6060 | 12789 | 00 | 100.00 | 0.0000 |
| | Postal Ballot (if applicable) | | 00 | 0.0000 | 00 | 00 | 0.0000 | 0.0000 |
| | Total | | 115319 | 14.4811 | 115319 | 00 | 100.00 | 0.0000 |
| Total | | 2931125 | 2200503 | 75.0737 | 2200503 | 00 | 100.00 | 0.0000 |

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FOR MODERN SHARES AND STOCK BROKERS LIMITED


And S Myha
DIRECTOR



| 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 | 2085184 | 97.6766 | 2085184 | 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 | | 2085184 | 97.6766 | 2085184 | 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 | 102530 | 12.8751 | 102530 | 00 | 100.00 | 0.0000 |
| | Poll | | 12789 | 1.6060 | 12789 | 00 | 100.00 | 0.0000 |
| | Postal Ballot (if applicable) | | 00 | 0.0000 | 00 | 00 | 0.0000 | 0.0000 |
| | Total | | 115319 | 14.4811 | 115319 | 00 | 100.00 | 0.0000 |
| Total | | 2931125 | 2200503 | 75.0737 | 2200503 | 00 | 100.00 | 0.0000 |

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FOR MODERN SHARES AND STOCK BROKERS LIMITED



DIRECTOR



| Resolution required: (Ordinary/Special) | | | Ordinary: Appointment of Director in place of Mr. Ghansham Shewakramani (DIN: 00413343), 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 | 2085184 | 97.6766 | 2085184 | 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 | | 2085184 | 97.6766 | 2085184 | 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 | 102530 | 12.8751 | 102530 | 00 | 100.00 | 0.0000 |
| | Poll | | 12789 | 1.6060 | 12789 | 00 | 100.00 | 0.0000 |
| | Postal Ballot (if applicable) | | 00 | 0.0000 | 00 | 00 | 0.0000 | 0.0000 |
| | Total | | 115319 | 14.4811 | 115319 | 00 | 100.00 | 0.0000 |
| Total | | 2931125 | 2200503 | 75.0737 | 2200503 | 00 | 100.00 | 0.0000 |

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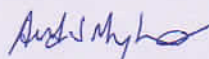
FOR MODERN SHARES AND STOCK BROKERS LIMITED

And J Myha
DIRECTOR



| | | | | | | | | | |
|--|-------------------------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|--|
| Resolution (Ordinary/Special) | | | required: | Ordinary: "RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the dispatch of the document by the Company and that no such request shall be entertained by the Company to post the dispatch of such document by the Company to the shareholder.' 'RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution." | | | | | |
| 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 | 2085184 | 97.6766 | 2085184 | 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 | | 2085184 | 97.6766 | 2085184 | 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 | 102530 | 12.8751 | 102530 | 00 | 100.00 | 0.0000 | |
| | Poll | | 12789 | 1.6060 | 12789 | 00 | 100.00 | 0.0000 | |
| | Postal Ballot (if applicable) | | 00 | 0.0000 | 00 | 00 | 0.0000 | 0.0000 | |
| | Total | | 115319 | 14.4811 | 115319 | 00 | 100.00 | 0.0000 | |
| Total | | 2931125 | 2200503 | 75.0737 | 2200503 | 00 | 100.00 | 0.0000 | |

FOR MODERN SHARES AND STOCK BROKERS LIMITED



DIRECTOR

