



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

02-08-2021

To,

The Chairman

MODERN CONVERTERS LTD

CIN: L01132WB1946PLC013314

Regd. Office: 56E HEMANTA BASU SARANI

OLD 4 BBD BAGH EASTROOM NO 14A

KOLKATA WB 700001 IN

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Members during the 75th Annual General Meeting of your Company held on Saturday, July 31, 2021 at 02:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizers Report, which is comprehensive and self explanatory in all respects.

SCRUTINIZER'S REPORT

	Name of the Company	Modern Converters Limited	
	Meeting	75 th Annual General Meeting	
	Day, Date & Time	Saturday, July 31, 2021 at 02:00 P.M	
1. as	Deemed Venue	56E HEMANTA BASU SARANI OLD 4 BBD BAGH EAST ROOM NO 14A KOLKATA WB 700001 IN	Appointment Scrutinizer
We	Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	were appointed as

the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 75th Annual General Meeting ("AGM") of **MODERN CONVERTERS LTD** (hereinafter referred to as the Company) scheduled on **Saturday, July 31, 2021 at 02:00 P.M** held through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

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2. Dispatch of Notice convening the AGM

- a. Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, advertisement was published in Business Standard (English newspaper) and Arthik Lipi (Bengali Newspaper)(vernacular language newspaper),having electronic editions on July 09, 2021 and July 10,2021 respectively specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- b. The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on July 07, 2021.
- c. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Maheshwari Datamatics Pvt. Ltd. the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively.

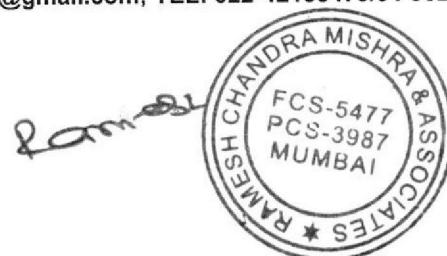
Cut-off date

Voting rights were reckoned as on Saturday, July 24, 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

Remote e-voting process

- a. Agency - The Company appointed CDSL as the agency for providing the platform for remote e-voting and e-voting during the AGM.

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b. Remote e-voting period

Remote e-voting platform was open from Wednesday, July 28th, 2021 at 9:00 a.m. IST and ends on Friday, July 30th, 2021 at 5:00 p.m. IST and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by CDSL.

c. Voting at the AGM

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

Results

We observed that:

- a) 2 Members had cast their votes through e-voting during the AGM;
- b) 19 Members had cast their votes through remote e-voting.





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Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated May 27, 2021 is enclosed herewith.

Based on the aforesaid results, we report that 06 Ordinary Resolutions as set out in Item Nos. 1 to 5, 17 and 11 special Resolution as set out in Item No 6 to 16 of the Notice of the AGM dated May 27, 2021 have been passed with the requisite majority.

CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

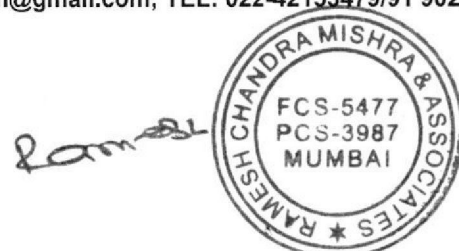
Item No. 2: To appointment of auditors of the Company and to fix their remuneration.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 3: Regularisation Of Appointment Of Mr. Sukhdeep Singh (Din : 07722411) As Director Of The Company:

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Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 4: REGULARISATION OF APPOINTMENT OF MR. SHASHIKANT GANGADHAR BHOGE (DIN : 05345105) AS DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 5: REGULARISATION OF APPOINTMENT OF MS. VAISHALI SAHEBRAO MULAY (DIN : 06444900) - AS DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 6: SHIFTING OF THE REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE I.E FROM THE STATE OF WEST BENGAL TO THE STATE OF MAHARASHTRA AND ALTERATION OF MEMORANDUM OF ASSOCIATION

Particulars			Total	Percentage

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	Remote e-voting		Voting at the AGM				%
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	1750924	1	1	18	1750925	99.9998
Dissent	2	2	1	1	3	3	0.0002
Total	19	1750926	2	2	21	1750928	

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 6 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 7: Change of name of the company from Modern Converters Limited to Modern Engineering and Projects Limited

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 7 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 8: Alteration/enlargement of main object clause of Memorandum of Association of the Company

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	1750925	2	2	20	1750927	99.99994
Dissent	1	1	0	0	1	1	0.00006
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 8 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 9: To adopt a new set of Memorandum of Association (MOA) of the company as per Companies Act, 2013.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	1750925	2	2	20	1750927	99.99994

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Ramesh





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Dissent	1	1	0	0	1	1	0.00006
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 9 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 10: To adopt a new set of Articles of Association (AOA) of the company as per Companies Act, 2013.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	1750925	2	2	20	1750927	99.99994
Dissent	1	1	0	0	1	1	0.00006
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 10 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 11: TO INCREASE THE AUTHORISED CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 11 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 12: To ALTER THE CLAUSE NO. V of THE MEMORANDUM OF ASSOCIATION.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

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Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 12 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 13: Borrowing Power

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	1750926	2	2	21	1750928	100
Dissent	0	0	0	0	0	0	0
Total	19	1750926	2	2	21	1750928	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 13 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 14: Creation of Mortgage / Charge on the assets of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	471642*	2	2	21	471644	100
Dissent	0	0	0	0	0	0	0
Total	19	471642	2	2	21	471644	100

* 1279284 votes considered as invalid for this resolution.

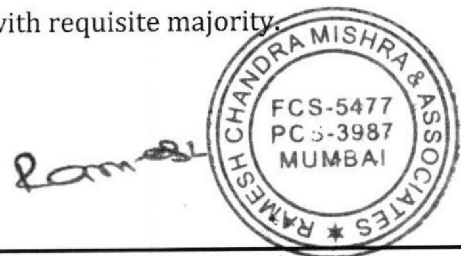
Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 14 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 15: Approval for Material Related Party Transaction(s).

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	471642*	2	2	21	471644	100
Dissent	0	0	0	0	0	0	0
Total	19	471642	2	2	21	471644	100

* 1279284 votes considered as invalid for this resolution.

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 15 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.





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Item No. 16: TO CONSIDER THE CONVERSION OF LOANS/ADVANCES RECEIVED FROM PROMOTER AND PROMOTER GROUP, INTO EQUITY SHARES THAT WAS USED FOR WORKING CAPITAL REQUIREMENT CORPORATE REQUIREMENTS OF THE COMPANY.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	471642*	2	2	21	471644	100
Dissent	0	0	0	0	0	0	0
Total	19	471642	2	2	21	471644	100

* 1279284 votes considered as invalid for this resolution.

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 16 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

Item No. 17: RELATED PARTY TRANSACTIONS: FOR GOODS AND SERVICES: APPROVAL FOR RELATED PARTY TRANSACTIONS TO PASS THE FOLLOWING RESOLUTION

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	19	471642*	2	2	21	471644	100
Dissent	0	0	0	0	0	0	0
Total	19	471642	2	2	21	471644	100

* 1279284 votes considered as invalid for this resolution.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 17 of the Notice of the AGM dated May 27, 2021 has been passed with requisite majority.

For Ramesh Chandra Mishra & Associates

Ramesh

Ramesh Chandra Mishra
Practicing Company Secretary
Membership No.5477 COP No. : 3987
UDIN: F005477C000722149
Date: 02/08/2021

