

MODERN SHARES AND STOCKBROKERS LIMITED

Wankhede Stadium North Stand, Staircase No. 13,D' Road, Churchgate, Mumbai – 400020

CIN No.: L45200MH1939PLC002958

Tel.: (022) 42122400 (10 Lines) / Fax No.: (022) 42122441

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Visit us at : www.modernshares.com

Date: 31st March, 2015

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400001

Kind Attn: Corporate Relationship Department

Sub: Details of Voting results in respect of Postal Ballot of the Company vide Postal Ballot Notice dated February 18, 2015, as per Clause 35A of the Listing Agreement

Dear Sirs,

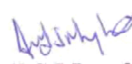
This is with reference to our Postal Ballot Notice Dated February 18, 2015 sent to the Members of the Company seeking their Consent through Postal Ballot mechanism in accordance with the applicable provisions including provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rules made thereunder, other applicable provisions of the Companies Act, 2013 and Listing Agreement.

Relevant dates under Postal Ballot mechanism were as under:

Sr. No.	Description	Particulars
1	Date of determination of entitlement to receive Postal Ballot notice along with Postal ballot Form	February, 20 2015
2	Total Number of Shareholders as at February, 20 2015	1128
3	Last date and time by which Postal Ballot Forms were to be received from the members of the Company	March, 30 2015 (on or before 2.30 p.m.)
4	Date of declaration of Postal Ballot Result	March, 31 2015

In accordance with the Clause 35A of the Listing Agreement, please find attached the Postal Ballot results for the agenda items transacted by the Postal Ballot (including e-voting) for Ordinary and Special Resolution mentioned in Postal Ballot Notice Dated 18th February, 2015 declared by the Company at 3.30p.m. at the Registered Office of the Company.

For Modern Shares and Stockbrokers Limited


Anil S Manghnani
Whole Time Director
DIN No.: 00012806

Place: Mumbai

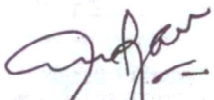
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I would like to inform you that all the above Ordinary Resolution(s) at Item No.: 1 & 2 and Special Resolution(s) at Item No.: 3 & 4 of the Notice Dated 18th February, 2015 have been passed with requisite majority. You may accordingly declare the result of the Postal Ballot voting.

The Poll papers and all other relevant records shall be handed over to Mr. R. N Shenvi, Executive/Compliance Officer of the Company for safe keeping in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 (11) of the Companies (Management and Administration) Rules, 2014.

Thanking you,
Yours faithfully,

For ANIL JANI & COMPANY



Scrutinizer
Name: Mr. Anil Jani
Anil Jani & Company,
Company Secretaries
FCS: 2506 CP: 9154



Place: Mumbai
Dated: March 31, 2015

Item No.: 4

Result of Postal Ballot - Special Resolution for consent of the Company U/s. 180(1)(a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

Sr. No.	Particulars	Physical	Electronic	Total
1	Total Postal Ballot forms received/ no. of members who exercised votes through e-voting	30	16	46
2	Less: Invalid Postal Ballot forms/ no. of members who exercised invalid votes through e-voting	2	0	2
3	Net Valid Postal Ballot forms received/ no. of members who exercised votes through e-voting	28	16	44
4	Total No. of votes cast	2868	2234984	2237852
5	Less: Invalid no. of votes cast	540	0	540
6	Valid no. of votes cast (NET)	2328	2234984	2237312
7	Total no. of votes with assent for the resolution	2318	2234984	2237302
8	Total no. of votes with dissent for the resolution	10	0	10
9	% of total votes cast in favour of the resolution	99.57	100	99.78
10	% of total votes cast against the resolution	0.43	0	0

Details of voting results as per clause 35A of the Listing Agreement:

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	(3)=(2)/(1)* 100	(4)	(5)	(6)=(4)/(2) *100	(7)=(5)/(2)*10 0
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102528	13.41	102518	10	99.99	0.01
Total	2931125	2237312	76.33	2237302	10	99.999	0.001

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Item No.: 3

Result of Postal Ballot - Special resolution for consent of the Company U/s. 180(1)(c) of the Act to the Board of Directors to borrow upto Rs. 100 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

Sr. No.	Particulars	Physical	Electronic	Total
1	Total Postal Ballot forms received/ no. of members who exercised votes through e-voting	30	16	46
2	Less: Invalid Postal Ballot forms/ no. of members who exercised invalid votes through e-voting	2	0	2
3	Net Valid Postal Ballot forms received/ no. of members who exercised votes through e-voting	28	16	44
4	Total No. of votes cast	2868	2234984	2237852
5	Less: Invalid no. of votes cast	540	0	540
6	Valid no. of votes cast	2328	2234984	2237312
7	Valid no. of votes cast (NET)	2318	2234984	2237302
8	Total no. of votes with assent for the resolution	10	0	10
9	Total no. of votes with dissent for the resolution	99.57	100	99.78
10	% of total votes cast in favour of the resolution	0.43	0	0
	% of total votes cast against the resolution			

Details of voting results as per clause 35A of the Listing Agreement:

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	(3)=(2)/(1) *100	(4)	(5)	(6)=(4)/(2)* 100	(7)=(5)/(2)*10 0
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102528	13.41	102518	10	99.99	0.01
Total	2931125	2237312	76.33	2237302	10	99.999	0.001

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Item No.: 2

Result of Postal Ballot - Ordinary Resolution for appointment of Mr. Ashok Tikamdas Kukreja as an Independent Director

Sr. No.	Particulars	Physical	Electronic	Total
1	Total Postal Ballot forms received/ no. of members who exercised votes through e-voting	30	16	46
2	Less: Invalid Postal Ballot forms/ no. of members who exercised invalid votes through e-voting	2	0	2
3	Net Valid Postal Ballot forms received/ no. of members who exercised votes through e-voting	28	16	44
4	Total No. of votes cast	2868	2234984	2237852
5	Less: Invalid no. of votes cast	540	0	540
6	Valid no. of votes cast (NET)	2328	2234984	2237312
7	Total no. of votes with assent for the resolution	2328	2234984	2237312
8	Total no. of votes with dissent for the resolution	0	0	0
9	% of total votes cast in favour of the resolution	100	100	100
10	% of total votes cast against the resolution	0	0	0

Details of voting results as per clause 35A of the Listing Agreement:

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	(3)=(2)/(1) *100	(4)	(5)	(6)=(4)/(2)* 100	(7)=(5)/(2)*10 0
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102528	13.41	102528	0	100.00	0.00
Total	2931125	2237312	76.33	2237312	0	100.00	0.00

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Item No.: 1

Result of Postal Ballot - Ordinary Resolution for appointment of Mr. Udaykumar Isserdas Mallik as an Independent Director

Sr. No.	Particulars	Physical	Electronic	Total
1	Total Postal Ballot forms received/ no. of members who exercised votes through e-voting	30	16	46
2	Less: Invalid Postal Ballot forms/ no. of members who exercised invalid votes through e-voting	1	0	1
3	Net Valid Postal Ballot forms received/ no. of members who exercised votes through e-voting/postal ballot	29	16	45
4	Total No. of votes cast	2868	2234984	2237852
5	Less: Invalid no. of votes cast	300	0	300
6	Valid no. of votes cast (NET)	2568	2234984	2237552
7	Total no. of votes with assent for the resolution	2568	2234984	2237552
8	Total no. of votes with dissent for the resolution	0	0	0
9	% of total votes cast in favour of the resolution	100	100	100
10	% of total votes cast against the resolution	0	0	0

Details of voting results as per clause 35A of the Listing Agreement:

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	(3)=(2)/(1) *100	(4)	(5)	(6)=(4)/(2)* 100	(7)=(5)/(2) *100
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102768	13.44	102768	0	100.00	0.00
Total	2931125	2237552	76.33	2237552	0	100.00	0.00

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(2)

2. The shareholders of the Company had option to vote on resolutions either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website www.evotingindia.com of CDSL.
3. The particulars of all Postal Ballot forms received from the Members as well as details of e-voting as recorded through online platform provided by CDSL have been consolidated and entered in a Computerized Register separately maintained for the purpose.
4. The physical postal ballot forms were kept under our safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
5. The ballot box was duly opened after business hours i.e. 3.00 p.m. on 31st March 2015 in my presence along with two witnesses who are not any employee of the company with due identification marks placed by me and the electronic votes were duly examined. The Poll papers were diligently scrutinized and the detail of shareholders with signature was verified on random basis.
6. The postal ballot forms were duly scrutinized and the Shareholding was matched/ confirmed with the Register of Shareholder(s) of the Company.
7. All the postal ballot forms received either in physical or by casting of votes electronically through CDSL portal up to the close of working hours i.e. 2.30 p.m. on 30th March, 2015, the last date and time fixed by the company for receipt of the terms were considered for my scrutiny.
8. The poll papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
9. Envelopes containing Nil postal ballot forms received after the close of working hours i.e. after 2.30 p.m. on 30th March, 2015 were not considered for my scrutiny and kept separately.
10. Envelopes containing Nil postal ballot forms returned undelivered were not opened and they are kept separately.
11. I have not found any defaced or mutilated ballot paper.
12. No duplicate ballot forms were issued by the Company as the Company has provided facility of downloading blank ballot forms itself from the website of the Company in case of requirement of duplicate ballot forms hence no need of issuance of duplicate ballot forms by the Company.
13. In terms of point B of general information in E-voting given along with Notice, the e voting will be considered valid in case the shareholders opted to vote through both modes i.e physical as well as electronically.
14. A summary of the Postal Ballot forms received/ votes cast electronically as well as details of voting results as per clause 35A of the Listing Agreement are given below:

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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 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairperson,
Modern Shares and Stockbrokers Limited
(CIN No.: L45200MH1939PLC002958)
Wankhede Stadium,
Staircase No. 13, D' Road,
Churchgate, Mumbai - 400020

Dear Sir,

The Board of Directors of the Company had vide resolution passed on February 18, 2015 appointed me as Scrutinizer for conducting the Postal Ballot voting process in pursuance of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to seek the approval of the holders of Equity Shares for passing of two (2) Ordinary Resolution and two (2) Special Resolution as under:

Ordinary Resolutions:

1. Appointment of Mr. Udaykumar Isserdas Mallik (DIN: 00012099) as a non-executive Independent Director.
2. Appointment of Mr. Ashok Tikamdas Kukreja (DIN 00463526) as a non-executive Independent Director.

Special Resolutions:

3. Increasing the borrowing power of the Company to Rs. 100 Crores (Rupees One Hundred Crores Only).
4. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

I have completed the scrutiny of online voting of postal ballot (e-voting) and the postal ballot forms received and submit my report as under:

1. The Company has completed on 28th February, 2015, the dispatch of Notice along with Postal Ballot Forms and a self addressed postage prepaid business reply envelope to its members through registered post, whose email ID was not registered with the company or its Registrar and Transfer Agent and sent an email through Central Securities Depository Limited (CDSL) along with the details of Login ID and password to its members whose Email Id was registered with the Company or its Registrar and Transfer Agent as on cut-off date i.e. 20th February, 2015. Total Shareholders of the Company as on cut-off date were 1128

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RESOLUTION NO.: 3

Details of Agenda: Consent of the Company U/s. 180(1)(c) of the Act to the Board of Directors to borrow upto Rs. 100 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

Resolution Required: **Special Resolution**

Mode of Voting: **Postal Ballot**

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102528	13.41	102518	10	99.99	0.01
Total	2931125	2237312	76.33	2237302	10	99.999	0.001

Passed with requisite majority as a Special Resolution.

RESOLUTION NO.: 4

Details of Agenda: For consent of the Company U/s. 180(1)(a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

Resolution Required: **Special Resolution**

Mode of Voting: **Postal Ballot**

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102528	13.41	102518	10	99.99	0.01
Total	2931125	2237312	76.33	2237302	10	99.999	0.001

Passed with requisite majority as a Special Resolution.

For Modern Shares and Stockbrokers Limited

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

Place: Mumbai
Date: March 31, 2015

MODERN SHARES AND STOCKBROKERS LIMITED

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Email Id: modernshare@hotmail.com / investor_gravinses@modernshares.com/

Visit us at : www.modernshares.com

RESULT OF THE POSTAL BALLOT IN THE SPECIFIED FORMAT UNDER CLAUSE 35A OF THE LISTING AGREEMENT:

RESOLUTION NO.: 1

Details of Agenda: **Appointment of Mr. Udaykumar Isserdas Mallik as an Independent Director**

Resolution Required: **Ordinary Resolution**

Mode of Voting: **Postal Ballot**

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes-polled	% of Votes against on votes polled
	(1)	(2) total	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102768	13.44	102768	0	100.00	0.00
Total	2931125	2237552	76.33	2237552	0	100.00	0.00

Passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO.: 2

Details of Agenda: **Appointment of Mr. Ashok Tikamdas Kukreja as an Independent Director**

Resolution Required: **Ordinary Resolution**

Mode of Voting: **Postal Ballot**

Promoter/ Public	No. of shares held	Total no. of votes polled	% of votes polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2) total	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter and promoter group	2166654	2134784	98.53	2134784	0	100.00	0.00
Public- Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- other	764471	102528	13.41	102528	0	100.00	0.00
Total	2931125	2237312	76.33	2237312	0	100.00	0.00

Passed with requisite majority as an Ordinary Resolution.