

MINUTES OF THE SEVENTY-EIGHTH ANNUAL GENERAL MEETING OF M/S. MODERN SHARES AND STOCKBROKERS LIMITED HELD ON FRIDAY, JULY 28, 2017 AT 11 A.M. AT THE KILACHAND HALL, INDIAN MERCHANT CHAMBERS, 2ND FLOOR, OPP. CHURCHGATE STATION, CHURCHGATE, MUMBAI- 400020

PRESENT:

| | |
|---------------------------|--|
| Mr. U.K.Mallik | - Chairperson & Non-Executive Director (Independent) |
| Mr. Anil S Manghnani | - Whole Time Director |
| Mr. Narendra H. Advani | - Director |
| Mr. Ghansham Shewakramani | - Director |
| Mr. Ashok T. Kukreja | - Independent Director |

Leave of absence was granted to Mrs. Roshan Patheria – Women Director due to her pre-occupation.

By Invitation:

Mr. Radhakrishna Shenvi, Chief Financial Officer & Compliance Officer of the Company was present.

Mr. Nikhil Rathod, Chartered Accountants of M/s. Bhandari Dastur Gupta & Associates Auditors of the company was present by invitation.

The Meeting started sharp at 11.a.m.

The Chairperson informed that in aggregate 29 Members were present in person, 2 Members were represented by their proxies and 4 Authorised Representatives were present.

The Chairperson introduced all the Directors sitting on Dais to the Shareholders.

The Chairperson announced that 2 proxies covering all 51220 Equity Shares were received by the company.

The following documents and registers were Kept Open for inspection of the members throughout the meeting:

- i. Directors Report for the Financial Year ended March 31, 2017
- ii. The Audited Accounts and Auditors Report thereon for the Financial Year ended March 31, 2017
- iii. Register of Contract and Register of Investments.
- iv. Register of Directors & Director Shareholding
- v. Minutes of General Meeting

The Chairperson commenced the meeting by welcoming the Members to the 78th Annual General Meeting. The Chairperson announced that the requisite quorum being present, the meeting was called to order.

1. NOTICE OF THE MEETING:

With the permission of the members present at the meeting, the Notice conveying the 78th Annual General Meeting of the Company, as circulated to the members of the Company were taken as read.

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2. AUDITORS' REPORT:

The Chairperson informed that there are no qualifications, observations or comments on the financial transactions or matters in the Auditor's report to the members, which have any adverse effect on the functioning of the Company. The same was taken as read with the permission of the members.

3. SECRETARIAL AUDIT REPORT:

The Chairperson informed that observations were made by the Practicing Company Secretary in his Secretarial Auditor's Report, which was read out by the Chairperson himself along with the explanations as mentioned in the Director's Report.

4. DIRECTORS'S REPORT AND ACCOUNTS:

The Audited Profit and Loss Account and the Balance Sheet as on 31st March, 2017 together with Directors' Report were placed before the meeting. With the consent of the members present it was taken as read.

5. CHAIRPERSON'S STATEMENT:

'Quote'

I welcome you all to the 78th Annual General Meeting of your Company.

The Financial year 2016-17 has been an interesting one for the stock markets. It started on a positive note with the stock market doing reasonably well before we had events such as the surgical strikes and then Demonetization which came as a major surprise to the markets and the country in general. After a couple of months of correction, we have seen a remarkable rise in the markets to new life highs. The participation has been broad based with midcap and small cap stocks also performing well.

While the markets have been surging ahead, the earnings now need to play catch up as valuations are looking stretched. Inflation has come down drastically but at the same time we are witnessing a slowdown in industrial production and manufacturing activity. Some of the slowdown can be attributed to GST as people get used to the new accounting system and payment of taxes. In addition, manufacturers and traders are keen to clear old stock first before executing new orders. Thus we can expect a short term temporary dip in overall activity.

The government is doing a great job in pushing forward reforms as can be seen by events such as Demonetization and the recent implementation of GST. Any change will have its short term teething issues; however the long term impact of such reforms will be positive for growth and the overall development of the country. The markets are witnessing extremely positive foreign inflows which have helped in strengthening and stabilizing the currency.

We are confident that the government will continue to work towards further growth which in turn will show up in better GDP growth numbers and thus stronger corporate results. The next big triggers will be the ongoing monsoon followed by corporate earnings.

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(3)

The Company's operations resulted in a gross profit of Rs. 22.59 lakhs as against Rs. 24.09 lakhs in the previous year. After providing for depreciation of Rs. 3.19 lakhs (previous year Rs. 4.21 lakhs) and making net provision for taxation of Rs.5.64 lakhs (Previous year Rs. 6.72 lakhs) the Company has earned a net profit of Rs.13.76 lakhs as against net profit of Rs.13.16 lakhs in the previous year. The Board of Directors has recommended a dividend of 5% for the year ended 31st March 2017.

We have seen no real change in the Company's profits over the previous year. However, given the overall upturn in the economy and the overall buoyancy in the stock markets, we expect the overall performance to improve in the next fiscal.

I express my sincere thanks to the shareholders for their faith and confidence shown in the Company and also take this opportunity to thank all employees of the Company for the good work and co-operation. In addition I would like to show appreciation to my colleagues on the Board for their constant support and valuable guidance.

'Unquote'

The Chairperson then opened the floor for questions. He informed that the members shall confine their comments for appointment and matters under consideration at this Annual General Meeting.

After Questions and Answers session, the Chairperson read out each items of Agenda listed in the Notice of the 78th Annual general meeting of the Company dated May 24, 2017 as under.

ORDINARY BUSINESSES:

6. ADOPTION OF DIRECTORS' REPORT AND ACCOUNTS:

At the request of the Chairperson the following motion was proposed by Mr. Satish Shah (Folio No.: IN300999 10044848) and was seconded by Mr. Joseph Sebastian (Folio No.: IN300484 10842189) both the shareholders of the company to pass the same as Ordinary Resolution. The Chairperson then invited the discussion on the motion: -

"RESOLVED THAT the Directors' Report and audited statements of accounts for the year ended 31st March, 2017 and the Auditors' Report thereon, be and they are hereby approved and adopted'.

7. DECLARATION OF DIVIDEND

The Chairperson requested the Members to propose the motion of declaring Final dividend at Rs. 0.50 as recommended by the Board of Directors. The motion was proposed by Mr. Mohan Chandiramani (Folio No.: 1208160000176654) and was seconded by Mr. Bharat Shah (Folio No.:1203840000390636) both the shareholders of the Company to pass the same as Ordinary Resolution. The Chairperson invited the discussion on the motion.: -

"RESOLVED THAT a dividend at R.0.50 per share is hereby declared, as recommended by the Board of Directors, amounting to Rs.14,65,563/- (Rupees Fourteen Lakhs Sixty Five Thousand Five Hundred Sixty Three only) tax free in the hands of shareholders for the year ended 31st March, 2017.

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8. RE-APPOINTMENT OF MR. NARENDRA HIRA ADVANI (DIN NO.: 03351909) AS A DIRECTOR:

The motion was proposed by Mr. Bimal Kumar Agarwal (Folio No.: 1202700000084490) and was seconded by Mr. K C P Thampan (Folio No.: IN301330 17093745) both the shareholders of the company to pass the same as Ordinary Resolution. The Chairperson then invited the discussion on the motion.: -

“RESOLVED THAT Mr. Narendra Hira Advani, a Director retiring by rotation be and he is hereby re-appointed a Director of the company’.

9. RE-APPOINTMENT OF MRS. ROSHAN SALIM PATHERA (DIN NO.: 00651144) AS A DIRECTOR:

The motion was proposed by Mr. P Neppolian (Folio No.: MHC0249) and was seconded by Mrs. Farida Mayshib (Folio No.: IN303028 52477050) both the shareholders of the company to pass the same as Ordinary Resolution. The Chairperson then invited the discussion on the motion.: -

“RESOLVED THAT Mrs. Roshan Salim Patheria, a Director retiring by rotation be and she is hereby re-appointed a Director of the company’.

10. APPOINTMENT OF AUDITORS:

The motion was proposed by Mr. Joseph Sebastian (Folio No. IN30048410842189) and was seconded by Mrs. Rajashree Kambli (Folio No.MHC00208) both the shareholders of the company to pass the same as Ordinary Resolution. The Chairperson then invited the discussion on the motion.: -

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, for the time being in force M/s. Baheti & Co, Chartered Accountants, (Firm Registration No. 006287C) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s BDG & Associates, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company’s Financial year 2017-18 and to hold the office from the conclusion of this 78th Annual General Meeting till the conclusion of 83rd Annual General Meeting of the Company to be held in the year 2022, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax (GST) and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit’

RESOLVED FURTHER THAT the Board of Directors of the Company (Including its committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution

11. CHANGE IN PLACE OF KEEPING , MAINTAINING AND PRESERVING AND INSPECTION OF REGISTERS, RETURNS :

The motion was proposed by Mr. Sandip Kadakia (Folio No :. IN300888 13051361 and seconded by Mr. Dyaneshwar K Bhagat (Folio No :. IN300597 10293779) both the shareholders of the company to pass the same as Special Resolution. The Chairperson then invited the discussion on the motion.:

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(5)

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 read with rules issued thereunder (“Act”) and other applicable statutory /regulatory provisions and with relocation of the office of the Company’s Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Private Limited from C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078 to C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai-400083, all the Registers to be kept and maintained by the Company under Section 88 of the Act including Register of Members and copies of Annual Returns prepared under the Act together with copies of certificates and documents, be kept and maintained at the office of the Company’s RTA i.e. Link Intime India Private Limited, located at C- 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra or at any office of the RTA as may be changed/shifted/ relocated by RTA within the local limits of Mumbai(Maharashtra), with effect from February 25, 2017, instead of keeping, maintaining and preserving the said Registers/Index of Members at the Registered Office of the Company.”

After conclusion of his speech and considering the above resolutions, the Chairperson informed that as per the amended provisions of the SEBI Listing (LODR) regulations and the Act, the Company has offered remote e-voting facilities to the members and was also offering voting by poll to those members present at the meeting and did not vote through remote e-voting and that the scrutinizer, Mr. Anil Gajanan Jani will scrutinize the votes cast on all resolutions, through remote e-voting as well as poll at the meeting, in a fair and transparent manner and submit his report based on which the results will be announced.

After ascertaining that all the members and proxies, who were present in the meeting hall and wanted to participate in the poll had casts their votes, pursuant to the advice of the scrutinizer, the Chairperson closed the poll at 11.20 am. The scrutinizer then took custody of the ballot box for verification of validity of votes and counting of votes and for preparing his report to the Chairperson.

Later the Chairperson informed the shareholders that the final results of the voting (after consolidation of the result of remote e-voting and poll) would be announced to the stock exchange and displayed on the website of the Company on or before 30th July, 2017.

The Chairperson thanked the shareholders and declared the meeting to be concluded.

11. VOTE OF THANKS:

There being no other business to transact, the meeting terminated at 11.30 am with a vote of thanks to the Chair proposed by Mr. Anil Manghnani (Folio No. IN300011 10012827) and was seconded by Mr. Narendra Advani (Folio No.: IN301330 21047574) both the shareholders of the Company.

The members were disbursed with snacks and cold drinks.

Place : **Mumbai**

Dated : **August 2, 2017**


U K Mallik
CHAIRPERSON

DIN No.: 00012099

Attached Scrutinizer Results and Company’s results for the 78th AGM held on July 28, 2017 at Kilachand Hall, IMC , 2nd Floor, Opp. Churchgate Station, Churchgate, Mumbai- 400 020 declared on July 28, 2017



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

| | |
|--|------------------------------|
| 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: | 7 |
| Public: | 22 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | NA |
| Public: | 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 |

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FOR MODERN SHARES AND STOCK BROKERS LIMITED

Aud S Myha
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

And S Myha
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 |

Conted....4

FOR MODERN SHARES AND STOCK BROKERS LIMITED

Ashish M. Advani
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 |

Conted.....5

FOR MODERN SHARES AND STOCK BROKERS LIMITED

Aud S 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 (Ordinary/Special) | | required: | 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

Aud. Mylo
DIRECTOR

