

## **MODERN CONVERTERS LIMITED**

56E, Hemanta Basu Sarani, Old 4 BBD Bagh East  
Room No 14A, Kolkata - 700 001

Email Id : info@modernconvertors.com  
Website : www.modernconvertors.com  
CIN : L01132WB1946PLC013314  
Ph : 033 - 3263 5875

Date: 30/09/2018

To,  
The Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

Dear Sir,

**SUB: Submission of voting results of the Annual General Meeting of the Company under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to above, we submit herewith the voting results of the business transacted at the 72nd Annual General Meeting (AGM) of the Company held on 29th September, 2018 at 11:00 AM at the registered office of the Company.

The Company has appointed Ms. Rinku Jain., Practicing Chartered Accountant, as Scrutinizer to scrutinize e-voting process and voting through poll. We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through poll at the AGM.

Thanking you,

Yours faithfully,

**For MODERN CONVERTERS LIMITED**

MODERN CONVERTERS LTD



**Yash Saraogi**  
**Managing Director**  
**Din No: 00402101**

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**Annexure - A**

Date of the AGM: 29th September, 2018  
Total number of shareholders on record date 212  
No. of shareholders present in the meeting either in person or through proxy: 8  
Promoters and Promoter Group: 2  
Public: 6  
No. of shareholders present in the meeting through Video conferencing (VC)  
Promoters and Promoter Group: 0  
Public: 0

- (i) **ORDINARY BUSINESS: ORDINARY RESOLUTION: No.1:** To consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March 2018 and the Report of the Directors and Auditors thereon

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/resolution					No			
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]
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		59211	88.36	59211	0	100%	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00%	0	0	0.00%	0.00
Public-Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		900400	29.78	900400	0	100	0
Total		3090000	959611	31.05	959611	0	100	0

(ii) **ORDINARY BUSINESS: ORDINARY RESOLUTION: No.2:** None of the directors are eligible to retire by rotation.

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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]
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		59211	88.36	59211	0	100%	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00%	0	0	0.00%	0.00
Public-Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		900400	29.78	900400	0	100	0
<b>Total</b>		<b>3090000</b>	<b>959611</b>	<b>31.05</b>	<b>959611</b>	<b>0</b>	<b>100</b>	<b>0</b>

**SPECIAL BUSINESS: ORDINARY RESOLUTION: No.3: Appointment of Mr. Kishan Choudhary (DIN: 01515377) as an executive director of the Company**

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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]
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		59211	88.36	59211	0	100%	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00%	0	0	0.00%	0.00
Public-Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		900400	29.78	900400	0	100	0
<b>Total</b>		<b>3090000</b>	<b>959611</b>	<b>31.05</b>	<b>959611</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 4: Appointment of Mr. YASH SARAOGI (Din 00402101) as Managing Director of the Company**

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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]
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		59211	88.36	59211	0	100%	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00%	0	0	0.00%	0.00
Public-Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		900400	29.78	900400	0	100	0
Total		3090000	959611	31.05	959611	0	100	0

All the resolutions were passed with requisite majority.

**For MODERN CONVERTERS LIMITED**

MODERN CONVERTERS LTD

*Y. Saraogi*  
Managing Director

**Yash Saraogi**  
**Managing Director**  
**Din No: 00402101**



**CONSOLIDATED SCRUTINIZER'S REPORT**

**[PURSUANT TO SECTION 108 OF THE COMPANIES ACT, 2013 AND COMPANIES  
(MANAGEMENT AND ADMINISTRATION) RULES, 2014)**

To,

The Chairman of the 72nd Annual General Meeting of Members of Modern Converters Limited, held on Saturday, 29<sup>th</sup> September, 2018 at the 56E, Hemanta Basu Sarani, Old 4 BBD Bagh, East Room No 14A, Kolkata 700001 at 11.00 AM.

Dear Sir,

1. I, Mrs. Rinku Jain, Practicing Chartered Accountant, have been appointed as the Scrutinizer by the Board of Directors of Modern Converters Ltd ("the Company") for the purpose of scrutinizing the remote E-voting and the poll undertaken at the venue of 72nd Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2018 at 56E, Hemanta Basu Sarani, Old 4 BBD Bagh, East Room No 14A, Kolkata 700001 at 11:00 A.M on the resolutions contained in the notice convening the said AGM and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
2. The compliance with the provisions of the Act and rules made there under relating to voting through electronic means on the resolutions contained in the said Notice is the responsibility of the Management. My responsibility as a scrutinizer to ensure that the voting process is conducted in a fair and transparent manner and submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolutions based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) the agency appointed to provide E-voting facilities, Further to above, I submit my report as follows:
  - a. In accordance with the notice of the 72nd Annual General Meeting and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and



Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on 26<sup>th</sup> September, 2018 at 9.00 AM and ended on 28<sup>th</sup> September, 2018 at 5.00 PM.

- b. The Equity Shareholders holding shares as on 22nd September, 2018, "cut off date" were entitled to vote on the resolution stated in the notice of the 72nd Annual General Meeting of the Company.
- c. At the end of remote e-voting period on 28<sup>th</sup> September, 2018 at 5.00 p.m. voting portal of service provider was blocked forthwith.
- d. At the AGM, the Chairman after discussion on all matters included in the said Notice announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through poll which was made available at the venue of the AGM.
- e. As stated above the e-voting period ended on 28<sup>th</sup> September, 2018 at 5.00p.m. The vote casts on e-voting were unblocked by me in presence of two witnesses who were not in the employment of the company.
- f. The consolidated results of the remote e-voting and poll are as under:

**Resolution 1: Adoption of the Audited Financial Statements of the company for the year ended March 31, 2018 together with the Report of the Board of Directors and Auditors thereon.**

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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) = $[(5)/(2)*100]$
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		67011	59211	88.36	59211	0	100%
Public Institutiona	E-voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00



I Holders	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00%	0	0	0.00%	0.00
Public- Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total	3022989	900400	29.78	900400	0	100	0
Total		3090000	959611	31.05	959611	0	100	0

### 3. Resolution 2: None of the Directors are eligible to be retire by rotation.

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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]
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	67011	59211	88.36	59211	0	100%	0.00
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00



	Total	0	0	0.00%	0	0	0.00%	0.00
Public- Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		3022989	900400	29.78	900400	0	100
Total		3090000	959611	31.05	959611	0	100	0

**Resolution 3: Appointment of Mr. Kishan Choudhary (DIN: 01515377) as an executive director of the Company**

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		67011	59211	88.36	59211	0	100%
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00





	Total	0	0	0.00%	0	0	0.00%	0.00
Public- Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total		3022989	900400	29.78	900400	0	100
Total		3090000	959611	31.05	959611	0	100	0

**Resolution 4: Appointment of Mr. YASH SARAOGI (Din 00402101) as Managing Director of the Company**

Resolution Required:					Ordinary Resolution			
Whether the promoter/promoter group are interested in the agenda/ resolution					No			
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) = $[(5)/(2)*100]$
Promoter and Promoter Group	E-voting	67011	54761	81.72	54761	0	100	0.00
	Poll		4450	6.64	4450	0	100	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		67011	59211	88.36	59211	0	100%
Public Institutional Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00



	Total	0	0	0.00%	0	0	0.00%	0.00
Public- Non Institution	E-voting	3022989	450000	14.89	450000	0	100	0
	Poll		450400	14.90	450400	0	100	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
	Total	3022989	900400	29.78	900400	0	100	0
Total		3090000	959611	31.05	959611	0	100	0

I hereby confirm that I am maintaining the register received from the service provider in respect of the vote cast through e-voting by the shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes of the Annual General Meeting by the Chairman.

Thanking You,  
Yours Faithfully,

Rinku Jain



Rinku Jain  
Membership No: 303262

Place: Kolkata  
Date: 29/09/2018

We the undersigned witnesses that the votes in the respect of the e-voting of the shareholders of the company were unblocked from e-voting website of the CDSL in our presence

AMIT GUPTA — A. Gupta.  
Sumit Verma — S. Verma.