



A. N. Jaiswal & Co.

Company Secretaries

*Office: - RZ-38, F1, South Extension Part-II,
Near Jagaran Chowk, Uttam Nagar (W),
New Delhi-110059.*

Mobile No: - +91-9711000660

E-mail: epost2amar@ gmail.com

SCRUTINIZER'S REPORT ON E-VOTING FOR MODI INDUSTRIES LIMITED

To,
The Chairman,
82nd Annual General Meeting,
Modi Industries Limited,
Modi Nagar

82nd Annual General Meeting of the Members of Modi Industries Limited held on Thursday, the 29th September, 2016 at 12.30 p.m. at Modi Industries Transit House, (Modi Industries Complex) Modi Nagar (U.P.) –201204

Subject: - Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Modi industries Limited (hereinafter referred to as the "Company") on 22nd August, 2016, I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(3)(ix) of Companies (Management and Administration) Rules 2014.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider provided a system for the recording the votes of the Shareholders Service Provider for extending the facility of electronic voting to the shareholders of the Company. The electronically on the all the items of business sought to be transacted in the 82nd Annual General Meeting ("AGM") of the Company which was held on Thursday, the 29th September, 2016. National Securities Depository Limited (NSDL) had set e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Services Provider to facilitate their Shareholders to cast their vote through e-voting.
3. As on the cutoff date there were 9,217 shareholders of the Company. The notice of Annual General Meeting and circular for e-voting was sent to all the 9,217 shareholders in the physical mode.
4. The Notice sent contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules 2014.
5. The cut off date (Record Date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for the approval of the Shareholders was 22nd September, 2016. The e-voting facility was kept open from 26th September, 2016 (9.00 A.M.) to 28th September, 2016 (5.00 P.M.)
6. Pursuant to the Rule 20 (3) (v) of Companies (Management and Administration) Rules 2014, the Company also released an advertisement, which was published more than five days in advance from the date of beginning of voting period in "The Pioneer", English daily newspapers and "Pioneer", Hindi Daily Newspaper both dated 8th September, 2016. The notice published in the newspapers carried the required information as specified in the Rule 20(3) (v) (a) to (g).
7. At the end of the voting period on 28th September, 2016 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On 29th September, 2016 after the Annual General Meeting the votes cast through e-voting facility was duly unblocked by me as Scrutiniser in the presence of Mr. Ramesh Kumar and Mr P. C. Gupta who acted as witness, as prescribed in sub-rule 3(xi) of the said Rule 20 of Companies (Management and Administration) Rules 2014.





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8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for purpose in electronic mode.

As a Scrutiniser the Report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

RESOLUTION NO.1 (a) - ORDINARY RESOLUTION FOR ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS

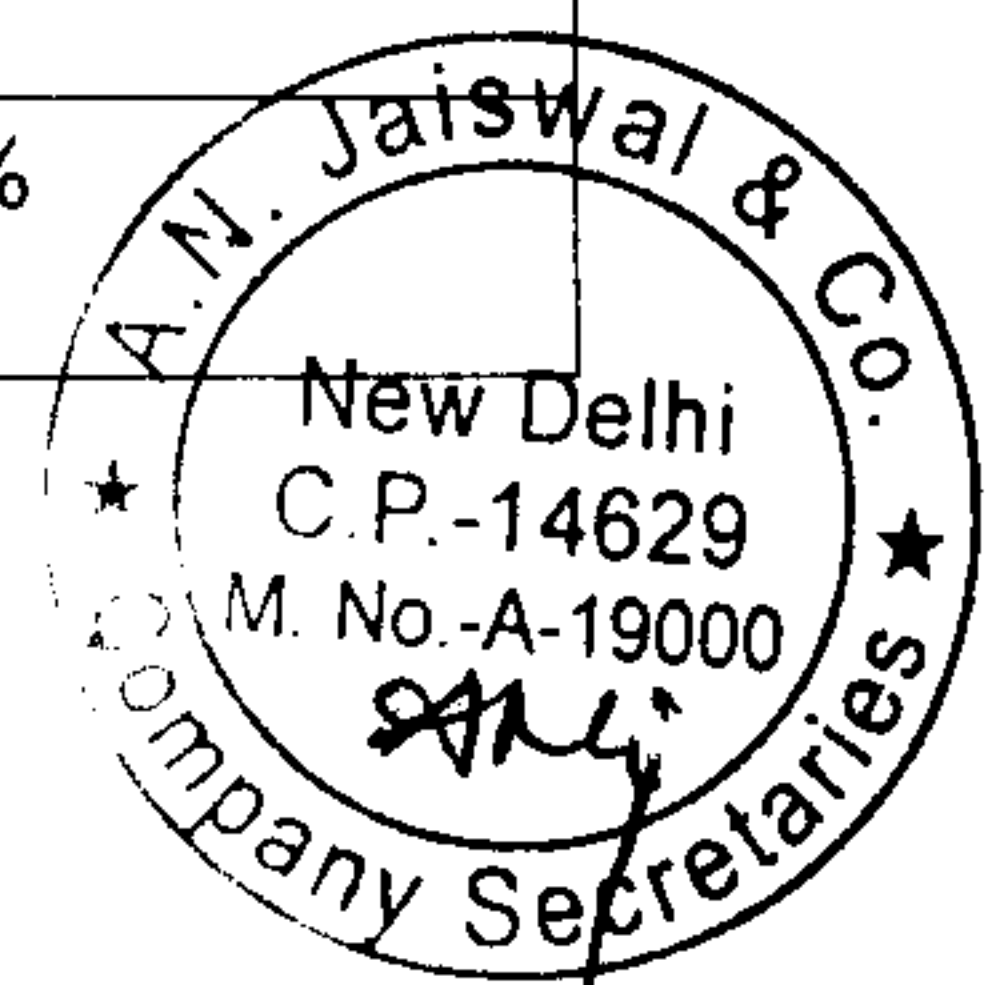
Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	2	316	100.00 %	0.0095%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%

RESOLUTION NO.1 (b) - ORDINARY RESOLUTION FOR ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT

Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	2	316	100.00 %	0.0095%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%

RESOLUTION NO.2 (a) -ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI VINAY KUMAR MODI AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION

Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	2	316	100.00 %	0.0095%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%





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RESOLUTION NO.2 (b) - ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI RAKESH KUMAR MODI AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION

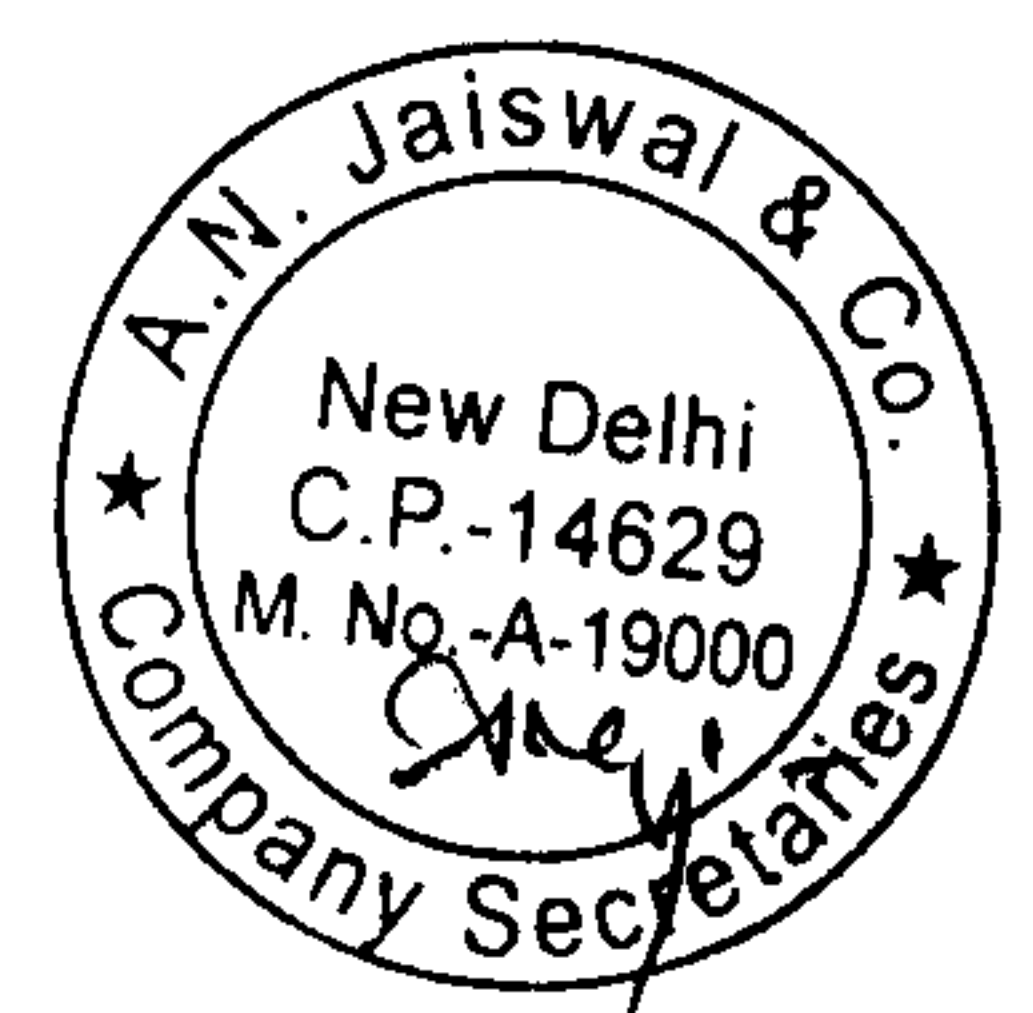
Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
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Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%

RESOLUTION NO.3 - ORDINARY RESOLUTION FOR APPOINTMENT OF M/S P. R. MEHRA & CO. AS STATUTORY AUDITOR OF THE COMPANY AND FIXING THEIR REMUNERATION

Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	2	316	100.00 %	0.0095%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%

RESOLUTION NO.4 - ORDINARY RESOLUTION FOR RATIFICATION OF THE REMUNERATION PAYBLE TO THE COST AUDITOR OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	2	316	100.00 %	0.0095%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%





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RESOLUTION NO. 5- ORDINARY RESOLUTION FOR RATIFICATION OF RESPECTIVE RELATED PARTIES TRANSACTION IN RELATION TO RENT/LEASE/HIRE AGREEMENTS AND TRANSACTIONS FOR CYLINDERS/FLAT/D.G. SET AS ALREADY ENTERED BY THE COMPANY EXCEEDING THE THRESHOLD LIMITS

Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	2	316	100.00 %	0.0095%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.0000%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.0000%
Total Number of votes in favour the resolution	2	316	100.00 %	0.0095%

All the resolutions contained in the notice dated 22nd August, 2016 convening 82nd Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in the respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to the hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you.
Yours Sincerely,

Amar Nath Jaiswal
Proprietor - A. N. Jaiswal & Co.
Scrutinisers
C.P. No. 14629



Signed by Shri Abhishek Modi (DIN- 00002798)
Chairman of the Meeting

Date:- 29/09/2016
Place:- Modi Nagar

Witness: - 1.
P. P. GUPTA
A-23, KRISHANPURA
MODINAGAR (U.P.)-201204

2.
RAMASH KUMAR
DD-46, MADAN PURA
MODINAGAR (U.P.)-201204