



**CS Amar Nath Jaiswal,**

**Practicing Company Secretary**

**Office: - RZ-38, FF, 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**

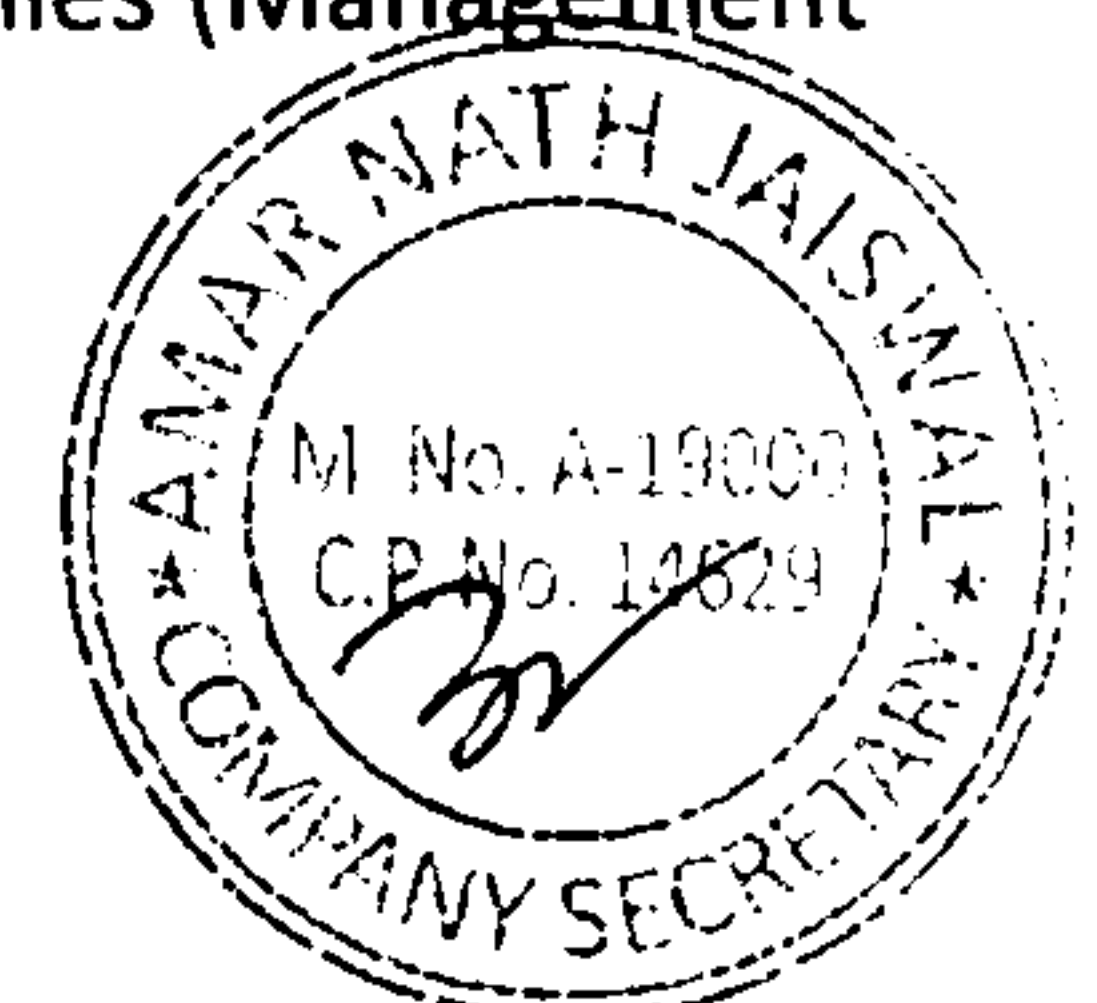
To,  
The Chairman,  
81<sup>st</sup> Annual General Meeting,  
Modi Industries Limited,  
Modi Nagar

**81<sup>ST</sup> Annual General Meeting of the Members of Modi Industries Limited held on Tuesday, the 29<sup>th</sup> September, 2015 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 14<sup>th</sup> August, 2015, 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 81<sup>st</sup> Annual General Meeting ("AGM") of the Company which was held on Tuesday the 29<sup>th</sup> September, 2015. 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 9,223 shareholders of the Company. The notice of Annual General Meeting and circular for e-voting was sent to all the 9,224 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.





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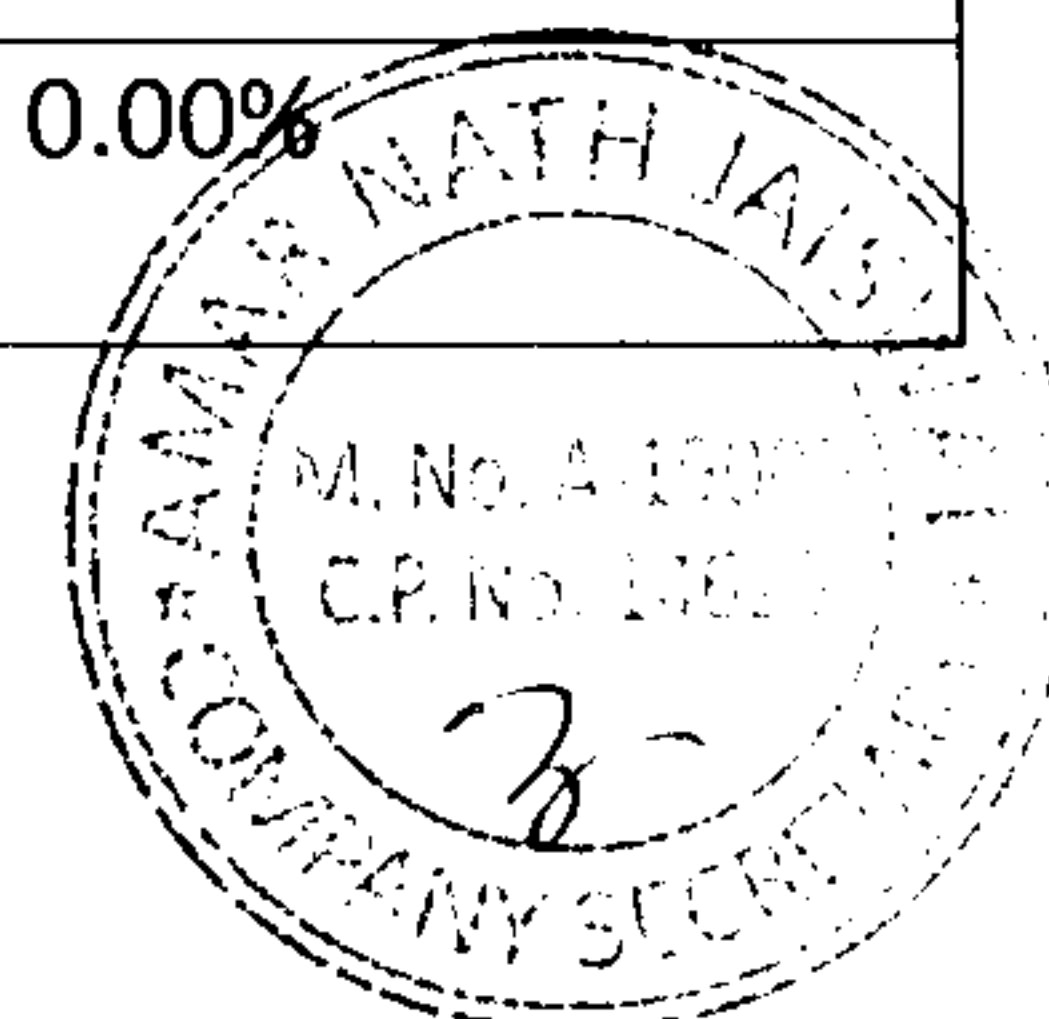
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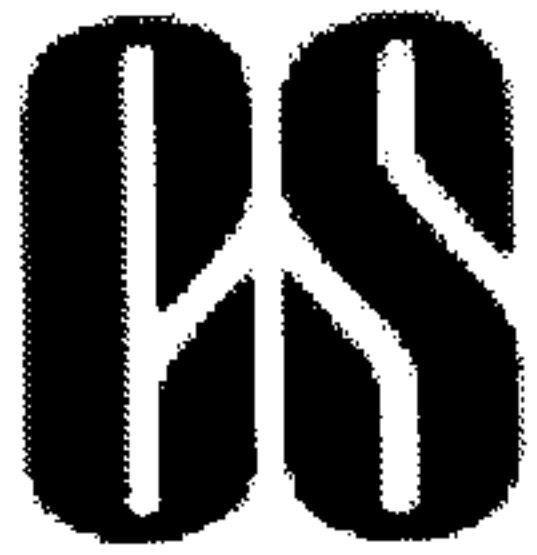
5. The cutoff date (Record Date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for the approval of the Shareholders was 22<sup>nd</sup> September, 2015. The e-voting facility was kept open from 26<sup>th</sup> September, 2015 (9.00 A.M.) to 28<sup>th</sup> September, 2015 (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 Financial Express", English daily newspapers and "Pioneer", Hindi Daily Newspaper both dated 8<sup>th</sup> September, 2015. 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 28<sup>th</sup> September, 2015 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On 29<sup>th</sup> September, 2015 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.
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	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%





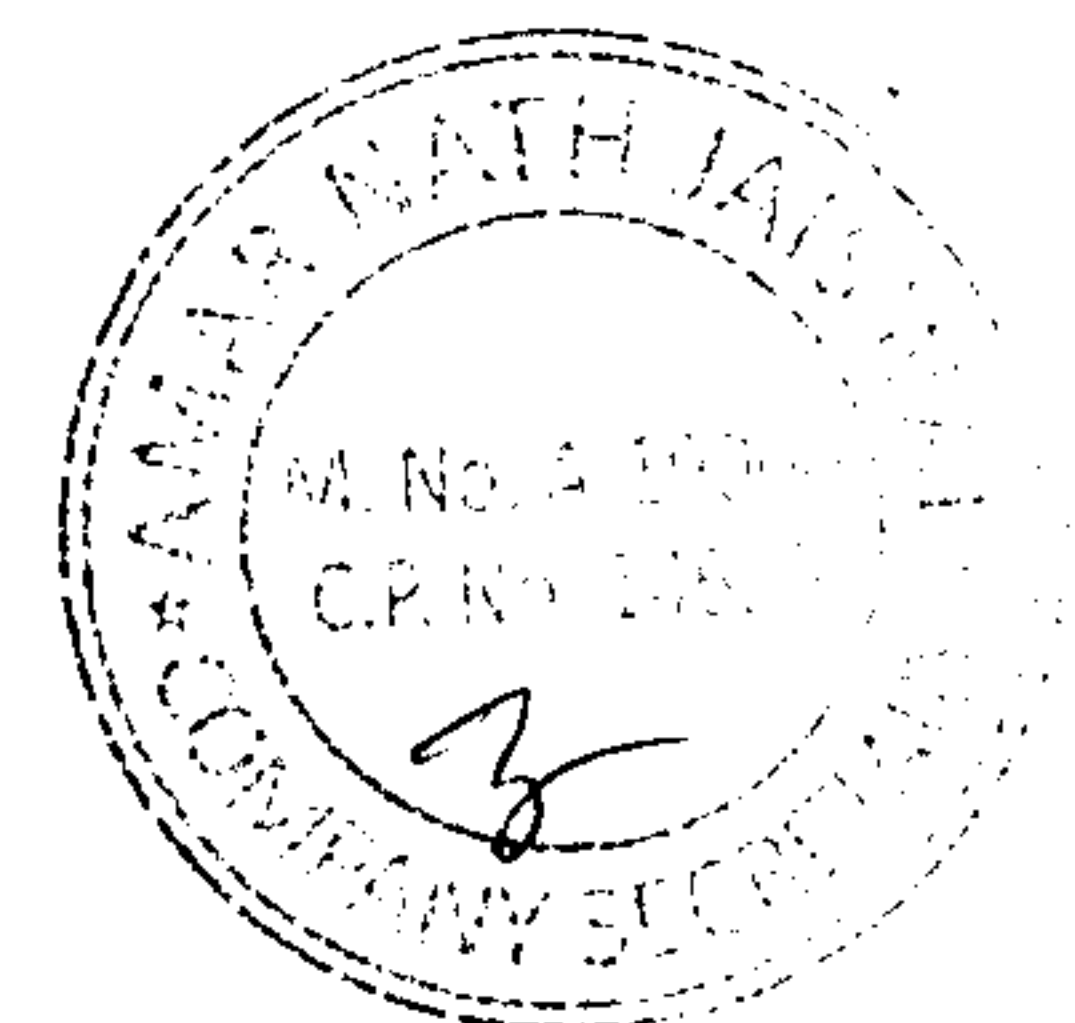
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**RESOLUTION NO.1 (b) - ORDINARY RESOLUTION FOR ADOPTION OF AUDTED CONSOLIDATED FINANCIAL STATEMENT AND AUDITORS' REPORT**

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	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%

**RESOLUTION NO.2 (a) -ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI KRISHAN 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	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%





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

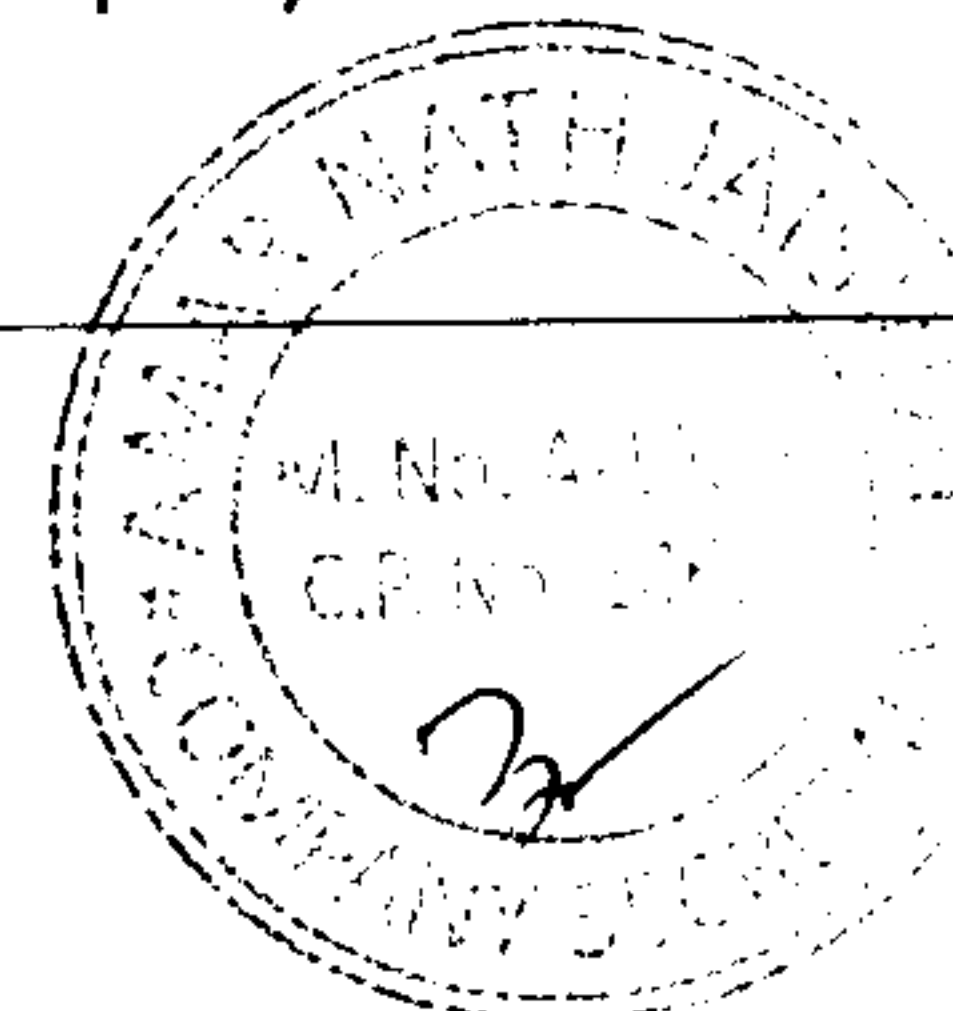
Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes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

**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	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%

**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





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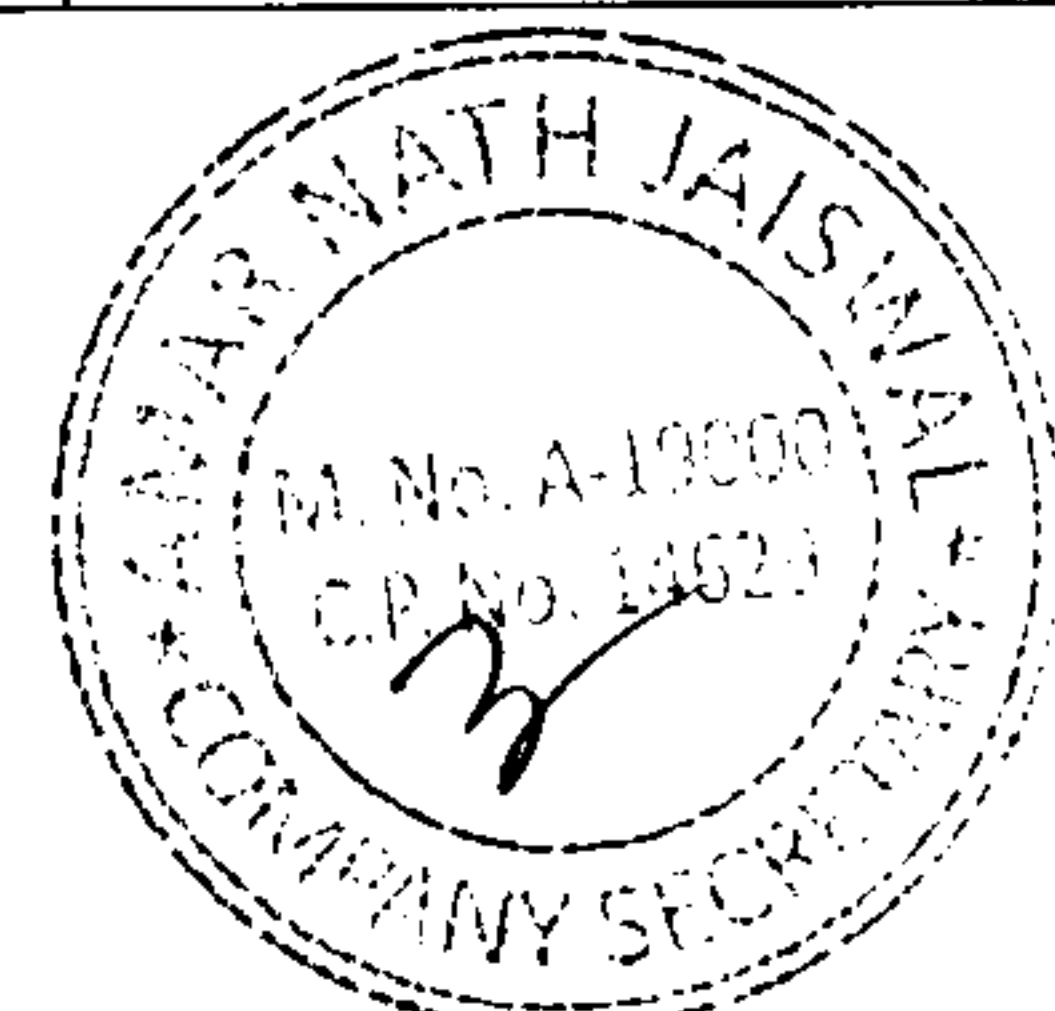
Total Votes received by electronic mode	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%

**RESOLUTION NO. 5- SPECIAL RESOLUTION FOR APPROVING THE MANUFACTURING SUB LICENSING AGREEMENT WITH WELD EXCEL INDIA LIMITED**

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	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%

**RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR RATIFICATION OF TRADEMARK LICENSE AGREEMENT WITH WELD EXCEL INDIA LIMITED**

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	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes	Nil	Nil	0.00 %	0.00%
Total Number of votes against the resolution	Nil	Nil	0.00 %	0.00%
Total Number of votes in favour the resolution	Nil	Nil	0.00 %	0.00%





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**RESOLUTION NO. 7-ORDINARY RESOLUTION FOR APPROVING THE RENEWAL OF RENT/LEASE AGREEMENT WITH RELATED PARTIES**

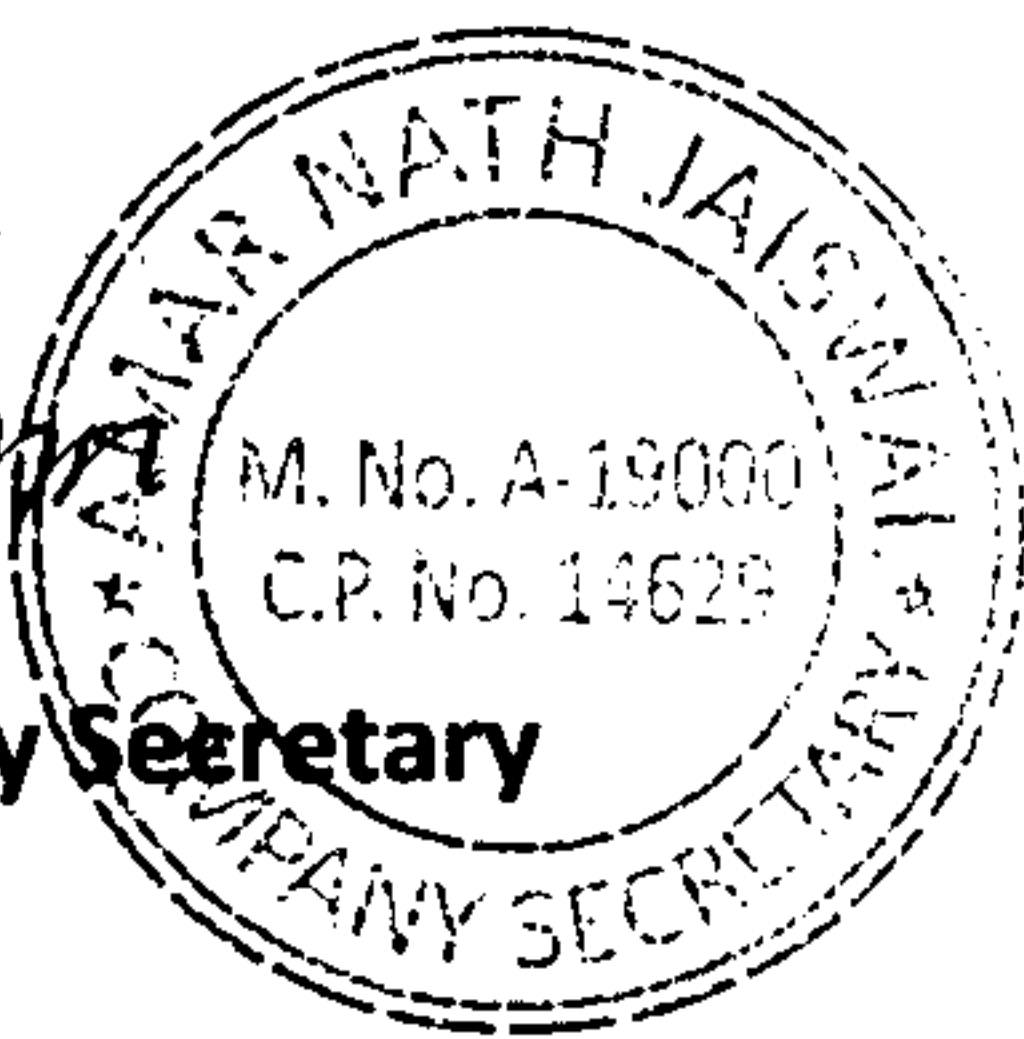
Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/- each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	Nil	Nil	0.00 %	0.00%
Total Number of Invalid Votes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

All the resolutions contained in the notice dated 14<sup>th</sup> August, 2015 calling 81<sup>st</sup> 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**  
**Practising Company Secretary**  
**Scrutinisers**  
**C.P. No. 14629**



Witness: - 1.   
**CRAMESH KUMAR**

**DD-46, Madanpura  
Modinagar (W.P.)**

2.   
**P. C. GUPTA**

**A-23 KRISHANPURA  
MDMR**

**Date:-29<sup>th</sup> September, 2015**

**Place:- Modi Nagar**