



A. N. Jaiswal & Co.

Company Secretaries

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FORM No. MGT-13
Report of Scrutinizer(s)

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

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman,
91st Annual General Meeting of Modi Industries Limited,
Modi Nagar (U.P.)

Sub: - Consolidated Scrutinizer's Report on Passing of Resolution(s) in remote e-voting & e-voting conducted during the AGM through electronic mode And Poll conducted at the 91st AGM of Modi Industries Limited ("The Company") held on Saturday, 27th September, 2025

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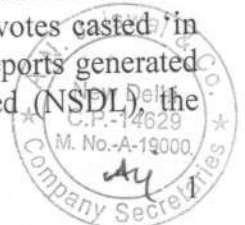
I, CS Amar Nath Jaiswal, the Proprietor-A.N. Jaiswal & Co., and Practising Company Secretary holding Membership Number A-19000 and Certificate of Practice Number 14629 was appointed by the Board of Directors of M/s Modi Industries Limited as Scrutinisers pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the remote e-voting process and voting through electronic voting system as well as the poll taken on resolutions as mentioned in and as set out in the Notice of 91st Annual General Meeting of the Equity Shareholders of Modi Industries Limited held on Saturday, 27th September, 2025 at 03.00 p.m. at Auditorium, Dayawati Modi Public School, Modi Nagar, (U.P.) - 201204.

Responsibility of the Management of the company

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting and voting by use of ballots by the shareholders on the resolution (s) set out in the notice convening the 91st Annual General Meeting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer

My responsibility as a Scrutinizer for the remote e-voting process, e-voting conducted and Poll at the AGM is restricted to make a Consolidated Scrutinizer's Report for the votes casted 'in favour' or 'against' the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the



agency engaged by the Company to provide e-voting facility and poll conducted at 91st AGM, in a fair and transparent manner.

The Board of the Company at its meeting held on 20th August, 2025 had appointed us as Scrutiniser for the remote e-voting held between 24th September, 2025 at 9.00 a.m. to 26th September, 2025 at 5.00 p.m. and for the Poll to be held at the 91st Annual General Meeting of the Company held on 27th September, 2025 as well as e-voting held during the AGM.

I, submit my report as under:

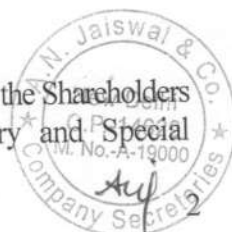
1. According to the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 followed by General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as 'MCA Circulars') has also permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the shareholders at a common venue.

2. Dispatch of Notice convening the AGM: -

- a) The Notice dated 20th August, 2025 was dispatched to the Shareholders through Courier as well as email. The Company informed that in compliance with the MCA Circulars and on the basis of the Register of Members made available by the MAS Services Limited (RTA) of the Company and the depositories viz., National Securities Depository Limited ("NSDL").
- b) The Public advertisement was published in "The Pioneer" (English newspaper) and "Pioneer" (Hindi language newspaper) editions on 5th September, 2025 specifying the date and time of the AGM, availability of the notice on Company's website, manner of registration of email IDs by the shareholders (both physical and demat), who are yet to register their email IDs with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- c) The cut-off date for the dispatch of the Notice of the AGM was Friday, 29th August, 2025 and as on that date, there were 9167 shareholders of the Company.
- d) The Company has dispatched Physical Annual Report for year 2024-25 through Courier to all the shareholders of the company.

3. Remote e-voting Process

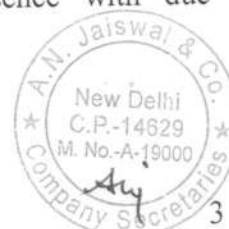
- a) The Company had appointed National Securities Depository Limited (hereinafter referred to as "NSDL" / "Service Provider") as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM to the shareholders of the Company.
- b) The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.



- c) The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded the items of the business to be transacted at the AGM on the website of the Company and of the Service Provider to facilitate their Shareholders to cast their vote through remote e-voting and e-voting at the AGM.
- d) The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014.
- e) As prescribed in clause (v) of sub rule 4 of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published 22 days before the date of the AGM in "The Pioneer", English newspaper in English language and in "Pioneer", Hindi newspaper on Friday, 5th September, 2025. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014.
- f) The "Cut-off date" for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Saturday, 20th September, 2025.
- g) The voting period for remote e-voting commenced on Wednesday, 24th September, 2025, at 09:00 A.M. (IST) and ended on Friday, 26th September, 2025 at 5:00 P.M. (IST) and thereafter, the voting portal was blocked forthwith.
- h) The limited information for the Shareholders who have cast their votes, such as name, folio number of shares held was obtained from the Service Provider.
- i) The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM for those shareholders who had not cast their vote earlier.

4. Voting at AGM

- a) As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those shareholders who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM. Accordingly, NSDL (the remote e-voting agency) provided us the Names, DP ID & Client ID/ folios and shareholding of the shareholders who had cast their votes through remote e-voting.
- b) After the closure of the meeting, the Chairman invited the members to vote through poll and asked them to cast their ballot papers in the Ballot Box. One Ballot Box kept for polling was locked in our presence with due identification marks placed by us.



5. Counting Process

After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL/ Service Provider (<https://www.evoting.nsdl.com>.) in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014.

The e-voting data/results downloaded from the e-voting system of NSDL and the poll taken through ballot papers at the AGM were properly scrutinized and reviewed, in presence of witnesses and the votes were counted, and the results were prepared.

Based on the data downloaded from NSDL e-voting system as well as the poll taken through ballot papers, the total votes cast in "favour" and/or "Against" of the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS

ITEM NO.1 of the Notice – (as an Ordinary Resolution)

ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%
Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	NA

ITEM NO.2 (a) of the Notice – (as an Ordinary Resolution)

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SMT. KUMKUM MODI (DIN: 00522904), AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION



Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%
Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	NA

ITEM NO.2 (b) of the Notice – (as an Ordinary Resolution)

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI ABHISHEK MODI (DIN-00002798) AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION

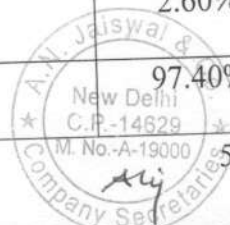
Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%
Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	NA

SPECIAL BUSINESS:-

ITEM NO. 3 of the Notice – (as a Special Resolution)

SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI UMESH KUMAR MODI (DIN 00002757) AS MANAGING DIRECTOR OF THE COMPANY WITHOUT REMUNERATION FOR A PERIOD OF FIVE YEARS

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%



Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	N.A.

ITEM NO. 4 of the Notice – (as a Special Resolution)

SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF SHRI ANAND PARKASH MODI (DIN-08865462), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%
Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	NA

ITEM NO. 5 of the Notice – (as a Special Resolution)

SPECIAL RESOLUTION FOR THE RE-APPOINTMENT OF SHRI JAGDISH CHANDER CHAWLA (DIN 05316202), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%
Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	NA



ITEM NO. 6 of the Notice – (as an Ordinary Resolution)

FOR RATIFICATION OF REMUNERATION PAYABLE TO M/S M. K. SINGHAL & CO., (FIRM'S REGN. NO. 00074) AS COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2026

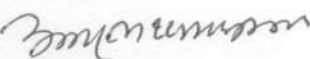
Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal value of Rs. 10/- each (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic Mode	8	46,724	2.60%
Total Votes received by Ballot Papers	72	17,50,383	97.40%
Total Number of invalid votes	Nil	Nil	NA
Total Number of Valid Votes	-	17,97,107	100.00%
Total Number of votes in favour of resolution	-	17,97,107	100.00%
Total Number of Votes Against the resolution	Nil	Nil	NA

All the Resolutions stand passed under e-voting and poll with the requisite majority / unanimously.

We hereby confirm that we are maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the Shareholders of the Company. We have handed over these records to the Company Secretary as authorised by you for safe keeping and record.

Thanking you,
Yours Sincerely

For A. N. Jaiswal & Co.
Firm Registration No. S2016DE394500
PR Certificate No. 4464/2025



Amar Nath Jaiswal
Proprietor
Scrutiniser
M. No. A-19000
C.P. No. 14629





Signed by Shri Umesh Kumar Modi
(DIN- 00002757)
Chairman of the Meeting

Date: - 27/09/2025
Place: - New Delhi