



A. N. Jaiswal & Co.

Company Secretaries

Office: - RZ-38, FF, South Extension Part-II,
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**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR MODI INDUSTRIES LIMITED**

To,
The Chairman,
85th Annual General Meeting of
Modi Industries Limited
Modi Nagar (U.P.)

Sub: - Passing of Resolution(s) through electronic mode And Poll conducted at the 85th AGM of Modi Industries Limited ("The Company") held on 18th December, 2019

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 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 the poll taken on the below mentioned resolution(s), at the 85th Annual General Meeting of the Equity Shareholders of Modi Industries Limited held on 18th December, 2019 at 12.30 p.m. at Modi Industries Transit House (Modi Industries Complex) Modi Nagar (U.P.)-201204.

The Board of The Company at its meeting held on 14th November, 2019 had appointed us as Scrutiniser for the e-voting held between 15th December, 2019 at 9.00 a.m. to 17th December, 2019 at 5.00 p.m. and for the Poll to be held at the 85th Annual General Meeting of the Company held on 18th December, 2019 .

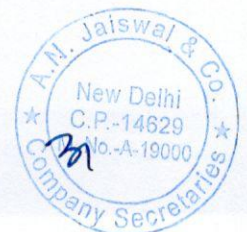
The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Sunday, 15th December, 2019 at 9.00 a.m. to Tuesday, 17th December, 2019 at 5.00 p.m. The e-voting results were unblocked by us on 18th December, 2019 in the presence of two witnesses after the conclusion of 85th Annual General Meeting. For Further details, kindly refer our Scrutiniser's Report dated 18th December, 2019 attached herewith.

With reference to the notice of 85th AGM as circulated to the members, the company has withdrawn the proposed item/resolution Nos. 2 (a) and 2 (b) in respect of re-appointment of Shri Rakesh Kumar Modi and Shri Abhishek Modi respectively under Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) and re-enactment for the time being in force).

In this regard, the Board of Directors has duly circulated and passed a circular resolution on 02nd December, 2019 for withdrawal of such resolutions from the Notice of 85th AGM. Accordingly, the Company has published a 'Corrigendum' to Notice of 85th AGM in "The Pioneer (English Daily) and Jansatta (Hindi Daily) on 05th December, 2019 and the corrigendum notice has been dispatched to all the members through permitted mode on 04th December, 2019. The company have also informed the NSDL to withdraw such business from e-voting procedure

At the 85th Annual General Meeting of the Company held on 18th December, 2019, the Chairman of the meeting had informed the members about the poll process to facilitate them to cast their votes through the ballot papers.

The results of the e-voting together with that of the Poll are as under:-



AGENDA ITEM NO.1 (a) –**ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 , THE REPORTS OF THE BOARD OF DIRECTORS AND THE 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	Nil	NA	NA
Total Votes received by physical Mode	87	16,79,002	100%
Total Number of invalid votes	Nil	NA	NA
Total Number of Valid Votes	87	16,79,002	100.00%
Total Number of votes in favour of resolution	87	16,79,002	100.00%
Total Number of Votes Against the resolution	Nil	NA	NA

AGENDA ITEM NO. 1(b):-**ORDINARY RESOLUTION FOR CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND THE AUDITORS REPORT 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	Nil	NA	NA
Total Votes received by physical Mode	87	16,79,002	100%
Total Number of invalid votes	Nil	NA	NA
Total Number of Valid Votes	87	16,79,002	100.00%
Total Number of votes in favour of resolution	87	16,79,002	100.00%
Total Number of Votes Against the resolution	Nil	NA	NA

AGENDA ITEM NO.2 (a) –**Item Withdrawn by the company**

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	Nil	NA	NA
Total Votes received by physical Mode	Nil	NA	NA
Total Number of invalid votes	Nil	NA	NA
Total Number of Valid Votes	Nil	NA	NA
Total Number of votes in favour of resolution	Nil	NA	NA



Total Number of Votes Against the resolution	Nil	NA	NA
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AGENDA ITEM NO.2 (b) –

Item Withdrawn by the company

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	Nil	NA	NA
Total Votes received by physical Mode	Nil	NA	NA
Total Number of invalid votes	Nil	NA	NA
Total Number of Valid Votes	Nil	NA	NA
Total Number of votes in favour of resolution	Nil	NA	NA
Total Number of Votes Against the resolution	Nil	NA	NA

AGENDA ITEM NO. 3 –

ORDINARY RESOLUTION FOR APPROVAL OF THE REMUNERATION PAYBLE TO M/S M. K. SINGHAL & CO., (FIRM'S REGN. NO. 00074) THE COST AUDITOR OF THE COMPANY

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 Mod	Nil	NA	NA
Total Votes received by physical Mode	87	16,79,002	100%
Total Number of invalid votes	Nil	NA	NA
Total Number of Valid Votes	87	16,79,002	100.00%
Total Number of votes in favour of resolution	87	16,79,002	100.00%
Total Number of Votes Against the resolution	Nil	NA	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 shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you,
Yours Sincerely

For A. N. Jaiswal & Co.

Amar Nath Jaiswal

Amar Nath Jaiswal
Proprietor / Scrutiniser
M. No. A-19000

C.P. No. 14629
UDIN - A019000A000431390

Date:- 18.12.2019

Place:- Modi Nagar



Shri Umesh Kumar Modi

Signed By Shri Umesh Kumar Modi
(DIN- 00002757)
Chairman Of The Meeting



A. N. Jaiswal & Co.
Company Secretaries
Office: - RZ-38, FF, South Extension Part-II,
Near Jagaran Chowk, Uttam Nagar (W),
New Delhi-110059,
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E-mail: epost2amar@gmail.com

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

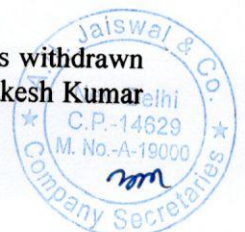
To,
The Chairman,
85th Annual General Meeting,
Modi Industries Limited,
Modi Nagar (U.P.)

85th Annual General Meeting of the Members of Modi Industries Limited held on Wednesday, the 18th December, 2019 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 14th November, 2019, we 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 all the items of business sought to be transacted in the 85th Annual General Meeting ("AGM") of the Company which was held on Wednesday, the 18th December, 2019. 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 on it's Services Provider to facilitate their Shareholders to cast their vote through e-voting.
3. As on the cut off date there were 9,205 shareholders of the Company. The notice of Annual General Meeting and circular for e-voting was sent to all the 9,205 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 11th December, 2019. The e-voting facility was kept open from 15th December, 2019 (9.00 A.M.) to 17th December, 2019 (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 "Jansatta", Hindi Daily Newspaper both dated 26th November, 2019. The notice published in the newspapers carried the required information as specified in the Rule 20(3) (v) (a) to (g).
7. With reference to the notice of 85th AGM as circulated to the members, the company has **withdrawn** the proposed item/resolution Nos. 2 (a) and 2 (b) in respect of re-appointment of Shri Rakesh Kumar



Modi and Shri Abhishek Modi respectively under Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) and re-enactment for the time being in force).

In this regard, the Board of Directors has duly circulated and passed a circular resolution on 02nd December, 2019 for withdrawal of such resolutions from the Notice of 85th AGM.

Accordingly, the Company has published a 'Corrigendum' to Notice of 85th AGM in "The Pioneer (English Daily) and Jansatta (Hindi Daily) on 05th December, 2019 and also the corrigendum notice has been dispatched to all the members through permitted mode on 04th December, 2019. The company have also informed the NSDL to withdraw such business from e-voting procedure.

8. At the end of the voting period on 17th December, 2019 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On 18th December, 2019 after the Annual General Meeting the votes cast through e-voting facility was duly unblocked by us as Scrutiniser in the presence of Mr. Rakesh Aggarwal and Mr A. J. Kohli who acted as witness, as prescribed in sub-rule 3(xi) of the said Rule 20 of Companies (Management and Administration) Rules 2014.
9. In the e-voting process, **no vote** was cast through electronic mode since, no shareholder has availed this facility. It has 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 THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON;

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	N.A	N.A	N.A
Total Number of Invalid Votes	Nil	N.A	N.A	N.A
Total Number of votes against the resolution	Nil	N.A	N.A	N.A
Total Number of votes in favour the resolution	Nil	N.A	N.A	N.A

RESOLUTION NO.1 (b) - ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND THE AUDITORS REPORT THEREON

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	N.A	N.A	N.A



Total Number of Invalid Votes	Nil	N.A	N.A	N.A
Total Number of votes against the resolution	Nil	N.A	N.A	N.A
Total Number of votes in favour the resolution	Nil	N.A	N.A	N.A

RESOLUTION NO.2 (a) – Item Withdrawn by the Company

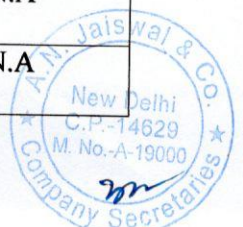
Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	Nil	N.A	N.A	N.A
Total Number of Invalid Votes	Nil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

RESOLUTION NO.2 (b) - Item Withdrawn by 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	Nil	N.A	N.A	N.A
Total Number of Invalid Votes	Nil	N.A	N.A	N.A
Total Number of votes against the resolution	Nil	N.A	N.A	N.A
Total Number of votes in favour the resolution	Nil	N.A	N.A	N.A

RESOLUTION NO.3 - ORDINARY RESOLUTION FOR APPROVAL OF THE REMUNERATION PAYBLE TO M/S M. K. SINGHAL & CO., (FIRM'S REGN. NO. 00074) 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	Nil	N.A	N.A	N.A
Total Number of Invalid Votes	Nil	N.A	N.A	N.A

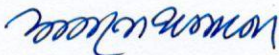


Total Number of votes against the resolution	Nil	N.A	N.A	N.A
Total Number of votes in favour the resolution	Nil	N.A	N.A	N.A


Since, no vote has been cast through remote e-voting process, therefore, the results in respects of resolutions contained in the notice dated 14th November, 2019, as updated, convening 85th Annual General Meeting of the Company needs not to be declared in this reports.


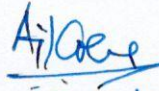
We hereby confirm that we are maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. We shall be arranging to hand over these records to the Chairman of the Company or such other person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

Thanking you.
Yours Sincerely,
For A. N. Jaiswal & Co.


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

Witness: - 1. 
Rakesh Kumar Agarwal
2. 
Amar Jaiswal

UDIN - A019000A000431390

Date:- 18.12.2019
Place:- Modi Nagar



A. N. Jaiswal & Co.

Company Secretaries

Office: - RZ-38, FF, South Extension Part-II,
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Mobile No: - +91-9711000660

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FORM NO MGT-13

Report of Scrutinisers

**[Pursuant to Section 109 of the Companies Act 2013 and Rules 21 (2) of the Companies
(Management and Administration) Rules 2014]**

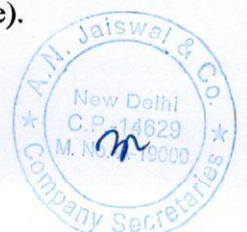
To
The Chairman,
85th Annual General Meeting,
Modi Industries Limited.

**85th Annual General Meeting of the Equity Shareholders of Modi Industries Limited held on
Wednesday, the 18th December, 2019 at 12.30 p.m. at Modi Industries Transit House, (Modi
Industries Complex) , Modi Nagar, Ghaziabad (U.P.) – 201204**

Dear Sir,

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 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 the poll taken on the below mentioned resolution(s), at the 85th Annual General Meeting of the Equity Shareholders of Modi Industries Limited held on 18th December, 2019 at 12.30 p.m. at Modi Industries Transit House (Modi Industries Complex) Modi Nagar (U.P.)-201204 submit our report as under:-

1. 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.
2. The Locked ballot box was subsequently opened before us in the presence of Mr. Rakesh Agrawal and Mr. A. J. Kohli, who acted as Witnesses and poll papers were diligently scrutinised. The Poll papers were reconciled with the records maintained by the company and the authorisation/proxies lodged with the Company.
3. No Poll papers were incomplete and/or otherwise found defective.
4. With reference to the notice of 85th AGM as circulated to the members, the company has withdrawn the proposed item/resolution Nos. 2 (a) and 2 (b) in respect of re-appointment of Shri Rakesh Kumar Modi and Shri Abhishek Modi respectively under Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 and rule made thereunder (including any statutory modification(s) and re-enactment for the time being in force).



In this regard, the Board of Directors has duly circulated and passed a circular resolution on 02nd December, 2019 for withdrawal of such resolutions from the Notice of 85th AGM.

Accordingly, the Company has published a 'Corrigendum' to Notice of 85th AGM in "The Pioneer (English Daily) and Jansatta (Hindi Daily) on 05th December, 2019 and the corrigendum notice has been dispatched to all the members through permitted mode on 04th December, 2019. The company have also informed the NSDL to withdraw such business from e-voting procedure.

5. The result of the Poll is as under:-

AGENDA ITEM NO.	1 (a)
SUBJECT	ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 , THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
87	16,79,002	100%

(II) VOTED AGAINST THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	NA	NA

(III) INVALID VOTES OF THE RESOLUTION

No. of Members present and voting (in person or proxy) whose votes were declared invalid	Number of votes cast by them	% of Total number of Valid votes cast
Nil	NA	NA

AGENDA ITEM NO.	1 (b)
SUBJECT	ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND THE AUDITORS REPORT THEREON
TYPE OF RESOLUTION	ORDINARY RESOLUTION



(I) VOTED IN FAVOUR THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
87	16,79,002	100%

(II) VOTED AGAINST THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	NA	NA

(III) INVALID VOTES OF THE RESOLUTION

No. of Members present and voting (in person or proxy) whose votes were declared invalid	Number of votes cast by item	% of Total number of Valid votes cast
Nil	NA	NA

AGENDA ITEM NO.	2 (a)
SUBJECT	ITEM WITHDRAWN BY THE COMPANY
TYPE OF RESOLUTION	N.A

(I) VOTED IN FAVOUR THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A

(II) VOTED AGAINST THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A

(III) INVALID VOTES OF THE RESOLUTION

No. of Members present and voting (in person or proxy) whose votes were declared invalid	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A



AGENDA ITEM NO.	2 (b)
SUBJECT	ITEM WITHDRAWN BY THE COMPANY
TYPE OF RESOLUTION	N.A

(I) VOTED IN FAVOUR THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A

(II) VOTED AGAINST THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A

(III) INVALID VOTES OF THE RESOLUTION

No. of Members present and voting (in person or proxy) whose votes were declared invalid	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A

AGENDA ITEM NO.	3
SUBJECT	APPROVAL OF THE REMUNERATION PAYBLE TO M/S M. K. SINGHAL & CO., (FIRM'S REGN. NO. 00074) THE COST AUDITOR OF THE COMPANY
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
87	16,79,002	100%

(II) VOTED AGAINST THE RESOLUTION

No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A.	N.A.



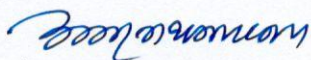
(III) INVALID VOTES OF THE RESOLUTION

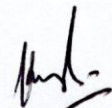
No. of Members present and voting (in person or proxy) whose votes were declared invalid	Number of votes cast by them	% of Total number of Valid votes cast
Nil	N.A	N.A

6. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for each resolution has been prepared and submitted.
7. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the General Meeting.
8. All of the above mentioned resolutions have been passed with requisite majority.

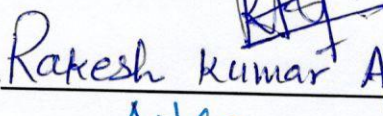
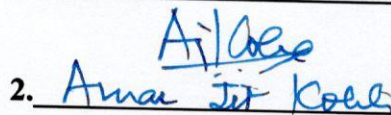
Thanking you.
Yours Sincerely,
For A. N. Jaiswal & Co.




Amar Nath Jaiswal
Proprietor
Scrutiniser
UDIN - A019000A000431390
M. No. A-19000
C.P. No. 14629


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

Witness: -

1. 
Rakesh Kumar Agarwal
2. 
Amar Jit Kolla

Date:- 18/12/2019
Place:- Modi Nagar