



A. N. Jaiswal & Co.

Company Secretaries

**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

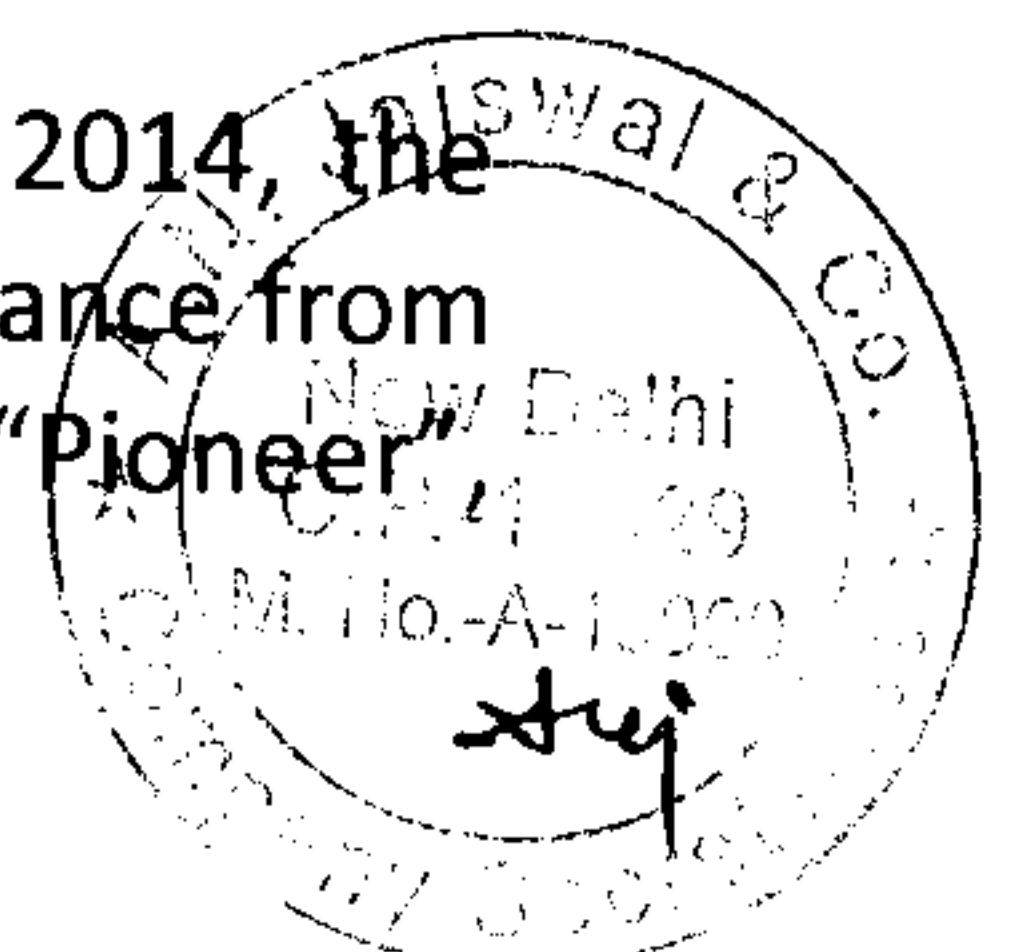
To,
The Chairman,
83rd Annual General Meeting,
Modi Industries Limited,
Modi Nagar (U.P.)

83rd Annual General Meeting of the Members of Modi Industries Limited held on Thursday, the 21st December, 2017 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 16th November, 2017, 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 the all the items of business sought to be transacted in the 83rd Annual General Meeting ("AGM") of the Company which was held on Thursday, the 21st December, 2017. 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 it's Services Provider to facilitate their Shareholders to cast their vote through e-voting.
3. As on the cut off date there were 9,213 shareholders of the Company. The notice of Annual General Meeting and circular for e-voting was sent to all the 9,213 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 14th December, 2017. The e-voting facility was kept open from 18th December, 2017 (9.00 A.M.) to 20th December, 2017 (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





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Hindi Daily Newspaper both dated 30th November, 2017. 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 20th December, 2017 at 5.00 P.M. the voting portal of the service provider was blocked forthwith. On 21st December, 2017 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 Agarwal 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.

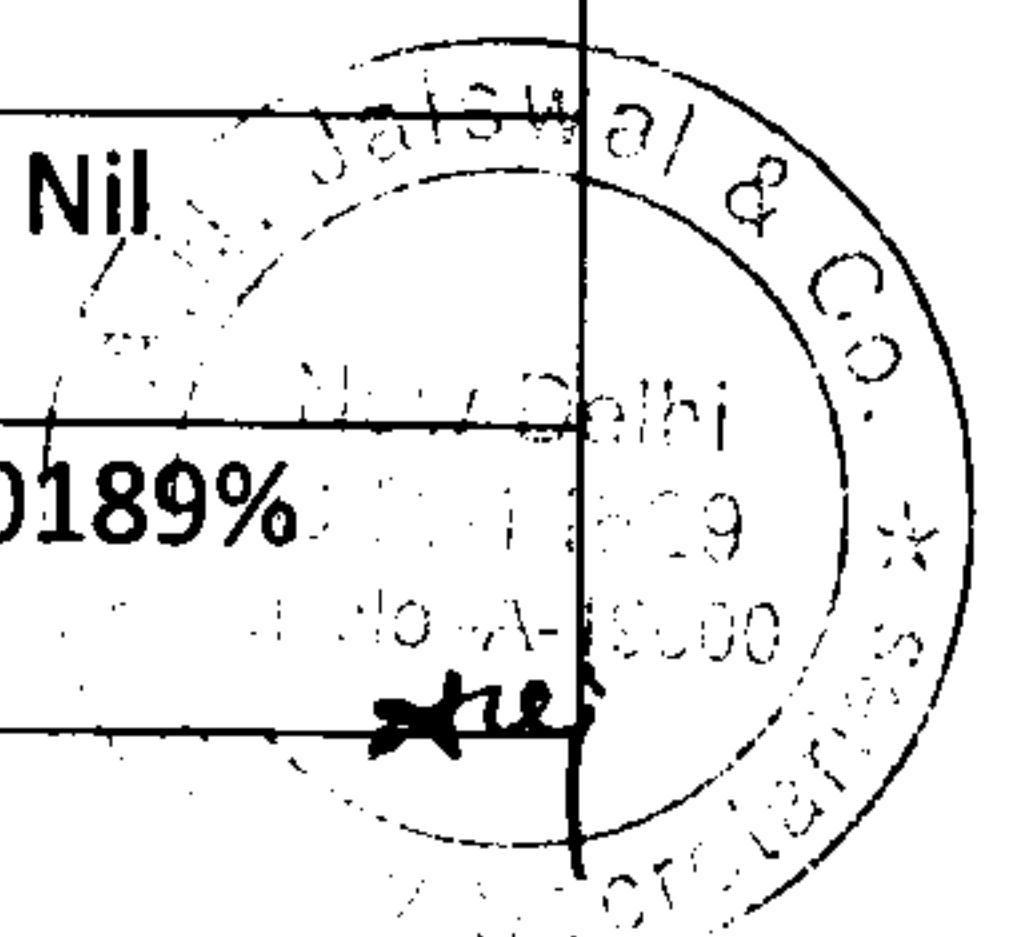
As a Scrutiniser the Report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows:

RESOLUTION NO.1 (a) - ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017, 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	4	625	100.00 %	0.0189%
Total Number of Invalid Votes	Nil	Nil	Nil	Nil
Total Number of votes against the resolution	Nil	Nil	Nil	Nil
Total Number of votes in favour the resolution	4	625	100.00 %	0.0189%

RESOLUTION NO.1 (b) - ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 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	4	625	100.00 %	0.0189%
Total Number of Invalid Votes	Nil	Nil	Nil	Nil
Total Number of votes against the resolution	Nil	Nil	Nil	Nil
Total Number of votes in favour the resolution	4	625	100.00 %	0.0189%





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RESOLUTION NO.2 (a) -ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI MANISH KUMAR MODI (DIN 00030036) AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION

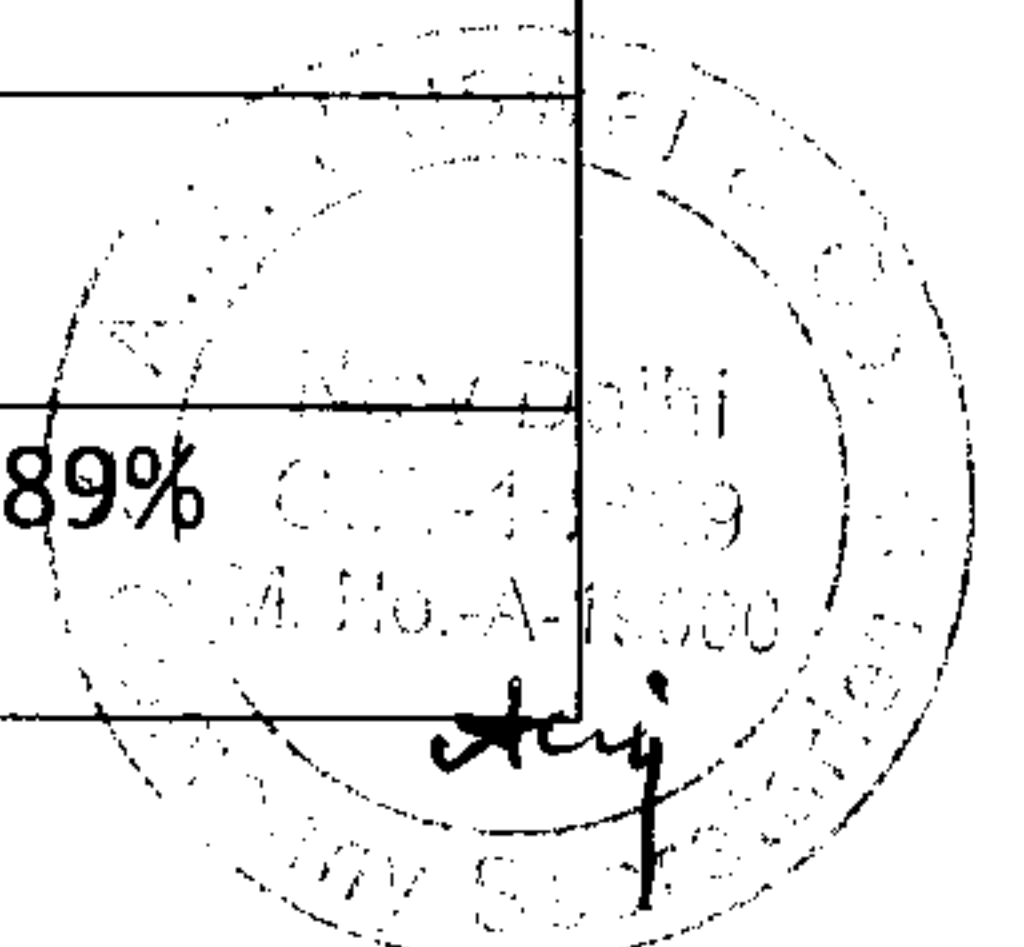
Particulars	No. of Members who cast their votes electronically	No. of equity shares of the nominal value of Rs. 10/-each (votes)	% age of the total votes received	%age of the paid up share capital of the company
Total Votes received by electronic mode	4	625	100.00 %	0.0189%
Total Number of Invalid Votes	Nil	Nil	Nil	Nil
Total Number of votes against the resolution	Nil	Nil	Nil	Nil
Total Number of votes in favour the resolution	4	625	100.00 %	0.0189%

RESOLUTION NO.2 (b) - 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 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	4	625	100.00 %	0.0189%
Total Number of Invalid Votes	Nil	Nil	Nil	Nil
Total Number of votes against the resolution	Nil	Nil	Nil	Nil
Total Number of votes in favour the resolution	4	625	100.00 %	0.0189%

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	4	625	100.00 %	0.0189%
Total Number of Invalid Votes	Nil	Nil	Nil	Nil
Total Number of votes against the resolution	Nil	Nil	Nil	Nil
Total Number of votes in favour the resolution	4	625	100.00 %	0.0189%





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RESOLUTION NO.4 - 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	4	625	100.00 %	0.0189%
Total Number of Invalid Votes	Nil	Nil	Nil	Nil
Total Number of votes against the resolution	Nil	Nil	Nil	Nil
Total Number of votes in favour the resolution	4	625	100.00 %	0.0189%

All the resolutions contained in the notice dated 16th November, 2017 convening 83rd Annual General Meeting of the Company stand passed under e-voting process with requisite majority.

We hereby confirm that we are 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. We 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,

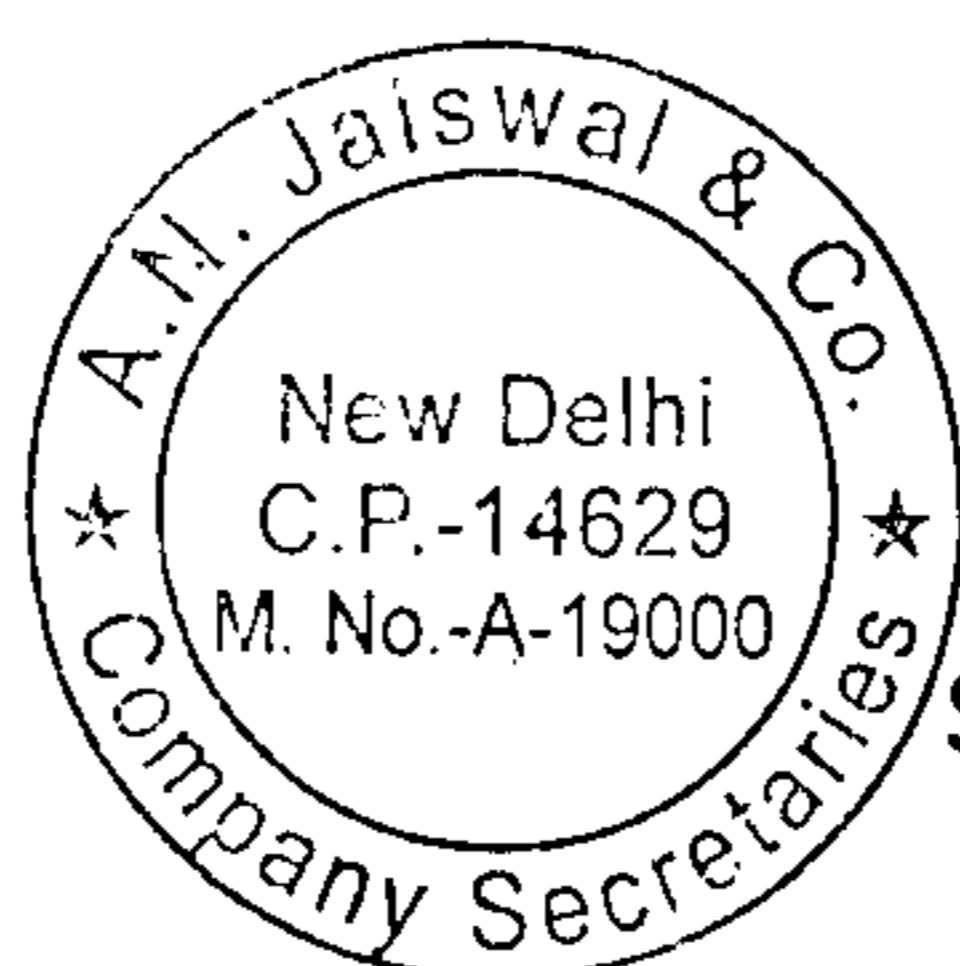
For A. N. Jaiswal & Co.

Amar Nath Jaiswal

Proprietor

M. No. A-19000

C.P. No. 14629



Signed by Shri Umesh Kumar Modi
(DIN-00002757)

Chairman of the Meeting

Witness: - 1.

2.

Date:- 23/12/2017

Place:- Modi Nagar



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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,
83rd Annual General Meeting,
Modi Industries Limited.

Subject - 83rd Annual General Meeting of the Equity Shareholders of Modi Industries Limited held on Thursday, the 21st December, 2017 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 of M/s A.N. Jaiswal & Co., Practising Company Secretaries holding Membership Number A-19000 and Certificate of Practice Number 14629 which was appointed as Scrutinisers for the purpose of the poll taken on the below mentioned resolution(s), at the 83rd Annual General Meeting of the Equity Shareholders of Modi Industries Limited held on 21st December, 2017 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 time fixed for closing of the poll by the Chairman, 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 Agarwal and Mr. P. C. Gupta, who acted as witness, 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. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. 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, 2017, THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION

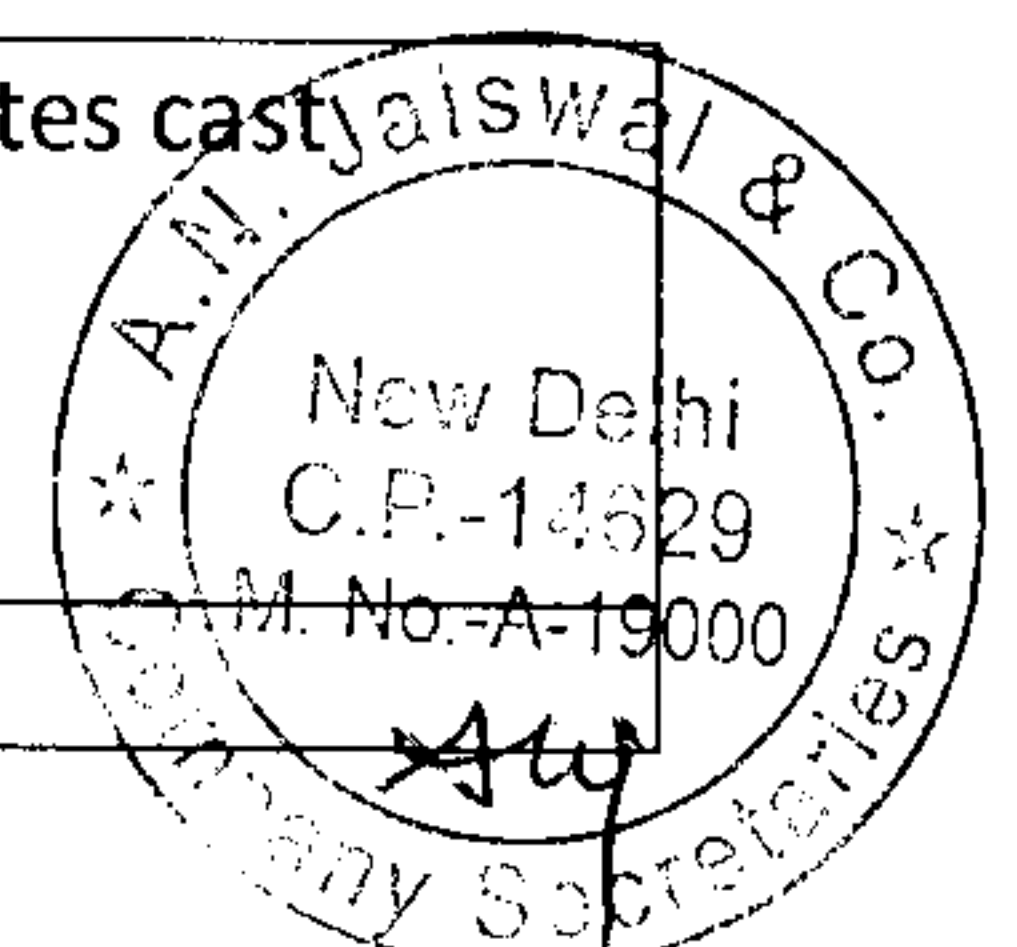
No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
78	11,05,255	68.8201%

(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
6	5,00,751	31.1799 %

(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	Nil	Nil





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AGENDA ITEM NO.	1 (b)
SUBJECT	ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 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
78	11,05,255	68.8201 %

(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
6	5,00,751	31.1799 %

(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	Nil	Nil

AGENDA ITEM NO.	2 (a)
SUBJECT	RE-APPOINTMENT OF SHRI MANISH KUMAR MODI AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION
TYPE OF RESOLUTION	ORDINARY RESOLUTION

(I) VOTED IN FAVOUR THE RESOLUTION

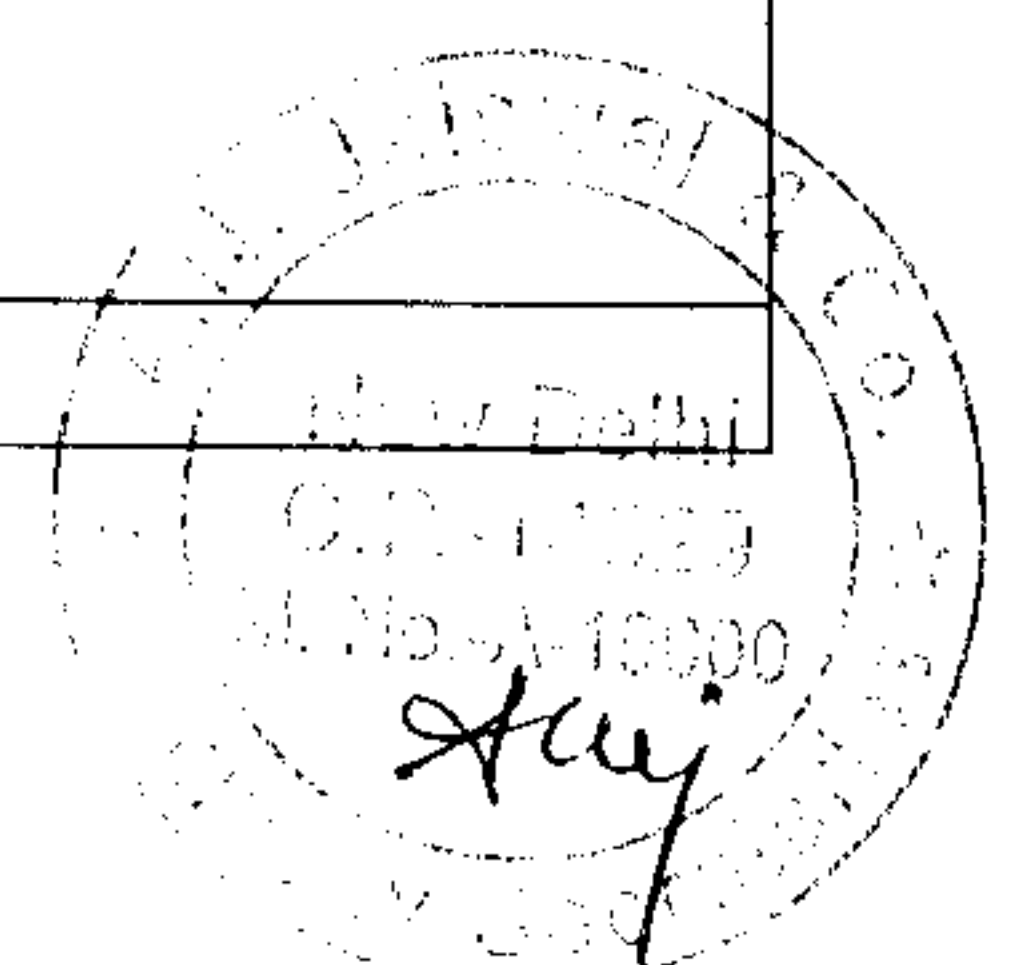
No. of Members present and voting (in person or proxy)	Number of votes cast by them	% of Total number of Valid votes cast
84	16,06,006	100%

(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	Nil	Nil

(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	Nil	Nil





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AGENDA ITEM NO.	2 (b)
SUBJECT	RE-APPOINTMENT OF SHRI ABHISHEK MODI AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION
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
84	16,06,006	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	Nil	Nil

(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	Nil	Nil

AGENDA ITEM NO.	3
SUBJECT	APPOINTMENT OF M/S P. R. MEHRA & CO. AS STATUTORY AUDITOR OF THE COMPANY AND FIXING THEIR REMUNERATION
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
84	16,06,006	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	Nil	Nil

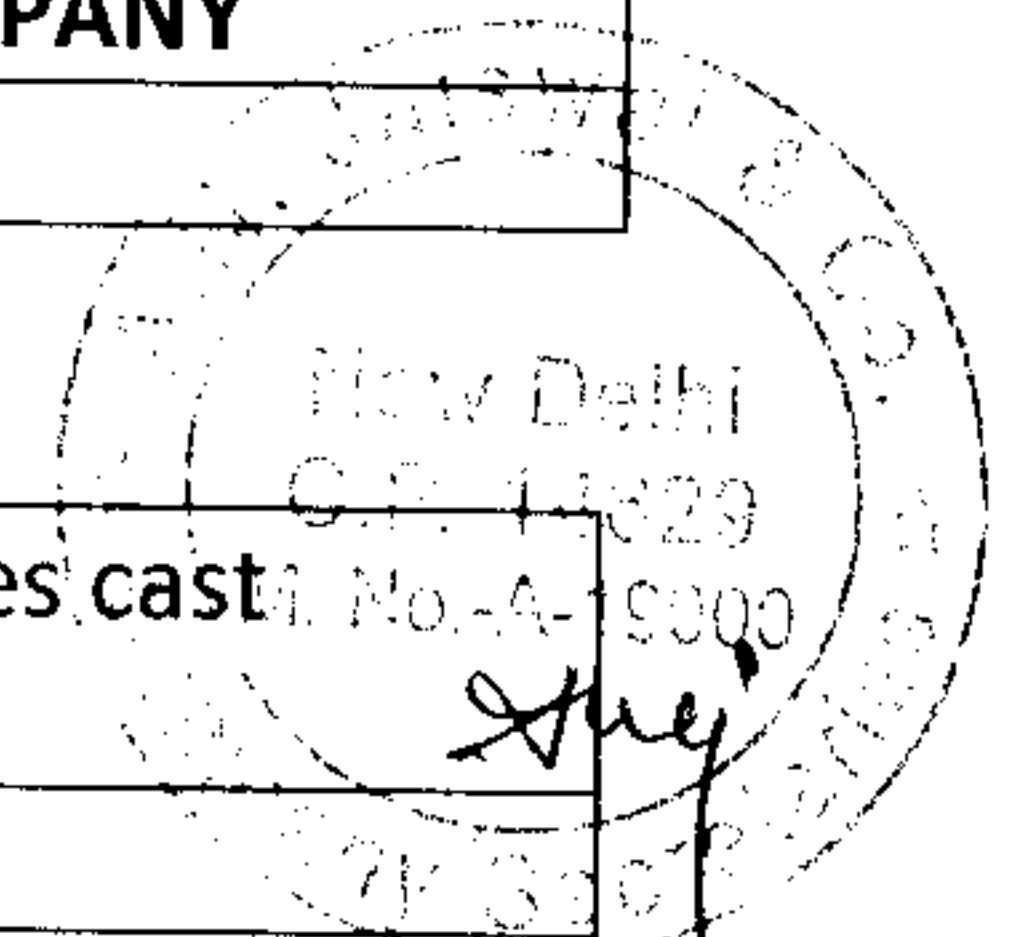
(III) INVALID VOTES OF THE RESOLUTION

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	Nil	Nil

AGENDA ITEM NO.	4
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
84	16,06,006	100%





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(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	Nil	Nil

(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	Nil	Nil

5. A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are enclosed. Some members who attended AGM in person/through proxy, having multiple folios, have been treated as single person for attendance.
6. The poll papers and all other relevant records were sealed and handed over to the company Secretary /Director of the Company, authorised by the Board for safe keeping.

Thanking you.

Yours Sincerely,

For A. N. Jaiswal & Co.

Amar Nath Jaiswal

Proprietor

C.P. No. 14629



Signed by Shri Umesh Kumar Modi

(DIN- 00002757)

Chairman of the Meeting

Date:- 23/12/2017

Place:- Modi Nagar

Witness: - 1.

2.



A. N. Jaiswal & Co.

Company Secretaries

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COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR MODI INDUSTRIES LIMITED

To,
The Chairman,
83rd Annual General Meeting of
Modi Industries Limited
Modi Nagar (U.P.)

Sub: - Passing of Resolution(s) through electronic mode And Poll conducted at the 83rd AGM of Modi Industries Limited ("The Company") held on 21st December, 2017

The Board of The Company at its meeting held on 16th November, 2017 had appointed us as Scrutiniser for the e-voting held between 18th December, 2017 at 9.00 a.m. to 20th December, 2017 at 5.00 p.m. and the Chairman of the 83rd Annual General Meeting (AGM) has appointed us as the Scrutiniser for the Poll held at the 83rd Annual General Meeting of the Company on 21st December, 2017.

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 Monday, 18th December, 2017 at 9.00 a.m. to Wednesday, 20th December, 2017 at 5.00 p.m. The e-voting results were unblocked by us on 21st December, 2017 in the presence of two witnesses after the conclusion of 83rd Annual General Meeting. For Further details, kindly refer our Scrutiniser's Report dated 21st December, 2017 attached herewith.

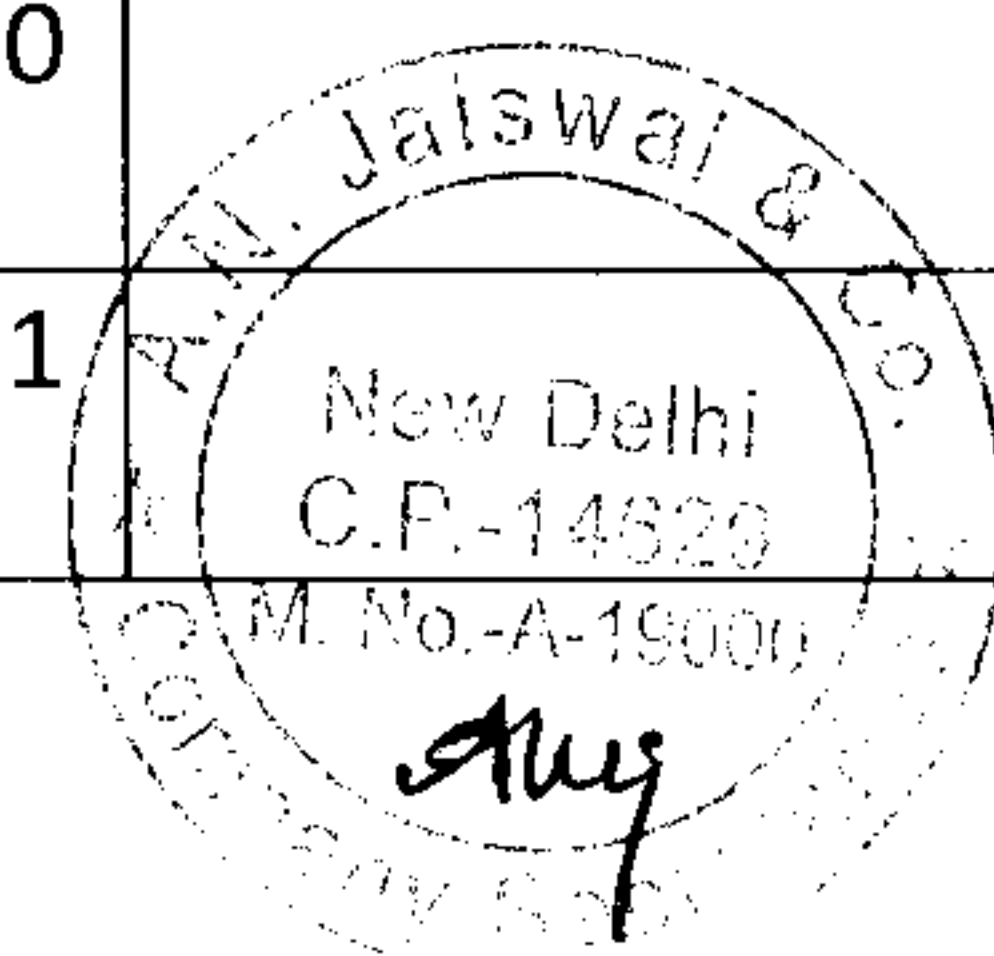
At the 83rd Annual General Meeting of the Company held on 21st December, 2017, the Chairman of the meeting had informed the members about the poll process to facilitate them to cast their votes through the ballot papers. Further, the Chairman of the Annual General Meeting had appointed us as the Scrutiniser for the same. For further details kindly refer to our Scrutinisers Report in Form MGT-13 dated 21st December, 2017.

Some members who attended AGM in person/through proxy, having multiple folios, have been treated as single person for attendance. 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, 2017, 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	4	625	00.04%
Total Votes received by physical Mode	84	16,06,006	99.96%
Total Number of invalid votes	Nil	Nil	Nil
Total Number of Valid Votes	88	16,06,631	100.00%
Total Number of votes in favour of resolution	82	11,05,880	68.83%
Total Number of Votes Against the resolution	6	5,00,751	31.17%





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AGENDA ITEM NO. 1(b)

ORDINARY RESOLUTION FOR CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 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	4	625	00.04%
Total Votes received by physical Mode	84	16,06,006	99.96%
Total Number of invalid votes	Nil	Nil	Nil
Total Number of Valid Votes	88	16,06,631	100.00%
Total Number of votes in favour of resolution	82	11,05,880	68.83%
Total Number of Votes Against the resolution	6	5,00,751	31.17%

AGENDA ITEM NO.2 (a) –

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF SHRI MANISH KUMAR MODI (DIN-00030036) 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	4	625	00.04%
Total Votes received by physical Mode	84	16,06,006	99.96%
Total Number of invalid votes	Nil	Nil	Nil
Total Number of Valid Votes	88	16,06,631	100.00%
Total Number of votes in favour of resolution	88	16,06,631	100.00%
Total Number of Votes Against the resolution	Nil	Nil	Nil

AGENDA ITEM NO.2 (b) –

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





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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	4	625	00.04%
Total Votes received by physical Mode	84	16,06,006	99.96%
Total Number of invalid votes	Nil	Nil	Nil
Total Number of Valid Votes	88	16,06,631	100.00%
Total Number of votes in favour of resolution	88	16,06,631	100.00%
Total Number of Votes Against the resolution	Nil	Nil	Nil

AGENDA ITEM NO . 3 –

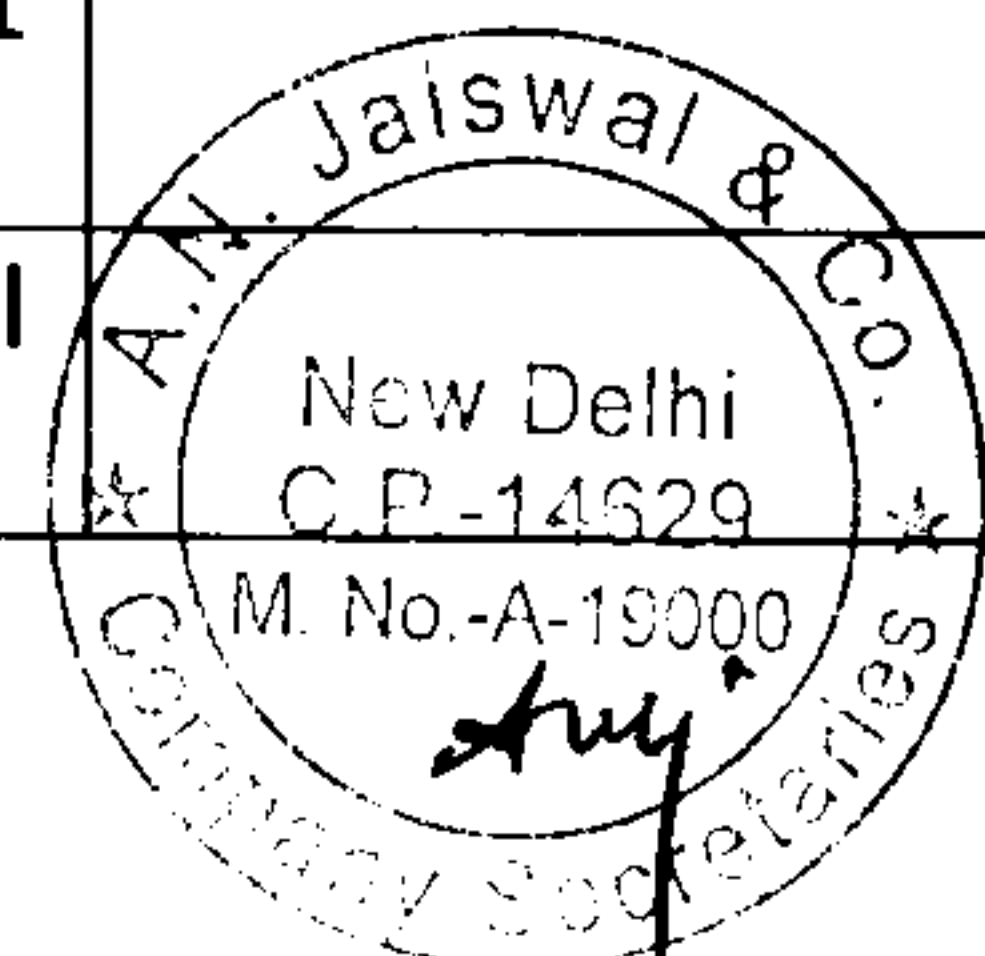
ORDINARY RESOLUTION FOR APPOINTMENT OF M/S P. R. MEHRA & CO. AS STATUTORY AUDITOR OF THE COMPANY AND FIXING THEIR REMUNERATION

Particulars	No. of Members who cast their votes	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	4	625	00.04%
Total Votes received by physical Mode	84	16,06,006	99.96%
Total Number of invalid votes	Nil	Nil	Nil
Total Number of Valid Votes	88	16,06,631	100.00%
Total Number of votes in favour of resolution	88	16,06,631	100.00%
Total Number of Votes Against the resolution	Nil	Nil	Nil

AGENDA ITEM NO. 4-

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 Mode	4	625	00.04%
Total Votes received by physical Mode	84	16,06,006	99.96%
Total Number of invalid votes	Nil	Nil	Nil
Total Number of Valid Votes	88	16,06,631	100.00%
Total Number of votes in favour of resolution	88	16,06,631	100.00%
Total Number of Votes Against the resolution	Nil	Nil	Nil





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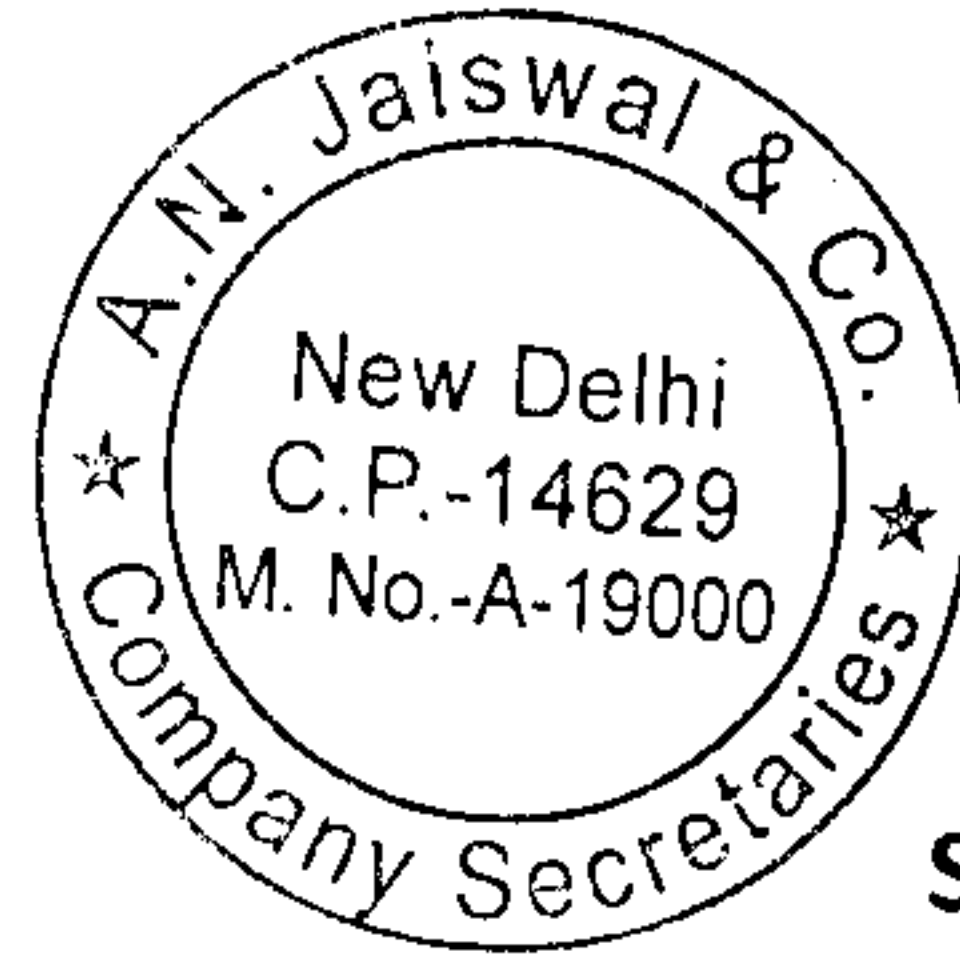
All the Resolutions stand passed under e-voting and poll with the requisite majority.

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
Proprietor
C.P. No. 14629**



**SIGNED BY SHRI UMESH KUMAR MODI
(DIN-00002757)
CHAIRMAN OF THE MEETING**

Date:- 23/12/2017

Place:- Modi Nagar