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

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

CONSOLIDATED SCRUTINIZER'S REPORT

To
Mr. Avinash Kumar Modi,
Executive Director (Head Office)
Modi Industries Limited
Modi Nagar (UP) - 201204

Sub: - Consolidated Scrutinizer's Report on Passing of Resolutions through Postal Ballot (remote e-voting and physical voting by post) in terms of Section 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended

UDIN:-A019000H000558275

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 in its meeting held on 23rd March, 2026 as Scrutinizer 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 votes cast through postal ballot process including e-voting in respect of the resolutions as set out in the Postal Ballot Notice dated 23rd March, 2026 in a fair and transparent manner to ascertain the requisite majority as per the provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto for the time being in force).

Responsibility of the Management of the company

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to remote e-voting and voting by use of Postal ballots by the Members on the resolutions set out in the notice of Postal Ballot dated 23rd March, 2026 is the responsibility of the Management.

My responsibility as Scrutinizer

My responsibility as a Scrutinizer for the remote e-voting process and postal ballot process 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 of Postal Ballot, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

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the agency engaged by the Company to provide e-voting facility and the Postal ballot papers collected by us upto the close of working hours (i.e. 05:00 P.M.) on Saturday, the 30th May, 2026 in a fair and transparent manner.

The Board of the Company at its meeting held on 23rd March, 2026 had appointed us as Scrutinizer for the electronic voting (e-voting) and vote cast through Postal Ballot Form by the Members within the period started from 9:00 A.M. on **Friday**, the **01st May, 2026** to the end of the working hours at 05.00 P.M. on Saturday, the **30th May, 2026.**

I, submit my report as under:

1. The Company has confirmed that the Postal Ballot notice was issued pursuant to Section 110 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the rules, Secretarial Standard on General Meetings ("SS-2') issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time.

2. The Company has further confirmed that the Postal Ballot Notice was sent to those members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Friday**, the **24th April, 2026** ("Cut-off Date"). As on that date, there were 9164 members/folios of the Company.

3. Dispatch of Notice of the Postal Ballot: -

   a) Physical copy of the Notice dated 23rd March, 2026 and Postal Ballot Forms were dispatched to the members through courier along with postage pre-paid self addressed reply envelope. The Notice in electronic form has also been sent to the members whose email addresses are registered with the Company or the Depository Participant(s).

   Physical copy of the Postal Ballot Notice and Postal Ballot Notice in electronic form both were sent to the members on 30th April, 2026.

   The Postal Ballot Notice as well as the proposed set of Memorandum and Articles of Association were also made available on the Company's website www.modiindustries.net

   b) A Public Notice of Postal Ballot, specifying therein the required information as per Secretarial Standard on General Meetings (SS2)/ issued by the Institute of Company Secretaries of India (ICSI), was published in "The Pioneer" (English News-Paper) and "Pioneer" (Hindi Language News-Paper) on 1st May, 2026.

4. Remote e-voting Process

   a) The Company had appointed National Securities Depository Limited (hereinafter referred to as "NSDL") as the Service Provider, for the purpose of extending the facility of remote e-voting during the postal ballot process to the Members of the Company.

   b) The voting period for remote e-voting commenced on 9:00 A.M. on Friday, the 01st May, 2026 and ended at 05.00 P.M. on Saturday, the 30th May, 2026 and thereafter, the voting portal was blocked forthwith.

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c) NSDL, the Service Provider had provided a system for recording the votes of the Members electronically on the resolutions proposed to be passed during the Postal Ballot process. The Service Provider had set up electronic voting facility on their website, https://www.evoting.nsdl.com.

d) The notices sent contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014.

5. Voting through Postal Ballot (Physical Voting by Post)

   a) The Postal Ballots Forms, received during the period started from 09:00 A.M. on **Friday**, the **01st May, 2026** to the closure of the working hours at 05:00 P.M. on **Saturday**, the **30th May, 2026**, by us from the Members, were put into a locked Ballot Box. Subsequently, the ballot box was unlocked on **30th May, 2026** in my presence and in the presence of Mr. Gourav Sharma and Mr. Rakesh Kumar Agarwal, not in employment of the Company, who acted as witnesses and have signed this report.

   b) The postal ballot papers were reconciled with the records maintained by MAS Services Limited; the Registrar and Transfer Agents (RTA) of the Company and the authorizations lodged with the Company. The postal ballot papers, which were incomplete and /or which were otherwise found defective, if any, have been treated us invalid and kept separately.

6. Counting Process

After closure of remote e-voting on Notice of the Postal Ballot, the votes cast through remote e-voting 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 witnesses have signed below in confirmation of the same.

Gourav Sharma **Gourav Sharma**	**Rakesh Kumar Agarwal**

The remote e-voting data/results downloaded from the e-voting system of NSDL and the Physical Postal Ballots 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 Postal Ballot taken through ballot papers, the total votes cast in "***favour***" and/or "***Against***" of the resolutions proposed in the Notice of Postal Ballot are as under:

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ITEM NO.1 OF THE NOTICE OF POSTAL BALLOT – (AS A SPECIAL RESOLUTION)

SPECIAL RESOLUTION FOR ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER TABLE A OF SCHEDULE I OF THE COMPANIES ACT, 2013

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	16	3,03,244	18.33%
Total Votes received by Postal Ballot Papers	34	13,51,020	81.67%
Total Number of invalid votes	0	0	0.000%
Total Number of Valid Votes	50	16,54,264	100.00%
Total Number of votes in favour of resolution	50	16,54,264	100.00%
Total Number of Votes against the resolution	0	0	0%

The Resolution stands passed under remote e-voting and Postal Ballots with the requisite majority i.e. as a special Resolution.

ITEM NO.2 OF THE NOTICE OF POSTAL BALLOT – (AS A SPECIAL RESOLUTION)

SPECIAL RESOLUTION FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

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	16	3,03,244	18.33%
Total Votes received by Postal Ballot Papers	34	13,51,020	81.67%
Total Number of invalid votes	0	0	0.000%
Total Number of Valid Votes	50	16,54,264	100.00%
Total Number of votes in favour of resolution	50	16,54,264	100.00%
Total Number of Votes against the resolution	0	0	0%

The Resolution stands passed under remote e-voting and Postal Ballots with the requisite majority i.e. as a special Resolution.

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ITEM NO.3 OF THE NOTICE OF POSTAL BALLOT – (AS AN ORDINARY RESOLUTION)

ORDINARY RESOLUTION FOR PURCHASE OF GELATO, CAKERY AND BAKERY BUSINESS FROM M/S. MODI ILLVA INDIA PRIVATE LIMITED (A RELATED PARTY) UNDER SECTION 188 OF THE COMPANIES ACT, 2013

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	16	3,03,244	32.86%
Total Votes received by Postal Ballot Papers	30	6,61,581	71.69%
Total Number of invalid votes*	3	42,003	(4.55%)
Total Number of Valid Votes	43	9,22,822	100.00%
Total Number of votes in favour of resolution	43	9,22,822	100.00%
Total Number of Votes against the resolution	0	0	0%

* Some members, who were interested into this resolution, had participated in the *e-voting process* and voted in favour of this resolution, however their votes had been invalidated in due compliance of second proviso of Section 188 (1) of the Companies Act, 2013

The Resolution stands passed under remote e-voting and Postal Ballots with the requisite majority i.e. as an Ordinary Resolution.

We hereby confirm that we are maintaining the required record / information / registers, in respect of the votes cast through remote e-voting and Postal Ballot Forms sent by the Members of the Company. We have handed over these records to the Company Secretary as authorised by you for keeping the same in his safe custody.

Thanking you,

Yours Sincerely

For A. N. Jaiswal & Co.
Firm Registration No. S2016DE394500
PR Certificate No. 4464/2023

Amar Nath Jaiswal
Proprietor
Scrutiniser
M. No. A-19000
C.P. No. 14629
UDIN: -A019000H000558275

A.N. Jaiswal & Co. New Delhi C.P.-14629 M. No.-A-19000 Company Secretaries

Counter Signed
For Modi Industries Limited

MODI INDUSTRIES LTD. MODI NAGAR

Avinash Kumar Modi
(DIN- 10629923)
Executive Director
(Head Office)

Date: - 30th May, 2026
Place: - Modi Nagar