

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
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Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Modern India Limited  
Modern Centre, Sane Guruji Marg,  
Mahalaxmi, Mumbai - 400 011

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

I, P.N.Parikh of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Modern India Limited vide resolution dated May 16, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Eightieth Annual General Meeting of the Company to be held on July 23, 2014.

The Notice dated May 16, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on July 23, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of June 20, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 9 in the Notice of the 80<sup>th</sup> AGM of Modern India Limited.

The voting period commenced on Thursday, July 17, 2014 at 09.30 a.m. and ended on Saturday, July 19, 2014 at 5:30 p.m. and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

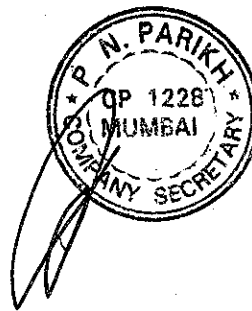
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A.



II. Resolution No. 2 :-

Declaration of Dividend on Equity Shares of the company for the year ended 31<sup>st</sup> March, 2014

(i) Voted in favour of the resolution:

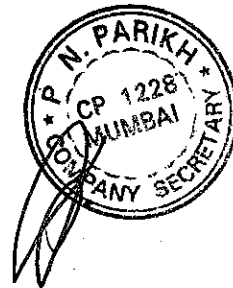
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A



III. Resolution No. 3 :-

Appointment of a Director in place of Smt. Gauri Jatia, who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

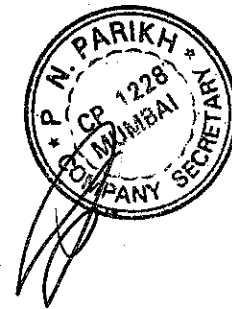
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A



IV. Resolution No. 4 :-

Re-appointment of Messrs. K.S. Aiyar & Company, Chartered Accountants (Firm Registration No. 100186W), Statutory Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A



## V. Resolution No. 5 :-

Appointment of Shri. Rajas Ratanchand Doshi as an Independent Director of the Company for a term of five years with effect from July 23, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A



## VI. Resolution No. 6 :-

Appointment of Shri. Anand Badriprasad Didwania as an Independent Director of the Company for a term of five years with effect from July 23, 2014.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A



VII. Resolution No. 7 :-

Appointment of Shri. Dilip Jayantilal Thakkar as an Independent Director of the Company for a term of five years with effect from July 23, 2014.

(i) Voted in favour of the resolution:

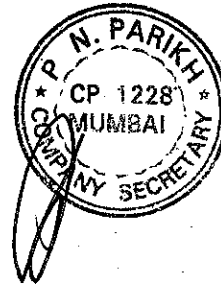
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A





## VIII. Resolution No. 8 :-

Appointment of Dr. Shiv Kumar Dhalumal Israni as an Independent Director of the Company for a term of five years with effect from July 23, 2014.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A



## IX. Resolution No. 9 :-

Shri Kaiwan Dossabhoy Kalyaniwalla who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting is appointed as Director and an Independent Director of the Company for a term of five years with effect from July 23, 2014.

## (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
16	2,82,60,477	99.9996

## (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
1	100	0.0004

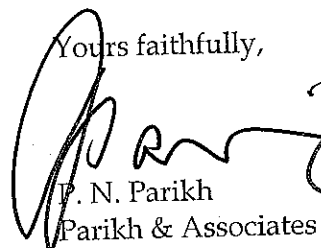

## (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

P. N. Parikh  
Parikh & Associates  
Practising Company Secretary  
FCS: 327 CP: 1228  
Place: Mumbai  
Dated: July 22, 2014