

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]

To,
The Chairman appointed for the National Company Law Tribunal
Convened Meeting of the Preference Shareholders of
Modern India Free Trade Warehousing Private Limited
1, Mittal Chambers, 228,
Nariman Point,
Mumbai 400021

The National Company Law Tribunal Convened Meeting of the Preference Shareholders of Modern India Free Trade Warehousing Private Limited held on Saturday, April 20, 2019 at 11.00 a.m. at 1, Mittal Chambers, 228, Nariman Point, Mumbai 400021

Dear Sir,

I, Mitesh Dhaliwala of M/s. Parikh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the National Company Law Tribunal Convened Meeting of the Preference Shareholders of Modern India Free Trade Warehousing Private Limited held on Saturday, April 20, 2019 at 11.00 a.m at 1, Mittal Chambers, 228, Nariman Point, Mumbai 400021, submit my 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 my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
3. I did not find any poll papers invalid
4. The result of the Poll is as under:



Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of the Mumbai Bench of the Hon’ble National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the Hon’ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of Modern India Free Trade Warehousing Private Limited (“Transferor Company No. 1” or “Applicant Company”) and Modern India Property Developers Limited (“Transferor Company No. 2”) with Modern India Limited (“Transferee Company”) and their respective Shareholders and Creditors (“Scheme”) placed before this Meeting and initialed by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the Hon’ble National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”



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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1 | 4,75,000 | 100.00 |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL | NIL | N.A |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

A Compact Disc (CD) containing a list of preference shareholders who voted "FOR", "AGAINST" the resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


Mitesh Dhaliwala
Scrutinizer

Parikh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, Sai Dwar CHS Ltd,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai - 400053





Place: Mumbai
Dated: April 20, 2019