

**MODERN SHARES AND STOCKBROKERS LIMITED**

CIN: L45200MH1939PLC002958

Registered office: Wankhede Stadium, North Stand, Staircase No. 13, D' Road, Churchgate, Mumbai - 400020.

TEL : 42122400/40 (F) 42122441 EMAIL: modernshare@hotmail.com

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : .....

Registered Address : .....

E-mail Id: ..... Folio No/ Client Id : ..... DP ID: .....

I/We, being the member (s) of .....Equity shares of the above named company, hereby appoint

1. Name : .....

Address : .....

Email I ..... Signature: ....., or failing him/her

2.Name : .....

Address : .....

Email ID : .....Signature:..... or failing him/her

3.Name : .....

Address : .....

Email ID : .....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 78th Annual general meeting of the company, to be held on Friday the 28th day of July, 2017 at 11.00 a.m at Kilachand Hall, Indian Merchant Chambers, 2nd Floor, Opp. Churchgate Station, Churchgate, Mumbai-400020 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting as are indicated below:

Sr. No.	Resolution	Vote*	
		For	Against
<b>Ordinary Business</b>			
1	To consider and adopt the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.		
2	To declare dividend.		
3	To appoint a Director in place of Mr. Narendra Hira Advani (Din No.03351909) , who retires by rotation and is eligible for re-appointment		
4	To appoint a Director in place of Mrs. Roshan Salim Patheria (DIN: 00651144), who retires by rotation and is eligible for re-appointment.		
5	To Appoint M/s Baheti & Company, Chartered Accountants having Firm Regn. No. 006287C as Statutory Auditors of the Company to hold office until the conclusion of the 83rd Annual general meeting of the Company and to authorise the Board of Directors to fix their remuneration.		
<b>Special Business</b>			
6	To approve change in place of keeping, maintaining, preserving and inspection of register, returns etc.		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

Signature of shareholder

Note: (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (2) Proxy need not be a member of the Company.

\*It is optional to put 'x' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate