

Ref: MSSL/0022/2019-2020

September 27, 2019

Corporate Relationship Department,  
The Stock Exchange, Mumbai  
**1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,**  
P.J.Towers, Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 509760**

**Sub: Outcome of voting of 80th Annual General Meeting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.**

Dear Sir,

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are pleased to submit the following information, in the prescribed format, regarding voting results on the business transacted as per Notice dated 28th May, 2019 of the 80th Annual General Meeting (AGM) of the Company held on Friday, 27th September, 2019 at 11.00 a.m. at Kilachand Hall, Indian Merchant Chambers, 2nd floor, Opp. Churchgate Station, Churchgate, Mumbai - 400020.

As per requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided remote e-voting facility and voting through ballot process at the AGM to its members on the business transacted at the AGM of the Company. The Company had appointed Mr. Anil Jani, Practicing Company Secretary of M/s. Anil Jani & Co. as the Scrutinizer for the remote e-voting and voting through ballot process at the AGM. As per the scrutinizer reports, all resolutions as set out in the Notice of 80th Annual General Meeting have been Unanimously approved by the members.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Please find attached the consolidated outcome of voting held through remote e-voting and voting through ballot process at the 80th Annual General Meeting of the Company along with the Scrutinizer's Report.

You are requested to kindly take above information on your records.

Thanking You,

Yours sincerely,

**For Modern Shares and Stockbrokers Limited**

*Vibha A. Gandhi.*

**Vibha Axit Gandhi**  
**Company Secretary and Compliance Officer**  
**M. No: A40143**



**Encl. as above:**

<b>Date of the AGM/EGM</b>	<b>Friday, September 27, 2019</b>
<b>Total number of shareholders on record date</b>	<b>940</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	<b>10</b>
Public:	<b>15</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	<b>NA</b>
Public:	<b>NA</b>

Resolution required: (Ordinary/Special)			<b>Ordinary: Consideration and adoption of the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.</b>					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoters and Promoters Group	E-Voting	<b>2134784</b>	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>2134784</b>	<b>100.0000</b>	<b>2134784</b>	<b>00</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	<b>15680</b>	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>00</b>	<b>0.0000</b>	<b>00</b>	<b>00</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	<b>780661</b>	102550	13.1363	102550	00	100.00	0.00
	Poll		1295	0.1659	1295	00	100.00	0.00
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>103845</b>	<b>13.3022</b>	<b>103845</b>	<b>00</b>	<b>100.00</b>	<b>0.0000</b>
<b>Total</b>		<b>2931125</b>	<b>2238629</b>	<b>76.3744</b>	<b>2238629</b>	<b>00</b>	<b>100.00</b>	<b>0.0000</b>

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For MODERN SHARES AND STOCK BROKERS LIMITED

*And S My ha*  
**DIRECTOR**

Resolution required: (Ordinary/Special)			<b>Ordinary: Appointment of Director in place of Mrs. Roshan Advani Patheria (DIN: 00651144), who retires by rotation and is eligible for re-appointment.</b>					
Whether promoter/ promoter group are interested in the agenda/ resolution?			<b>Mr. Narendra Hira Advani – Brother of Mrs. Roshan Advani Patheria and Bhagwanti Exports Private Limited (Through Mr. Narendra Hira Advani)</b>					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoters and Promoters Group	E-Voting	<b>2134784</b>	1686819	79.0159	1686819	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>1686819</b>	<b>79.0159</b>	<b>1686819</b>	<b>00</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	<b>15680</b>	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>00</b>	<b>0.0000</b>	<b>00</b>	<b>00</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	<b>796341</b>	102550	13.1363	102550	00	100.00	0.0000
	Poll		1295	0.1659	1295	00	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>103845</b>	<b>13.3022</b>	<b>103845</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>2931125</b>	<b>1790664</b>	<b>61.0914</b>	<b>1790664</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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For MODERN SHARES AND STOCK BROKERS LIMITED

*Narendra Hira Advani*  
DIRECTOR

Resolution required:		Ordinary: Re-appointment of Mr. Anil Sugno Manghnani (DIN: 00012806) as Whole-time Director of the Company for a further period of 5 (five) years.						
Whether promoter/ promoter group are interested in the agenda/ resolution?		Mr. Anil Sugno Manghnani – Promoter and Director and through Bhagwanti Exports Private Limited – Associate Company						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoters and Promoters Group	E-Voting	2134784	1679774	78.6859	1679774	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>1679774</b>	<b>78.6859</b>	<b>1679774</b>	<b>00</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	15680	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	796341	102550	13.1363	102550	0	100.00	0.0000
	Poll		1295	0.1659	1295	0	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>103845</b>	<b>13.3022</b>	<b>103845</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
<b>Total</b>		<b>2931125</b>	<b>1783619</b>	<b>60.8510</b>	<b>1783619</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>

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For MODERN SHARES AND STOCK BROKERS LIMITED

DIRECTOR

(4)

Resolution required: (Ordinary/Special)			Ordinary: Appointment of Mr. Pankaj Rajnikant Ved (DIN: 00207079) as Non-executive Independent Director of the Company for a period of 5 (five) years.					
Whether promoter/ promoter group are interested in the agenda/ resolution?			N.A.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoters Group	E-Voting	<b>2134784</b>	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>2134784</b>	<b>100.00</b>	<b>2134784</b>	<b>00</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	<b>15680</b>	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	<b>796341</b>	102550	13.1363	102550	0	100.00	0.0000
	Poll		1295	0.1659	1295	0	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>103845</b>	<b>13.3022</b>	<b>103845</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>2931125</b>	<b>2238629</b>	<b>76.3744</b>	<b>2238629</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Contd. 5



For MODERN SHARES AND STOCK BROKERS LIMITED

DIRECTOR

Resolution (Ordinary/Special)		required: <b>Special: Re-appointment of Mr. Ashok Tikamdas Kukreja (DIN: 00463526), for the second term as Non-executive Independent Director of the Company for a further period of 5 (five) years.</b>						
Whether promoter/ promoter group are interested in the agenda/ resolution?		N.A						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoters and Promoters Group	E-Voting	<b>2134784</b>	2134784	100.00	2134784	00	100.00	0.00
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>2134784</b>	<b>100.00</b>	<b>2134784</b>	<b>00</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	<b>15680</b>	00	0.0000	00	00	0.0000	0.0000
	Poll		00	0.0000	00	00	0.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>00</b>	<b>0.0000</b>	<b>00</b>	<b>00</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	<b>796341</b>	102550	13.1363	102550	0	100.00	0.0000
	Poll		1295	0.1659	1295	0	100.00	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	<b>Total</b>		<b>103845</b>	<b>13.3022</b>	<b>103845</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
<b>Total</b>		<b>2931125</b>	<b>2238629</b>	<b>76.3744</b>	<b>2238629</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>



For MODERN SHARES AND STOCK BROKERS LIMITED

*Ashok Kukreja*  
DIRECTOR



*Anil G. Jani*  
B.Com, LL.B., F.C.S.

*Anil Jani & Co.*  
Company Secretaries

**FORM No. MGT-13**  
**REPORT OF SCRUTINIZER(S)**

*[Pursuant to rule section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairperson  
**Modern Shares and Stockbrokers Limited**  
(CIN No.: L45200MH1939PLC002958)  
Wankhede Stadium, North Stand, L and M Wings  
D Road, Churchgate,  
Mumbai - 400020.

**Sub: Scrutinizer's Report – Combine report on e-voting and poll**

**Ref: 80th Annual General Meeting of the Equity Shareholders of Modern Shares and Stockbrokers Limited held on Friday, September 27, 2019 at Kilachand Hall, Indian Merchant Chambers, 2nd Floor, Opp. Churchgate Station, Churchgate, Mumbai - 400020 at 11.00 a.m.**

Dear Sir,

I, CS Anil Jani, proprietor of Anil Jani & Company, Practicing Company Secretaries was appointed as Scrutinizer(s) vide Board resolution dated 28<sup>th</sup> May, 2019 to act as such for e-voting and poll through ballot paper in the Annual General Meeting in respect of the resolutions proposed to be passed in the 80th Annual General Meeting to seek approval of the Equity Shareholders of Modern Shares and Stockbrokers Limited (CIN No.: L45200MH1939PLC002958), held on Friday, September 27, 2019 Sharp at 11.00 a.m.

Pursuant to my appointment and the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (including amendments) (the Rules), I have completed the scrutiny of e-voting and poll process of the Annual General Meeting at the request of the management. I hereby submit my combined report on e-voting and poll as under:

1. As informed, the Company has completed on 30<sup>th</sup> August, 2019 the dispatch of Notice to all members through e-mails with the details of Login ID and password to those members who are holding shares in Demat form and by courier on 30<sup>th</sup> August, 2019 to all other members who are holding shares in physical form as well as whose e-mail ID got bounced and was failed to deliver.
2. The Shareholder of the Company had option to vote on resolution either through remote e-voting facility through designated website of <https://instavote.linkintime.co.in> of Link Intime India Private Limited (LI IPL) or through the physical ballot form distributed at the venue at the time of signing of attendance slip to all the shareholders.
3. All votes casted electronically through LI IPL portal from Tuesday, 24th September, 2019 (9.00 a.m. IST) up to Thursday, 26th September, 2019 (5.00 p.m. IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.





(2)

4. The cut-off date of identification of shareholders eligible to vote on resolutions placed for approval of the members was Friday, 20th September, 2019 and the total number of eligible shareholder as on date was 940 (Nine Hundred Forty).
5. At the Annual General Meeting, 1(One) ballot box was kept for polling and was duly locked in my presence. The locked ballot box was subsequently opened in presence of two independent persons, who were not employees of the Company. The poll papers were diligently scrutinized and were reconciled with the record maintained by the Registrar and Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
6. The LIPL provided me access to the records in pursuance of Rules 20(4) (xiii) of the Companies (management and Administration) Rules, 2014 so as to ensure the members who have availed the facility of e-voting have not again voted in the Annual General Meeting.
7. 19 (Nineteen) members casted their votes through remote e-voting and 5 (Five) members casted their vote under poll conducted through ballot paper in the Annual General Meeting.
8. A summary of the votes cast electronically as well as under poll through ballot paper in the Annual General Meeting are as under:

**RESOLUTION NO.1:- (Ordinary Resolution)**

To consider and adopt the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	19	2237334	100.00
B. Ballot Paper	5	1295	100.00
C. Total (A+B)	24	2238629	100.00

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

**(iii) Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed Unanimously.





(3)

**RESOLUTION NO.2:- (Ordinary Resolution)**

To appoint a Director in place of Mrs. Roshan Advani Patheria (DIN: 00651144) who retires by rotation and is eligible for re-appointment.

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	17	1789369	100.00
B. Ballot Paper	5	1295	100.00
C. Total (A+B)	22	1790664	100.00

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

**(iii) Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed Unanimously

**RESOLUTION NO.3:- (Ordinary Resolution)**

To re-appoint Mr. Anil Sugno Manghnani (DIN: 00012806) as Whole-time Director of the Company for a further period of 5 (five) years.

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	18	1782324	100.00
B. Ballot Paper	5	1295	100.00
C. Total (A+B)	23	1783619	100.00

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0





(4)

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed Unanimously.

RESOLUTION NO.4:- (Ordinary Resolution)

To appoint Mr. Pankaj Rajnikant Ved (DIN: 00207079) as Non-executive Independent Director of the Company for a period of 5 (five) years.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	19	2237334	100.00
B. Ballot Paper	5	1295	100.00
C. Total (A+B)	24	2238629	100.00

(ii) Voted Against the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

(iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

Passed Unanimously.

RESOLUTION NO.5:- (Special Resolution)

To re-appoint Mr. Ashok Tikamdas Kukreja (DIN: 00463526), for the second term as Non-executive Independent Director of the Company for a further period of 5 (five) years.

(i) Voted in favour of the resolution:

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	19	2237334	100.00
B. Ballot Paper	5	1295	100.00
C. Total (A+B)	24	2238629	100.00





(5)

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

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	0	0	0
B. Ballot Paper	0	0	0
C. Total (A+B)	0	0	0

**(iii) Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast (Shares)
0	0

**Passed Unanimously.**


9. I am pleased to inform you that the Ordinary Resolutions in Item No. 1 to 4 and Special Resolution in Item No. 5 of the Notice dated 28<sup>th</sup> May, 2019 have been duly passed unanimously.
10. Accordingly you may take on record the results of the remote e-voting and poll process through ballot paper in the Annual General Meeting as mentioned herein above and declare the results.
11. I have issued separate report of e-voting and poll through ballot paper conducted at the 80th Annual General Meeting.

I have kept the records of assent or dissent in remote e-voting as well as poll through ballot paper in the Annual General Meeting. The same has been handed over to the compliance officer for the purpose of safe keeping in compliance with the provisions of the Companies Act, 2013 and Rules made there under.

Thanking you,

Yours faithfully,

**For ANIL JANI & COMPANY**  
Company Secretaries

  
(Anil Gajanan Jani)  
(Proprietor)  
FCS: 2506 CP: 9154  
Scrutinizer



Place: Mumbai

Dated: 27<sup>th</sup> September, 2019.