

**MODISON
METALS LIMITED**

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Cin No.: L51900MH1983PLC029783



BSE Limited,
Corporate Relationship Department,
Rotunda Building, 1st floor,
New Trading Ring,
P. J. Towers, Dalal Street
MUMBAI – 400 001.

MML/2019D/312
08.08.2019

Ref: MODISON METALS LTD. – SCRIP CODE 506261.

Sub: SCRUTINISERS REPORT AND EVOTING RESULTS –AGM 2018-19.

Dear Sir,

With reference to the above captioned subject, we are submitting herewith Scrutinisers Report and Evoting Results –AGM 2018-19 held on 6th August, 2019.

Kindly take the above on record and acknowledge the same.

Thanking you,

Yours faithfully,

For MODISON METALS LIMITED,


**DEEPASHREE DADKAR
COMPANY SECRETARY**

Encl: As above



Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Date : _____

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 36th Annual General Meeting (AGM) of the Equity Shareholders of **MODISON METALS LIMITED** held on Tuesday, August 6, 2019 at 11.30 a.m. at Radio Room, The Bombay Presidency Radio Club Ltd., 157, Arthur Bunder Road, Colaba, Mumbai – 400005.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretary Firm, having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of MODISON METALS LIMITED (the "Company") for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice convening the 36th AGM of the Equity Shareholders of the Company held on Tuesday, August 6, 2019 at 11.30 a.m. at Radio Room, The Bombay Presidency Radio Club Ltd., 157, Arthur Bunder Road, Colaba, Mumbai – 400005.

The Notice dated 28th May, 2019 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and had not voted electronically.



The Shareholders of the Company holding shares of the Company as on the "cut-off" day of Tuesday, July 30, 2019 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

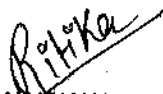
The period for remote e-voting commenced on Friday, August 2, 2019 (9:00 a.m.) (I.S.T.) and ended on Monday, August 5, 2019 (5.00 p.m.) (I.S.T.)

On August 5, 2019, after the end of the remote e-voting period i.e. August 5, 2019 (5.00 p.m.), I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

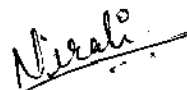
Further, the Chairman announced the voting through physical ballot at the AGM venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling which was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



.....
Name: Ritika Mishra

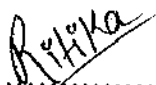


.....
Name: Nirali Bhanushali

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Freedom Registry Limited, Registrar and Share Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



.....
Name: Ritika Mishra



.....
Name: Nirali Bhanushali

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the Annual General Meeting.



Resolution No.1: Ordinary Resolution:

To adopt Audited Balance Sheet as at March 31, 2019, the Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	59	26194330	99.9998
Physical Ballot	1	10	0.0001
Total	60	26194340	99.9999

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4	4	0.0001
Physical Ballot	0	0	0
Total	4	4	0.0001

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.2: Ordinary Resolution:

To confirm the Interim Dividend of Re.1 per equity share, already paid during the year for the year ending March 31, 2019.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	60	26194331	99.9998
Physical Ballot	1	10	0.0001
Total	61	26194341	99.9999

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	3	0.0001
Physical Ballot	0	0	0
Total	3	3	0.0001



(iii) **Invalid votes:**

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.3: Ordinary Resolution:

To declare final dividend on equity shares of Re.0.50 per equity share for the financial year ended March 31, 2019 as recommended by the Board of Directors of the Company.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	60	26194331	99.9998
Physical Ballot	1	10	0.0001
Total	61	26194341	99.9999

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3	3	0.0001
Physical Ballot	0	0	0
Total	3	3	0.0001

(iii) **Invalid votes:**

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.4: Ordinary Resolution:

To appoint a Director in place of Mr. Suresh Mody (DIN No: 00027432), who retires by rotation and being eligible, offers himself for re-appointment.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	52	25550755	99.9988
Physical Ballot	1	10	0.0001
Total	53	25550765	99.9989



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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0011
Physical Ballot	0	0	0
Total	5	304	0.0011

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.5: Ordinary Resolution:

To appoint a Director in place of Mr. Rajkumar Modi (DIN No: 00027449), who retires by rotation and being eligible, offers himself for reappointment.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	48	14403436	99.9978
Physical Ballot	1	10	0.0001
Total	49	14403446	99.9979

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0021
Physical Ballot	0	0	0
Total	5	304	0.0021

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.6: Ordinary Resolution:

To appoint M/s. N. Ritesh& Associates, Cost Accountants as Cost Auditors.

Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	58	26194030	99.9988
Physical Ballot	1	10	0.0000
Total	59	26194040	99.9988

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0012
Physical Ballot	0	0	0
Total	5	304	0.0012

(ii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.7: Special Resolution:

To appoint Mr. Rajkumar Modi (DIN No: 00027449) as Joint Managing Director of the Company.

Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	49	14403936	99.9978
Physical Ballot	1	10	0.0001
Total	50	14403946	99.9979

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0021
Physical Ballot	0	0	0
Total	5	304	0.0021

(ii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.8: Special Resolution:

To fix remuneration of Mr. RajkumarModi (DIN No: 00027449), Joint Managing Director of the Company.

Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	48	14403436	99.9943
Physical Ballot	1	10	0.0001
Total	49	14403446	99.9944

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	804	0.0056
Physical Ballot	0	0	0
Total	6	804	0.0056

(ii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.9: Special Resolution:

To re-appoint and fix remuneration of Mr. Kumar Jay Modi (DIN No: 00059396) as Whole time Director of the Company.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	47	16209928	99.9950
Physical Ballot	1	10	0.0001
Total	48	16209938	99.9951

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	804	0.0049
Physical Ballot	0	0	0
Total	6	804	0.0049



(iii) **Invalid votes:**

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No.10: Special Resolution:

To confirm appointment of Mr. R.A.Goenka (DIN No: 00140376) as an Independent Director of the Company.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	58	26194030	99.9988
Physical Ballot	1	10	0.0001
Total	59	26194040	99.9989

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0011
Physical Ballot	0	0	0
Total	5	304	0.0011

(iii) **Invalid votes:**

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No. 11: Special Resolution:

To confirm appointment of Mrs. Rita Bhatia (DIN No: 06973893) as an Independent Director of the Company for a period of 5 (five) consecutive years, from October 27, 2019 to October 26, 2024.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	58	26194030	99.9988
Physical Ballot	1	10	0.0001
Total	59	26194040	99.9989



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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0011
Physical Ballot	0	0	0
Total	5	304	0.0011

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

Resolution No. 12: Special Resolution:

To approve professional fees of Mr. Suresh Mody, Director and consultant of the Company for the financial year 2019-2020.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	51	25550255	99.9968
Physical Ballot	1	10	0.0001
Total	52	25550265	99.9969

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	804	0.0031
Physical Ballot	0	0	0
Total	6	804	0.0031

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No. 13: Special Resolution:

To approve continual service of Mr. Suresh Mody as Non-Executive Director of the Company on attaining 75 years of age.

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	52	25550755	99.9988
Physical Ballot	1	10	0.0001
Total	53	25550765	99.9989

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	304	0.0011
Physical Ballot	0	0	0
Total	5	304	0.0011

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0

RESULTS:

I report that all the resolutions stated above stands approved by the Members of the Company with requisite majority.

The electronic data and all other relevant records relating to remote e-voting and physical ballots received at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,
Yours faithfully,

Place: Mumbai
Date: 07.08.2019

For Ragini Chokshi & Co.
(Company Secretaries)



R. V. Chokshi
Ragini Chokshi
(Partner)
Mem. No. F2390
C.P. No. 1436

Countersigned by
For MODISON METALS LIMITED

RAJKUMAR MODI
JOINT MANAGING DIRECTOR