Modern Shares And Stockbrokers Limited

Member - NSE/BSE

Creating wealth through Equity

Ref:MSSL/9012/16-17

Date: 13.07.2016

The Secretary,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 509760

Sub: Outcome of voting of 77th 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 20th May, 2016 of the 77th Annual General Meeting (AGM) of the Company held on 12th July, 2016 at 11.15 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 Listing 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 resolution as set out in the Notice of 77th Annual General Meeting have been duly approved by the members with requisite majority.

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 77th Annual General Meeting of the Company along with the Scrutiniser's Report.

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

Thanking You,

Yours sincerely,

For Modern Shares and Stockbrokers Limited

Anil S. Manghnani
(DIN No.:00012806)
Whole Time Director

MODERN SHARES & STOCKBROKERS LTD. MUMBAI

Encl. as above:

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: Scrutiniser's Report – combine report on e-voting and poll

Ref: 77th Annual General Meeting of the Equity Shareholders of Modern Shares and Stockbrokers Limited held on Tuesday, July 12, 2016 at Kilachand Hall, Indian Merchant Chambers, 2nd Floor, Opp. Churchgate Station, Churchgate, Mumbai 400020 at 11.15 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 20th May, 2016 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 77th Annual General Meeting to seek approval of the Equity Shareholders of Modern Shares and Stockbrokers Limited (CIN No.: L45200MH1939PLC002958), held on Tuesday, July 12, 2016 at 11.15 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 (Managemenbt 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 17th June, 2016 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 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:/www.evoting.nsdl.com of NSDL 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 NSDL portal from Saturday 9th July, 2016 (9.00 a.m. IST) upto Monday 11th July, 2016 (5.00 p.m. IST), the last date and time fixed by the Company, for casting of votes were considered for my scrutiny.

4. The cut-off date of identification of shareholders eligible to vote on resolutions placed for approval of the members was Monday 4th July, 2016 and the total number of eligible shareholder as on date was 1135 (One Thousand One Hundred Thirty Five).

ANIL JANI & CO. * COMPANY SECRETARIES * M. No. FCS 2306 CP. No. 9154 MUMBAI

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 paper were diligently scrutinised and were reconciled with the record maintained by the Registrar and Transfer Agents of the Company and the authorisation/ proxies lodged with the Company.

6. The NSDL 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. 22(Twnety-two) members casted their votes through remote e-voting and 10 (Ten) 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, 2016 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	**21 Members**	**2335304**	**100.00**
B. Ballot Paper	**9 Members**	**222**	**100.00**
C. Total (A+B)	**30 Members**	**2335526**	**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	**1 Member**	**11**	**100.00**
B. Ballot Paper	**1 Member**	**50**	**100.00**
C. Total (A+B)	**2 Members**	**61**	**100.00**

(iii) Invalid Votes:

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

Passed with requisite majority.

RESOLUTION NO.2:- (Ordinary Resolution)

ANIL JANI & CO. * COMPANY SECRETARIES * M. No. FCS 2306 C.P. No. 9154 MUMBAI

To declare dividend on equity shares of the company for the year ended March 31, 2016.

(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	**21 Members**	**2335304**	**100.00**
B. Ballot Paper	**9 Members**	**222**	**100.00**
C. Total (A+B)	**30 Members**	**2335526**	**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	**1 Member**	**11**	**100.00**
B. Ballot Paper	**0 Member**	**0**	**100.00**
C. Total (A+B)	**1 Member**	**11**	**100.00**

(iii) Invalid Votes:

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

Passed with requisite majority.

RESOLUTION NO.3:- (Ordinary Resolution)

To appoint a Director in place of Mrs. Roshan Salim Patheria (DIN: 00651144) who retires by rotation and being eligible offers herself 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	**20 Members**	**2275304**	**100.00**
B. Ballot Paper	**9 Members**	**222**	**100.00**
C. Total (A+B)	**29 Members**	**2275526**	**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	**1 Member**	**11**	**100.00**
B. Ballot Paper	**1 Member**	**50**	**100.00**
C. Total (A+B)	**2 Members**	**61**	**100.00**

(iii) Invalid Votes:

ANIL JANI & CO. * COMPANY SECRETARIES * M. No. FCS 2506 CP. No. 9154 MUMBAI

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

Passed with requisite majority.

RESOLUTION NO.4:- (Ordinary Resolution)

To appoint a Director in place of Mr. Ghansham Shewakramani (DIN: 00413343) who retires by rotation and being eligible offers himself 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	**21 Members**	**2335304**	**100.00**
B. Ballot Paper	**9 Members**	**222**	**100.00**
C. Total (A+B)	**30 Members**	**2335526**	**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	**1 Member**	**11**	**100.00**
B. Ballot Paper	**1 Member**	**50**	**100.00**
C. Total (A+B)	**2 Members**	**61**	**100.00**

(iii) Invalid Votes:

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

Passed with requisite majority.

RESOLUTION NO.5:- (Ordinary Resolution)

To ratify the appointment of Auditors M/s Bhandari Dastur Gupta & Associates, Chartered Accountants, for the financial year 2016-17 and also fixing of remuneration.

(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	**21 Members**	**2335304**	**100.00**
B. Ballot Paper	**9 Members**	**222**	**100.00**
C. Total (A+B)	**30 Members**	**2335526**	**100.00**

(ii) Voted Against the resolution:

ANIL JANI & CO. COMPANY SECRETARIES M. No. FCS 2506 CP. No. 9154 MUMBAI

Mode of Voting	No. of Members	Number of Votes cast (Shares)	% of total number of valid votes cast
A. E-Voting	**1 Member**	**11**	**100.00**
B. Ballot Paper	**1 Member**	**50**	**100.00**
C. Total (A+B)	**2 Members**	**61**	**100.00**

(iii) Invalid Votes:

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

Passed with requisite majority.

9. I am pleased to inform you that all the ordinary resolutions in Item No. 1 to 5 of the Notice dated 20th May, 2016 have been duly passed with requisite majority.

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 77th 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

Mr. Anil Jani
(Proprietor)
FCS: 2506 CP: 9154
Scrutinizer

Place: Mumbai
Dated: 13th July, 2016

Modern Shares And Stockbrokers Limited

Member - NSE/BSE

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Date of the AGM/EGM	Tuesday, July 12, 2016
Total number of shareholders on record date	**1135**
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	**10**
Public:	**25**
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	**NA**
Public:	**NA**

Resolution required: (Ordinary/Special)			**Ordinary: Consideration and adoption of the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.**					
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	**2134784**	2134784	100.0000	2134784	00	100.0000	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
	Total		**2134784**	**100.0000**	**2134784**	**00**	**100.0000**	**0.0000**
Public - Institutions	E-Voting	**00**	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
	Total		**00**	**0.0000**	**00**	**00**	**0.0000**	**0.0000**
Public – Non Institutions	E-Voting	**796341**	200531	25.1815	200520	11	99.9945	0.0055
	Poll		272	0.0342	222	50	81.6176	18.3824
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		**200803**	**25.2157**	**200742**	**61**	**99.9696**	**0.0304**
Total		**2931125**	**2335587**	**79.6823**	**2335526**	**61**	**99.9974**	**0.0026**

For Modern Shares and Stockbrokers Limited

Anil S Manghnani
Whole Time Director

DIN No : 00012806

MODERN SHARES & STOCKBROKERS LTD. MUMBAI

Modern Shares And Stockbrokers Limited

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Resolution required: (Ordinary/Special)			**Ordinary: Declaration of Dividend**					
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	**2134784**	2134784	100.0000	2134784	00	100.0000	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
	Total		**2134784**	**100.0000**	**2134784**	**00**	**100.0000**	**0.0000**
Public - Institutions	E-Voting	**00**	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
	Total		**00**	**0.0000**	**00**	**00**	**0.0000**	**0.0000**
Public - Non Institutions	E-Voting	**796341**	200531	25.1815	200520	11	99.9945	0.0055
	Poll		222	0.0279	222	00	100.0000	0.0000
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		**200753**	**25.2094**	**200742**	**11**	**99.9945**	**0.0055**
Total		**2931125**	**2335537**	**79.6806**	**2335526**	**11**	**99.9995**	**0.0005**

For Modern Shares and Stockbrokers Limited

Anil S Manghnani
Whole Time Director

MODERN SHARES & STOCKBROKERS LTD. MUMBAI

DIN No : 00012806

Modern Shares And Stockbrokers Limited

Member - NSE/BSE

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Resolution required: (Ordinary/Special)			**Ordinary: Appointment of Director in place of Mrs. Roshan Salim Patheria (DIN: 00651144), who retires by rotation and is eligible for re-appointment.**					
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	**2134784**	2074784	97.1894	2074784	00	100.0000	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
	Total		**2074784**	**97.1894**	**2074784**	**00**	**100.0000**	**0.0000**
Public - Institutions	E-Voting	**00**	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
	Total		**00**	**0.0000**	**00**	**00**	**0.0000**	**0.0000**
Public – Non Institutions	E-Voting	**796341**	200531	25.1815	200520	11	99.9945	0.0055
	Poll		272	0.0342	222	50	81.6176	18.3824
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		**200803**	**25.2157**	**200742**	**61**	**99.9696**	**0.0304**
Total		**2931125**	**2275587**	**77.6353**	**2275526**	**61**	**99.9973**	**0.0027**

For Modern Shares and Stockbrokers Limited

Anil S Manghnani
Whole Time Director

DIN No : 00012806

MODERN SHARES & STOCKBROKERS LTD. MUMBAI

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Resolution required: (Ordinary/Special)			**Ordinary: Appointment of Director in place of Mr. Ghansham Shewakramani (DIN: 00413343), who retires by rotation and is eligible for re-appointment.**					
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	**2134784**	2134784	100.0000	2134784	00	100.0000	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
	Total		**2134784**	**100.0000**	**2134784**	**00**	**100.0000**	**0.0000**
Public - Institutions	E-Voting	**00**	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
	Total		**00**	**0.0000**	**00**	**00**	**0.0000**	**0.0000**
Public – Non Institutions	E-Voting	**796341**	200531	25.1815	200520	11	99.9945	0.0055
	Poll		272	0.0342	222	50	81.6176	18.3824
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		**200803**	**25.2157**	**200742**	**61**	**99.9696**	**0.0304**
Total		**2931125**	**2335587**	**79.6823**	**2335526**	**61**	**99.9974**	**0.0026**

For Modern Shares and Stockbrokers Limited

Anil S Manghnani
Whole Time Director

DIN No : 00012806

MODERN SHARES & STOCKBROKERS LTD. MUMBAI

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Resolution required: (Ordinary/Special)			**Ordinary: Ratification of appointment of M/s. Bhandari Dastur Gupta & Associates, Chartered Accountants, Mumbai as Statutory Auditor of the Company for the financial year 2016-17 to hold office from the conclusion of this Annual General Meeting until the conclusion of 78th Annual General Meeting.**					
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	**2134784**	2134784	100.0000	2134784	00	100.0000	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
	Total		**2134784**	**100.0000**	**2134784**	**00**	**100.0000**	**0.0000**
Public - Institutions	E-Voting	**00**	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
	Total		**00**	**0.0000**	**00**	**00**	**0.0000**	**0.0000**
Public – Non Institutions	E-Voting	**796341**	200531	25.1815	200520	11	99.9945	0.0055
	Poll		272	0.0342	222	50	81.6176	18.3824
	Postal Ballot (if applicable)		00	0.0000	00	00	0.0000	0.0000
	Total		**200803**	**25.2157**	**200742**	**61**	**99.9696**	**0.0304**
Total		**2931125**	**2335587**	**79.6823**	**2335526**	**61**	**99.9974**	**0.0026**

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