

 Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

**SCRUTINIZER REPORT ON POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Modulex Construction Technologies Limited  
(formerly known as Tumus Electric Corporation Limited)  
A-82, MIDC Industrial Estate, Indapur, Pune- 413 132.

**Sub: Report on passing of resolution through Postal Ballot Process**

Dear Sir,

I, Dharmesh Zaveri, proprietor of **D. M. Zaveri & Co.**, Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on Thursday, 14<sup>th</sup> February, 2019, for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited ('**CDSL**') in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolution contained in the Postal Ballot Notice dated 14<sup>th</sup> February, 2019 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolution contained in the Notice dated 14<sup>th</sup> February, 2019 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolution as stated below, based on the report generated from the e-voting system provided by **CDSL**, the authorised agency engaged by the Company to provide evoting facilities and the report generated electronically for voting done by postal ballots.



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## Company Secretaries

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I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on Monday, 25<sup>th</sup> February, 2019 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on Friday, 15<sup>th</sup> February, 2019.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Tuesday, 26<sup>th</sup> February, 2019.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by **CDSL** for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 p.m. on Wednesday, 27<sup>th</sup> March, 2019 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No., No. of Shares held, No. of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Purva Sharegistry (India) Private Limited.
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were also not opened



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- 1.7. I have found no ballot forms which were considered to be invalid.
- 1.8. I have also received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Tuesday, 26<sup>th</sup> February, 2019 at 05.00 P.M. and which was closed by CDSL on Wednesday, 27<sup>th</sup> March, 2019 at 05.00 P.M.
- 1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that was put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by Central Depository Services (India) Limited is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No. of ballot / e-voting entry	Nos	% to total valid votes	No. of ballot / e-voting entry	Nos	% to total valid votes	No. of ballot / e-voting entry	Nos
<b>Item No 1 : Consider and Approve issue of 1,06,76,062 Equity Shares on Preferential Basis by Swap of Shares. (Special Resolution)</b>									
E-voting	35281783	48	35281783	100	NIL	NIL	NIL	NIL	NIL
Postal Ballot	100	2	100	100	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>35281883</b>	<b>50</b>	<b>35281883</b>	<b>100</b>	NIL	NIL	NIL	NIL	NIL

The special resolution passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of special resolution
Special Resolution pursuant to Section 42 and 62(1)(c) of the Companies Act, 2013 and the rules made thereunder.	Approval for issue of 1,06,76,062 Equity Shares on Preferential Basis by Swap of Shares.

- 1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.



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**CS** Dharmesh Zaveri  
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1.11. The above mentioned special resolution is deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. Wednesday, 27<sup>th</sup> March, 2019.

1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)  
Membership No.: 5418  
C.P. No.: 4363



Authorised Signatory

Place: Mumbai  
Date: 28<sup>th</sup> March 2019.

