

RASHMI SAXENA

B.Com, LLB, F.C.S

SCRUTINIZER'S REPORT

[Pursuance to section 108 of Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Modi Rubber Limited
Modi Nagar,
UP-201204

Dear Sir,

I, Rashmi Saxena, Practicing Company Secretary, have been appointed by the Board of Directors of Modi Rubber Limited ("the Company") as scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of Companies Act 2013 read with the Rule 20 of the companies (Management and Administration) Rules, 2014 (Rules) as amended on the resolution contained in the notice of the Annual General Meeting of the members of the Company to be held on Monday the September 30th, 2019 at 11:30 AM at Auditorium, Dayawati Modi Public School, Modinagar, Uttar Pradesh.

The Management of the company is responsible to ensure the compliance with requirement of Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizers' Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- i. The e-voting period remained open from 27th September, 2019 (9:00 am) to 29th September, 2019 (5:00 pm).
- ii. The members of the company as on the "cut-off" date i.e. 23rd September, 2019 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The votes cast were unblocked on 30th September, 2019 in the presence of 2 witnesses, Mr. Anurag Gupta and Mr. Pranav Kumar, who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

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RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



DG-1/39C, Vikas Puri, New Delhi-110018

Telefax : 91-11-45535480, Mobile : 9871540543, E-mail : rashmikirt@gmail.com

S.No.	Name of the Witness with Address	Signature
01	Anurag Gupta R/o- WE-97 Mohan Garden, Uttam Nagar, New Delhi-110059	Anurag Gupta
02	Pranav Kumar R/o-B-80E, Maharani Enclave, Hastal, Uttam Nagar, New Delhi	Pranav Kumar

iv. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for", "against" the resolution that was put to vote, were generated from e-voting website of NSDL i.e. www.evoting.nsdl.com and based on such report generated, the result of the e-voting is as under:

RESOLUTION NO. 1- To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ("the Board") and auditor's thereon. (As an Ordinary Resolution)

(i) Voted in Favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
9	2555780	100	10.21

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in against through e-voting	% on Paid up Capital
1	1	0	0

(iii) Invalid Votes: NIL

RESOLUTION NO. 2- To appoint Mr. Umesh Kumar Khaitan (DIN-01180359) , as an Independent Director. (As Special Resolution)

(i) Voted in Favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
9	2555780	100	10.21



(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in against through e-voting	% on Paid up Capital
1	1	0	0

(iii) Invalid Votes: NIL

RESOLUTION NO. 3- To Continue directorship of Mr. Vinay Kumar Modi (DIN :00274605), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As Special Resolution)

(i) Voted in Favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
9	2555780	100	10.21

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in against through e-voting	% on Paid up Capital
1	1	0	0

(iii) Invalid Votes: NIL

RESOLUTION NO. 4-To Continue directorship of Mr. Amrit Kapur (DIN : 00508710), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As Special Resolution)

(i) Voted in Favour of the resolution



Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
9	2555780	100	10.21

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in against through e-voting	% on Paid up Capital
1	1	0	0

(iii) Invalid Votes: NIL

RESOLUTION NO. 5-To re-appoint Mr. Kanwaljit Singh Bains (DIN-01444259), as an Independent Director (As Special Resolution)

(i) Voted in Favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
9	2555780	100	10.21

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in against through e-voting	% on Paid up Capital
1	1	0	0

(iii) Invalid Votes: NIL

RESOLUTION NO. 6-Approval for payment of Medical Expenses for Vinay Kumar Modi, Chairman of the company and his Family. (As Special Resolution)



(i) Voted in Favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
9	2555780	100	10.21

(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in against through e-voting	% on Paid up Capital
1	1	0	0

(iii) Invalid Votes: NIL

Thanking You,

Yours faithfully,

For Rashmi Saxena & Associates

Company Secretaries

Rashmi Saxena

Rashmi Saxena

Practicing Company Secretary

Membership No.: FCS 6416

COP. No.:6938



Place: New Delhi

Date: 01/10/2019

UDIN NO. F006416A000021904

Cc: The Company Secretary of Modi Rubber Limited

S.K. Bajpai

Head- Legal & Company Secretary

RASHMI SAXENA

B.Com, LLB, F.C.S

FORM NO. MGT -13 Report of Scrutinizer(s)

[Pursuant to section 109 of the companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rule, 2014]

To

**The Chairman
Modi Rubber Limited
Modi Nagar
Uttar Pradesh 201204**

Annual General Meeting of the Equity Shareholders of Modi Rubber Limited Held on Monday the September 30th, 2019 at 11:30 AM at Auditorium, Dayawati Modi Public School, Modi Nagar, Uttar Pradesh – 201204

Dear Sir,

I, Rashmi Saxena ,Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the equity Shareholder of Modi Rubber Limited held Monday the September 30th, 2019 at the Auditorium, Dayawati Modi Public School, Modi Nagar, Uttar Pradesh at 11:30 AM submit my report as under ;

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The Locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the record Maintained by the Registrar and Transfer Agent of the company and the authorization lodged with the company.
3. The poll paper, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of Poll paper as under:

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**RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES**



DG-1/39C, Vikas Puri, New Delhi-110018

Telefax : 91-11-45535480, Mobile : 9871540543, E-mail : rashmikirt@gmail.com

a) **RESOLUTION NO. 1-** To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditor's thereon. (As an Ordinary Resolution)

(i) Voted in Favour of the resolution

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
34	19019236	100	75.95

(ii) Voted against the resolution:

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
0	0	0	0

(iii) Invalid Votes: Nil

b) **RESOLUTION NO. 2-** To appoint Mr. Umesh Kumar Khaitan (DIN-01180359) , as an Independent Director. (As Special Resolution)

(i) Voted in Favour of the resolution

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
34	19019236	100	75.95



(ii) Voted against the resolution:

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
0	0	0	0

(iii) Invalid Votes: Nil

(c) **RESOLUTION NO. 3-** To Continue directorship of Mr. Vinay Kumar Modi (DIN :00274605), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As Special Resolution)

(i) Voted in Favour of the resolution

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
34	19019236	100	75.95

(ii) Voted against the resolution:

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
0	0	0	0

(iii) Invalid Votes: Nil



(d) RESOLUTION NO. 4- To Continue directorship of Mr. Amrit Kapur (DIN : 00508710), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (As Special Resolution)

(i) Voted in Favour of the resolution

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
34	19019236	100	75.95

(ii) Voted against the resolution:

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
0	0	0	0

(iii) Invalid Votes: Nil

(e) RESOLUTION NO. 5-To re-appoint Mr. Kanwaljit Singh Bains (DIN-01444259), as an Independent Director (As Special Resolution)

(i) Voted in Favour of the resolution

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
34	19019236	100	75.95



(ii) Voted against the resolution:

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
0	0	0	0

(iii) Invalid Votes: Nil

(f) RESOLUTION NO. 6- Approval for payment of Medical Expenses for Vinay Kumar Modi, Chairman of the company and his Family. (As Special Resolution)

(i) Voted in Favour of the resolution

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
34	19019236	100	75.95

(ii) Voted against the resolution:

Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast	% of total No. of shares of the Company (Paid-up)
0	0	0	0

(iii) Invalid Votes: Nil

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

Thanking You,
Yours faithfully,
For Rashmi Saxena & Associates
Company Secretaries



Rashmi Saxena
Practicing Company Secretary
Membership No.: FCS 6416
COP. No.: 6938



Place: New Delhi
Date: 01/10/2019

UDIN NO. F006416 A 000021904

Cc: The Company Secretary of Modi Rubber Limited
(S.K. Bajpai)
Head- Legal & Company Secretary