

RASHMI SAXENA

B.Com, LLB, F.C.S

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR MODI RUBBER LIMITED

[PURSUANT TO SECTION 108 OF THE COMPANIES ACT,2013 AND COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES,2014 AS AMENDED]

To,

The Chairman
Modi Rubber Limited
Modi Nagar,
Uttar Pradesh -201204,

PASSING OF RESOLUTION THROUGH REMOTE E-VOTING AND POLL CONDUCTED AT THE 45TH ANNUAL GENERAL MEETING OF M/S. MODI RUBBER LIMITED HELD ON FRIDAY 28TH SEPTEMBER, 2018

Dear Sir,

1. I Rashmi Saxena, Practicing Company Secretary have been appointed as a scrutinizer by the Board of Directors of M/s. Modi Rubber Limited (the Company) for the Purpose of:
 - (a) Scrutinizing the e-voting process (remote e-voting) under the provisions of section 108 of the Companies Act ,2013 (The Act) read with Rule 20 of the Companies (Management and Administration) ,Rules 2014, as amended (Rules) and
 - (b) Voting at the AGM under the provisions of section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules 2014, on the Resolutions contained in the notice to the 45TH Annual General Meeting (AGM) of the shareholders of the company, held on 28th September, 2018 at Auditorium, Dayawati Modi Public School, Modi Nagar-201204, Uttar Pradesh at 11.30 A.M.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronics means (i.e. by remote voting) and voting by poll at the AGM for the resolutions contained in the notice to the 45TH Annual General Meeting of the Equity Shareholders of the company. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the chairman on the Resolutions, based on the reports generated from the electronic voting system provided by

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RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



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3. National Securities Depository Limited (NSDL) and voting by ballot or polling paper by the members at the Annual General Meeting .
4. The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for remote E-voting to the Shareholders from 25th September 2018 (9:00 A.M.) to 27th September, 2018 (5.00 P.M.). On completion of e-voting period, in compliance of the provisions of Rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, I have unblocked the votes on 28th September 2018, in the presence of two witnesses.
5. At the 45TH Annual General Meeting of the Company held on September 28th, 2018 the company has also provided facility for voting by ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the scrutinizer for the same. For further details kindly refer to my scrutinizers report in Form MGT-13.
6. I have rendered Scrutinizer's Report Separately on remote E-voting and by using ballots at the meeting.

As requested by the Management, I submit herewith my combined report on the result of E-voting together with that of Poll on all the resolutions contained in the notice of aforesaid Annual General Meeting as under:-

Item No of Notice	Particular of Business	Votes cast in Favour of the resolution		Votes cast against the resolution		Invalid Votes		% of total No. of share of the company (Paid - up)
		Nos.	% Age	Nos.	% Age	Nos.	%age	
ITEM 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, 2018 and the reports of the Board	E- Voting	2558266	100	NIL	NIL	NIL	NIL	10.22



of Directors ('the Board') and auditors thereon.	Poll	18967750	100	NIL	NIL	NIL	NIL	75.75
	Total	21526016	100	NIL	NIL	NIL	NIL	85.97
<u>ITEM NO.2:-</u> To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration and to consider and, if thought fit, to pass with or without modification(s).	E- Voting	2558266	100	NIL	NIL	NIL	NIL	10.22
	Poll	18967750	100	NIL	NIL	NIL	NIL	75.75
(as an Ordinary Resolution)	Total	21526016	100	NIL	NIL	NIL	NIL	85.97
<u>ITEM NO. 3 :-</u> To appoint Mr. Amrit Kapur (DIN-00508710), as an Independent Director and, to consider and if thought fit, to pass with or without modification(s).	E- Voting	2558138	100	NIL	NIL	NIL	NIL	10.21
	Poll	18967750	100	NIL	NIL	NIL	NIL	75.75
(As an Ordinary Resolution)	Total	21525888	100	NIL	NIL	NIL	NIL	85.96



Result:

As the number of votes cast in favour of the resolutions was more than the number of votes cast against, we report that all the Ordinary Resolutions with regard to item No. 1, 2, and 3 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with requisite majority. All the resolution stands passed under e-voting and poll with requisite majority.

The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the company secretary for preserving safely after the chairman consider, approves and signs the minutes of the AGM.

Thanking You,
Yours faithfully,

**For Rashmi Saxena & Associates
Company Secretaries**



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



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

**Place: New Delhi
Date: 29/09/2018**