

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 42ND ANNUAL GENERAL MEETING OF M/S. MODI RUBBER LIMITED HELD ON 29TH SEPTEMBER, 2015

Dear Sir,

1. I Rashmi Saxena, Practicing Company Secretary have been appointed as a scrutinizer by the Board of Director of M/s. Modi Rubber Limited (the Company) for the Purpose of:
 - (a) Scrutinizing the e-voting process (remote e-voting) under the provision 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 42nd Annual General Meeting (AGM) of the shareholders of the company, held on 29th September,2015 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 42nd 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

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RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



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

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Resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting by ballot or polling paper by the members at the Annual General Meeting .

3. The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for remote E-voting to the Shareholders from 26th September 2015 (9:00 A.M.) to 28th September, 2015 (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 unlocked the votes on 29th September 2015, in the presence of two witnesses.
4. At the 42nd Annual General Meeting of the Company held on September 29th, 2015 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.
5. 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	
		Nos.	% Age	Nos.	% Age	Nos.	%age
ITEM NO. 1:-							
To consider and adopt: (a) the Audited Financial Statement of the Company for the financial year ended March 31 st 2015, the reports of the Board of Directors and Auditors thereon: and	E- Voting	21566414	100	175	0	NIL	NIL



(b) the audited consolidated financial statement of the company for the financial year ended March 31, 2015 (As an Ordinary Resolution)	Poll	2442	100	Nil	Nil	Nil	Nil
	Total	21568856	100	175	0	Nil	Nil
ITEM NO.2:- To appoint a Director in place of Mr. Vinay Kumar Modi, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment (As an Ordinary Resolution)	E- Voting	21566414	100	175	0	Nil	Nil
	Poll	2442	100	Nil	Nil	Nil	Nil
	Total	21568856	100	175	0	Nil	Nil
	E- Voting	21566414	100	0	0	Nil	Nil
ITEM NO. 3 :- To ratify the appointment of the Statutory Auditors of the company and fix their remuneration. (As an Ordinary Resolution)	Poll	2442	100	Nil	Nil	Nil	Nil
	Total	21568856	100	0	0	Nil	Nil

ITEM NO. 4:-

To appoint Mr. Sanjiwan Sahni (DIN 01050255) as an independent Director.
(As an Ordinary Resolution)

E- Voting	21566414	100	175	0	Nil	Nil
Poll	2442	100	0	0	Nil	Nil
Total	21568856	100	175	0	Nil	Nil

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

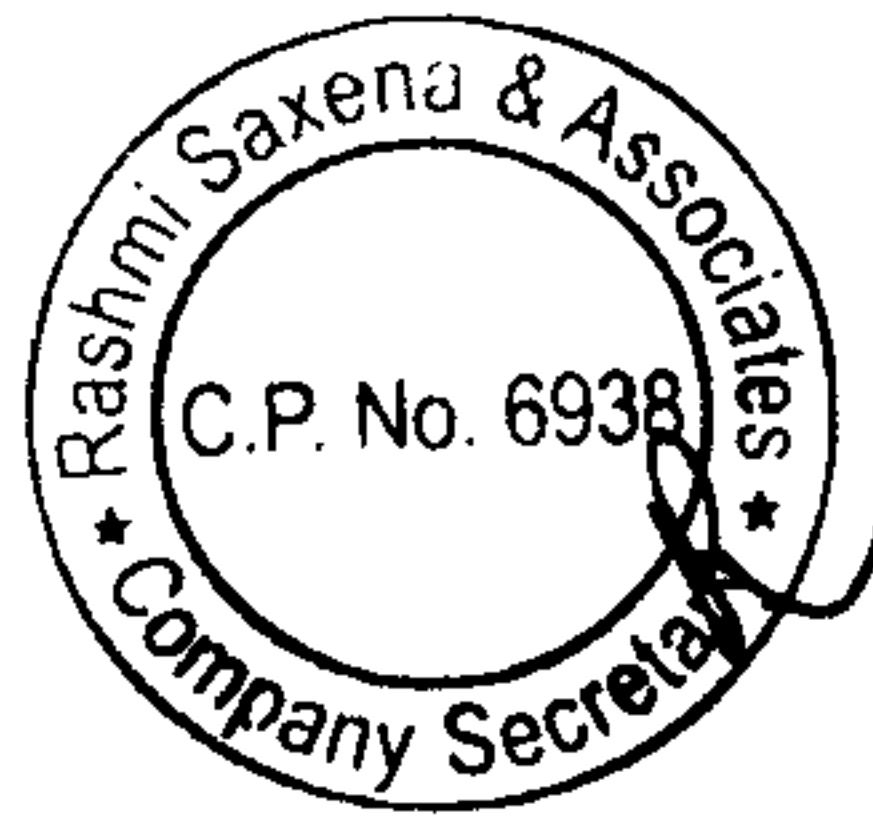
Rashmi Saxena

Rashmi Saxena

Practicing Company Secretary

Membership No.: FCS 6416

COP. No.: 6938



Acknowledge receipt of the same

Cc: The Company Secretary of Modi Rubber Limited

S.K. Bajpai

Head- Legal & Company Secretary

Place: New Delhi

Date: 30/09/2015

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 29th September, 2015 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 26.09.2015 (09:00 AM) to 28.09.2015 (5:00 PM).
- ii. The members of the company as on the "cut-off" date i.e. 22nd September, 2015 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The votes cast were unblocked on 29th September, 2015 in the presence of 2 witnesses, Mr. Jitender and Mr. Arun Yadav, who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



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

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S.No.	Name of the Witness with Address	Signature
01	Jitender R/o- 570/403, S No. 15 West Sagarpur, New Delhi-110046	<i>Jitender</i>
02	Arun Yadav R/o- 570/403, S No. 15 West Sagarpur, New Delhi-110046	<i>Arun Yadav</i>

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:

ORDINARY BUSINESS

(a) **RESOLUTION NO. 1-** To consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon: and (b) the Audited Consolidated Financial Statement of the company for the financial year ended March 31, 2015 (As an Ordinary Resolution)

(i) Voted in Favour of the resolution

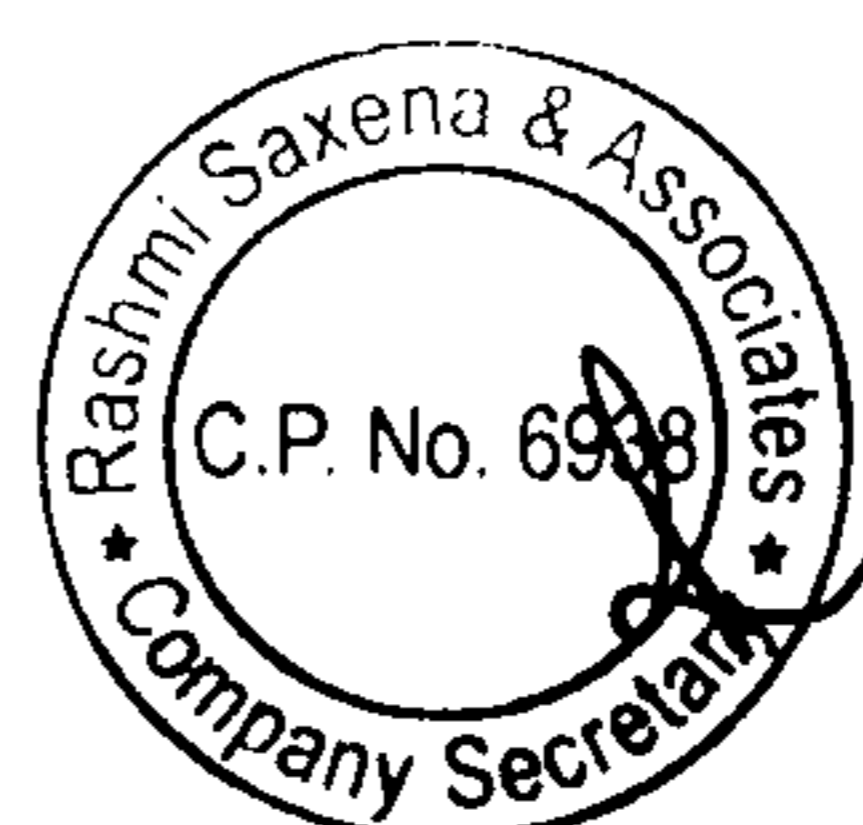
Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid up Capital
13	21566414	100	86.12

(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	175	0	0

(iii) Invalid Votes: NIL

(b) **RESOLUTION NO. 2-** To appoint a Director in place of Mr. Vinay Kumar Modi, who retire by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment (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
13	21566414	100	86.12

(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	175	0	0

(iii) Invalid Votes: NIL

(c) RESOLUTION NO. 3- To ratify the appointment of the Statutory Auditors of the company and fix their remuneration (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
13	21566414	100	86.12

(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
0	0	0	0

(iii) Invalid Votes: NIL



SPECIAL BUSINESS

(d) **RESOLUTION NO. 4-** To appoint Mr. Sanjiwan Sahni (DIN 01050255) as an independent Director (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
13	21566414	100	86.12

(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	175	0	0

(iii) **Invalid** Votes: NIL

Thanking You,

Yours faithfully,

For Rashmi Saxena & Associates

Company Secretaries

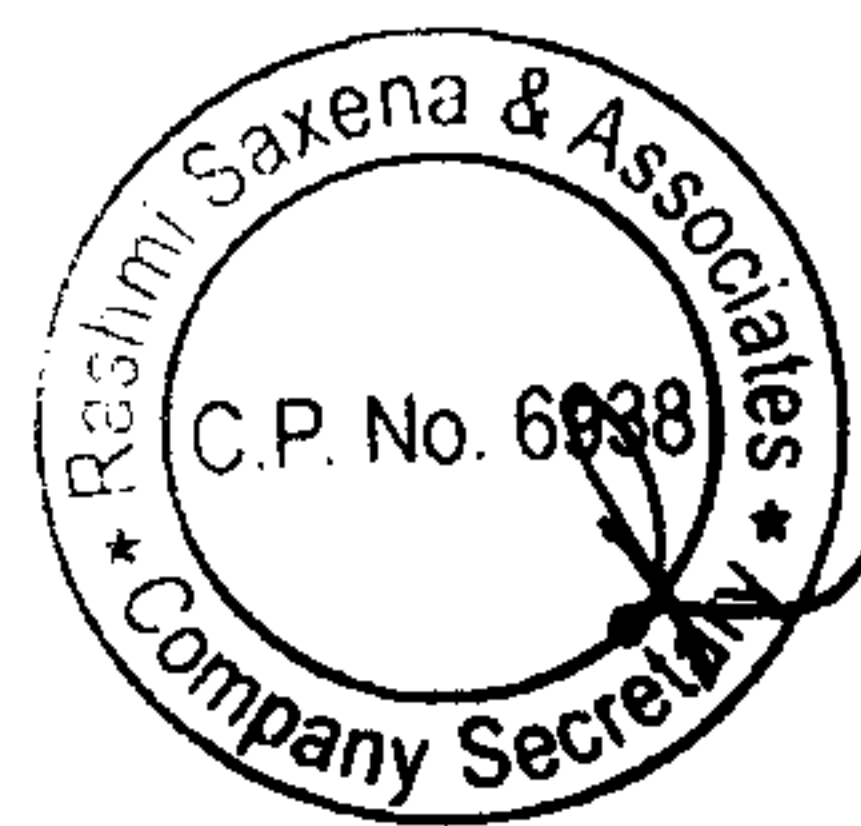
Rashmi Saxena

Rashmi Saxena

Practicing Company Secretary

Membership No.: FCS 6416

COP. No.:6938



Place: New Delhi

Date: 30th September 2015

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

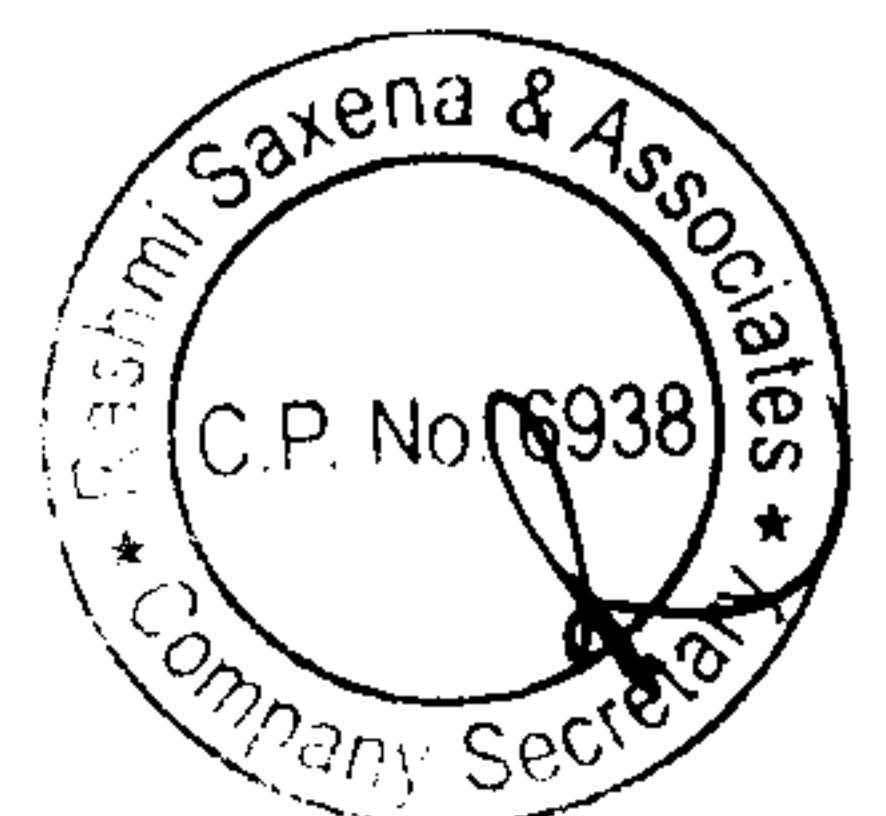
**Annual General Meeting of the Equity Shareholders of Modi Rubber Limited Held on Tuesday
29th September, 2015 at Auditorium, Dayawati Modi Public School, Modi Nagar, Uttar
Pradesh – 201204**

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 on Tuesday 29th September, 2015 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 paper as under:

RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



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ORDINARY BUSINESS

(1) RESOLUTION NO. 1-

To consider and adopt :

(a) the Audited Financial Statement of the Company for the financial year ended March 31st 2015, the reports of the Board of Directors and Auditors thereon: and

(b) the audited consolidated financial statement of the company for the financial year ended March 31, 2015 (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
28	2442	100

(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
0	0	0

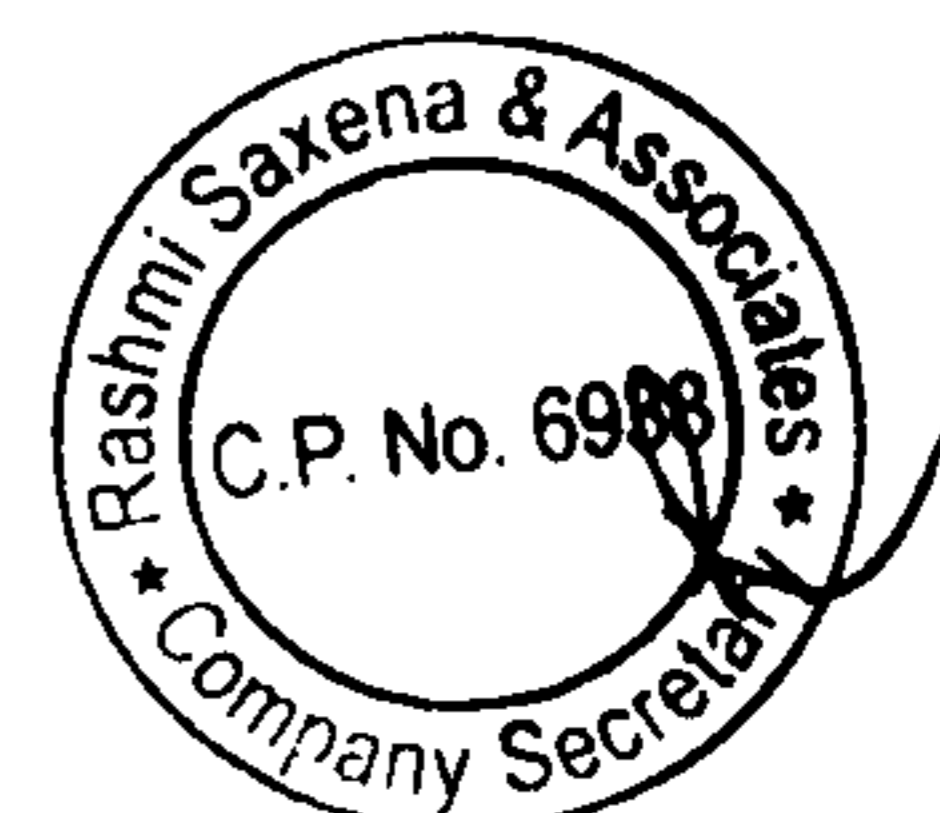
(iii) Invalid Votes: Nil

(2) RESOLUTION NO. 2-

To appoint a Director in place of Mr. Vinay Kumar Modi, who retire by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment (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
28	2442	100



(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
0	0	0

(iii) Invalid Votes: Nil

(3) RESOLUTION NO. 3-

To ratify the appointment of the Statutory Auditors of the Company and fix their remuneration (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
28	2442	100

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

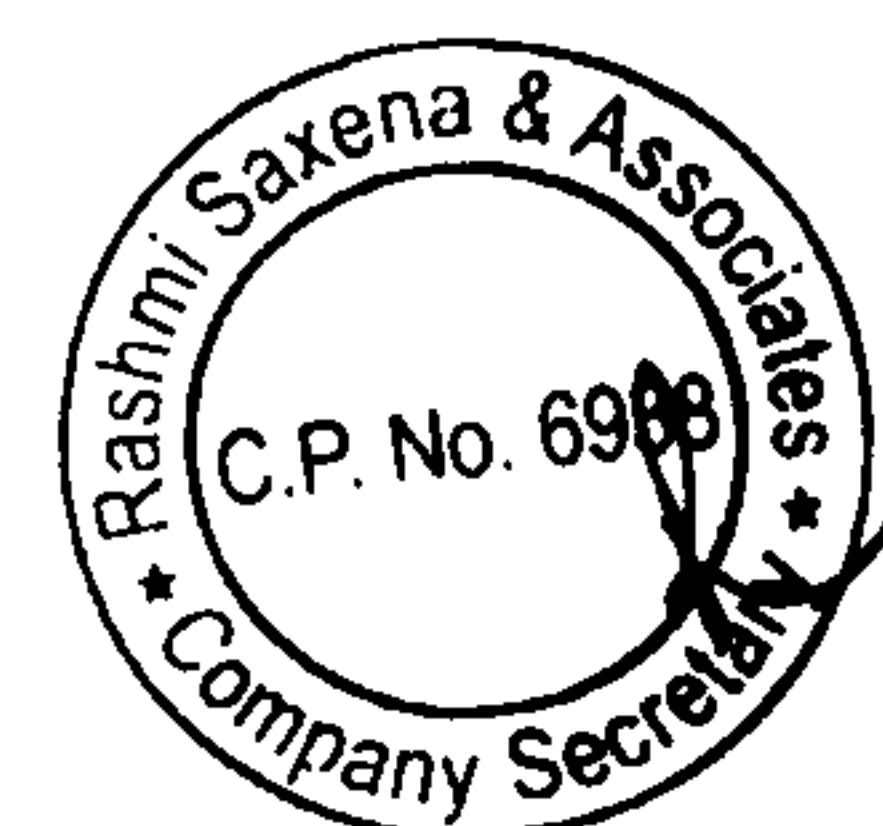
Number of member present and Voting (In person and proxies)	Number of votes cast by them	% of the number of valid votes cast
0	0	0

(iii) Invalid Votes: Nil

SPECIAL BUSINESS

(4) Resolution No. 4-

To appoint Mr. Sanjiwan Sahni (DIN 01050255) as an independent Director (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
28	2442	100

(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
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.

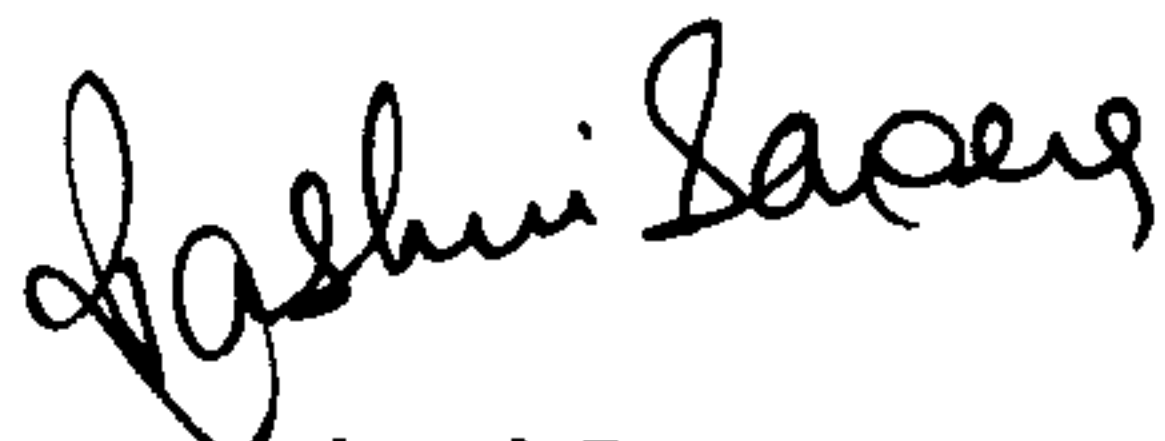
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

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: 30/09/2015

Cc: The Company Secretary of Modi Rubber Limited

(S.K. Bajpai)

Head- Legal & Company Secretary