



MODI RUBBER LIMITED

4-7C, D.D.A. SHOPPING CENTRE, NEW FRIENDS COLONY, NEW DELHI-110 025 (INDIA)
PHONE: +91-11-26848416, 26848417 FAX : +91-11- 26837530, 26837855

CIN No. : L25199UP1971PLC003392

1ST October 2016

- 1 The Shareholders
Modi Rubber Limited
- 2 Mr. Nitin Ambure
Vice President
National Securities Depository Limited
Trade World – A Wing, Kamala Mills Compound
Lower Parel, Mumbai – 4000103

Sub: Regulation 44 of SEBI – LODR 2015

Dear Sir,

The 43rd Annual General Meeting of the Company was held on Thursday, 29th September, 2016 at Modinagar and all the Resolutions contained in the Notice convening the meeting were voted upon both by remote e voting and by ballot at the venue.

Mrs. Rashmi Saxena FCS of M/s Rashmi Saxena & Associates, Practicing Company Secretaries, Membership No F6416 and COP No 6938 was appointed the Scrutinizer and she has submitted her Report to the Chairman of the Company.

Pursuant to Regulation 44, we hereby enclose the Voting Results in the prescribed format and Scrutinizers Report for your information and record.

Yours faithfully,
For Modi Rubber Limited,

S.K. Bajpai
fox → (S.K. Bajpai)
Head-Legal and Company Secretary



Encl: As above

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, 2016 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.

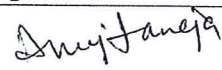
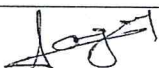
Further to the above, I submit my report as under:

- i. The e-voting period remained open from 26.09.2016 (09:00 AM) to 28.09.2016 (5:00 PM).
- ii. The members of the company as on the "cut-off" date i.e. 22nd September, 2016 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, 2016 in the presence of 2 witnesses, Mr. Anuj Taneja and Mr. Sagar Soni, who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

1

RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



S.No.	Name of the Witness with Address	Signature
01	Anuj Taneja R/o – C-1/6, West enclave, Pitampura, Delhi - 110034	
02	Sagar Soni R/o- 136, 2 nd floor, Ashiana Greens, Indrapuram, Ghaziabad, U. P. - 201014	

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 31st 2016, 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, 2016 (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
10	2555635	100	10.20

(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

(b) **RESOLUTION NO. 2-** To appoint a Director in place of Mr. Alok Kumar Modi (DIN: 00174374) 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
9	2555460	100	10.20

(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 rectify the appointment of the Statutory Auditors of the Company and to 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
10	2555635	100	10.20

(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 Re-appoint Mr. Alok Kumar Modi (DIN 00174374) as Managing Director for a term of five years (As an 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	25,55,460	100	10.20

(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 2016

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, 2016 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, 2016
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:



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 2016, 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 31st March, 2016 (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)
35	13272196	100	53.00

(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

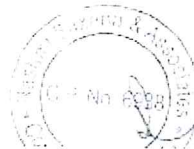
(iii) Invalid Votes: 4

(2) RESOLUTION NO. 2-

To appoint a Director in place of Mr. Alok Kumar Modi (DIN: 00174374) 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	% of total No. of shares of the Company (Paid-



35	13272916	100	up) 53
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(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: 4

(3) RESOLUTION NO. 3-

To ratify the appointment of the Statutory Auditors of the Company and to 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	% of total No. of shares of the Company (Paid-up)
35	13272916	100	53

(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: 4

SPECIAL BUSINESS

(4) Resolution No. 4-



To Re-appoint Mr. Alok Kumar Modi (DIN 00174374) as Managing Director for a term of five years (As a 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)
35	13272916	100	53

(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

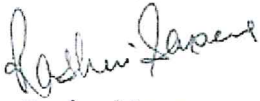
(iii) Invalid Votes: 4

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: 30/09/2016

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

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 43RD ANNUAL GENERAL MEETING OF M/S. MODI RUBBER LIMITED HELD ON 29TH SEPTEMBER, 2016

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 43RD Annual General Meeting (AGM) of the shareholders of the company, held on 29th September, 2016 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 43RD 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 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 2016 (9:00 A.M.) to 28th September, 2016 (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 2016, in the presence of two witnesses.
4. At the 43rd Annual General Meeting of the Company held on September 29th, 2016 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		% of total No. of share of the company (Paid - up)
		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, 2016, the reports of the Board of Directors and Auditors thereon;	E- Voting	2555635	100	0	0	NIL	NIL	10.20



and (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2016. (As an Ordinary Resolution)	<i>Poll</i>	13272916	100	Nil	Nil	4	0	53.00
	<i>Total</i>	15828551	100	0	0	4	0	63.21
<u>ITEM NO.2:-</u> To appoint a Director in place of Mr. Alok Kumar Modi (DIN: 00174374) who retire by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. (As an Ordinary Resolution)	<i>E- Voting</i>	2555460	100	175	0	Nil	Nil	10.20
	<i>Poll</i>	13272916	100	Nil	Nil	4	0	53.00
	<i>Total</i>	15828376	100	175	0	4	0	63.21
<u>ITEM NO. 3 :-</u> To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: (As an Ordinary Resolution)	<i>E- Voting</i>	2555635	100	0	0	Nil	Nil	10.20
	<i>Poll</i>	13272916	100	Nil	Nil	4	0	53.00
	<i>Total</i>	15828551	100	0	0	4	0	63.21



ITEM NO. 4:- To Re-appoint Mr. Alok Kumar Modi (DIN: 00174374) as Managing Director for a term of five years and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution (As a Special Resolution)	E- Voting	2555460	100	175	0	Nil	Nil	10.20
	Poll	13272916	100	0	0	4	0	53.00
	Total	15828376	100	175	0	4	0	63.21

Result:

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to item No. 4 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

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: 30/09/2016