

RASHMI SAXENA

B.Com, LLB, F.C.S

SCRUTINIZER'S REPORT

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

Sub: Scrutinizer's Report on remote e-voting and e-voting at AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the 49th Annual General Meeting of M/S. MODI RUBBER LIMITED held on Friday, 30th September, 2022 at 11:30 A.M. through video conferencing ('VC') / other audio-visual means ('OAVM').

1. Appointment as Scrutinizer

I Rashmi Saxena, Practicing Company Secretary appointed Scrutinizer for the remote e-voting as well as the e-voting by Members during the 49th Annual General Meeting ("AGM") of M/S. MODI RUBBER LIMITED (hereinafter referred to as "the Company") scheduled on Friday, 30th September, 2022 at 11:30 A.M. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in The Pioneer English (Delhi NCR) and The Pioneer Hindi and both having wide circulation along with their electronic editions on 7th September, 2022 respectively inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

- 2.1 The Notice has also been hosted on the website of the Company www.modirubberlimited.com.
- 2.2 The Company informed that the members who have not yet registered their email ids with the Company may contact Mas Services Limited (**Registrars & Share Transfer Agents**) at T34, 2nd Floor, Okhla Industrial Area, Phase II., New Delhi -110 020, Ph:26387281/82/83 : Fax: 26387384 email:-info@masserv.com for registering their e-mail ids on or before 23/09/2022 The Company shall send the Notice to such



RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES

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

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

members whose e-mail ids get registered within the aforesaid time enabling them to get registered within the aforesaid time enabling them to participate in the meeting and cast their votes

1. Cut-off date

Voting rights were reckoned as on September 23rd, 2022 being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

2. Remote e-voting process

2.1 Agency

The Company appointed **NSDL** as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

2.2 Remote e-voting period

Remote e-voting platform was open from 27th September, 2022 (9:00 am) and ends on 29th September, 2022 (5:00 pm) and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

3. Counting Process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

4. Results

We observe that:

- a) 5 Member having 209 shares held by them had cast their votes through e-voting at the AGM;
- b) 115 Members having 21609966 shares held by them had cast their votes through remote e-voting.

5. As requested by the Management, I submit herewith my consolidated report on the result of E-voting together with that of Poll (Voting at AGM) on all the resolutions contained in the notice of aforesaid Annual General Meeting as under:-

Resolution-1: Ordinary Resolution



To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and auditor's thereon.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
118	21579950	99.86%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
2	30225	0.14%

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority

Resolution-2: Ordinary Resolution

To appoint a Director in place of Mr. Vinay Kumar Modi (DIN: 00274605) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
117	21579850	99.86%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
2	30225	0.14%

(III) INVALID VOTES OF THE RESOLUTION:



Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the Resolution with requisite majority

Resolution-3: Ordinary Resolution

To appoint the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 54th Annual General Meeting and to fix their remuneration

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
117	21579850	99.86%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
2	30225	0.14%

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the Resolution with requisite majority

Resolution-4: Special Resolution

To Re-appoint Ms. Piya Modi (DIN 03623417) as Whole Time Director for a term of five years

(I) VOTED IN FAVOUR OF THE RESOLUTION:



Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
116	21579729	99.86%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
3	30346	0.14%

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes(Shares) Cast by them
0	0

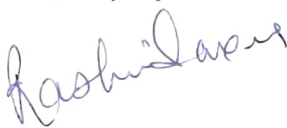
RESULT

As the votes cast in favour of the resolution No. 4 is more than three times the number of the votes cast against the resolution by members we report that the Resolution with regard to item No. 4 as set out in the Notice of the Annual General Meeting is passed in favour of the special resolution with requisite majority.

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 49th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary 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**

**UDIN NO. F006416D001095240
Cc: The Company Secretary of Modi Rubber Limited
S.K. Bajpai
Head- Legal & Company Secretary**

**Place: New Delhi
Date: 30.09.2022**