

RASHMI SAXENA

B.Com, LLB, F.C.S

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during the Annual General Meeting)
[Pursuant to Section 108 of the Companies Act, 2013 (as amended) and
Companies (Management and Administration) Rules, 2014 (as amended)]

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 51st Annual General Meeting of M/S. MODI RUBBER LIMITED held on Monday the September 30th, 2024 at 11:30 AM through video conferencing ('VC')/other audio-visual means ('OAVM').

1. Appointment as Scrutinizer

I Rashmi Saxena, Practicing Company Secretary and Proprietor of Rashmi Saxena & Associates, Company Secretaries, Delhi, has been duly appointed as the Scrutinizer by the Board of Directors of M/S. **MODI RUBBER LIMITED** (hereinafter referred to as "**the Company**") (CIN No. L25199UP1971PLC003392) for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the 51st Annual General Meeting ("AGM") of M/S. **MODI RUBBER LIMITED** (hereinafter referred to as "**the Company**") scheduled on Monday the September 30th, 2024 at 11:30 AM held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). under the provisions of Section 108 of the Companies Act, 2013 (as amended) (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (the "Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and pursuant to Circular dated 13th January, 2021 read with the General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, and 05th May 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CIR/DI/CIR/P/2020/79 dated 12th May, 2020 read with SEBI Circular dated 15th January, 2021 (collectively referred to as the "SEBI Circulars"), on the proposed resolutions contained in the Notice of 51st AGM of the Members of the Company."



RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES

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

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The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to remote e-voting and e-voting during the 51st AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the 51st AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide platform for voting through remote e-voting and e-voting during the 51st AGM and platform for VC/OAVM facility for participation in the 51st AGM."

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 Pioneer Hindi and both having wide circulation along with their electronic editions on 7th September, 2024 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 23/09/2024. The Company shall send the Notice to such 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.

3. Cut-off date

Voting rights were reckoned as on 23/09/2024, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

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

4.2 Remote e-voting period



Remote e-voting platform was open from 27th September, 2024 (9:00 am) and ends on 29th September, 2024 (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.

5. 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.

6. Results

We observe that:

- 3 Member having 8 shares held by them had cast their votes through e-voting at the AGM;
- 105 Members having 20,305,390 shares held by them had cast their votes through remote e-voting.

- 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 receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors ('the Board') and auditor's thereon.

(I) VOTED IN FAVOUR AND AGAINST THE RESOLUTION:

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote E-voting	95	20305379	99.9999	10	11	0.0001
E-voting at the e-AGM	3	8	100	0	0	0
Total	98	20305387	99.9999	10	11	0.0001



(II) INVALID AND ABSTAINED VOTES :

Method of voting	Invalid Votes			Abstained from Voting		
	No. of members whose votes were declared as invalid	No. of votes cast by them	Percentage	No. of members who abstained from Voting	No. of votes held by them	Percentage
Remote E-voting	0	0	0	0	0	0
E-voting at the e-AGM	0	0	0	0	0	0
Total	0	0	0	0	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 AND AGAINST THE RESOLUTION:

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote E-voting	95	20305379	99.9999	10	11	0.0001
E-voting at the e-AGM	3	8	100	0	0	0
Total	98	20305387	99.9999	10	11	0.0001



(II) INVALID AND ABSTAINED VOTES :

Method of voting	Invalid Votes			Abstained from Voting		
	No. of members whose votes were declared as invalid	No. of votes cast by them	Percentage	No. of members who abstained from Voting	No. of votes held by them	Percentage
Remote E-voting	0	0	0	0	0	0
E-voting at the e-AGM	0	0	0	0	0	0
Total	0	0	0	0	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:Special Resolution

Re-appointment of Mr. Umesh Kumar Khaitan as an Independent Director

(I) VOTED IN FAVOUR AND AGAINST THE RESOLUTION:

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote E-voting	95	20305379	99.9999	10	11	0.0001
E-voting at the e-AGM	3	8	100	0	0	0
Total	98	20305387	99.9999	10	11	0.0001

(II) INVALID AND ABSTAINED VOTES :

Method of voting	Invalid Votes			Abstained from Voting		
	No. of members whose votes were declared as invalid	No. of votes cast by them	Percentage	No. of members who abstained from Voting	No. of votes held by them	Percentage
Remote E-	0	0	0	0	0	0



voting						
E-voting at the e-AGM	0	0	0	0	0	0
Total	0	0	0	0	0	0

RESULT

As the votes cast in favour of the resolution No. 3 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. 3 as set out in the Notice of the Annual General Meeting is passed in favour of the special resolution with requisite majority.

Resolution-4:Special Resolution

Appointment of Mr Tarun Agarwal (DIN: 10583903) as anIndependent Director

(I) VOTED IN FAVOUR AND AGAINST THE RESOLUTION:

Method of voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members voted	No. of votes cast by them	Percentage	No. of members voted	No. of votes cast by them	Percentage
Remote E-voting	95	20305379	99.9999	10	11	0.0001
E-voting at the e-AGM	3	8	100	0	0	0
Total	98	20305387	99.9999	10	11	0.0001

(II) INVALID AND ABSTAINED VOTES :

Method of voting	Invalid Votes			Abstained from Voting		
	No. of members whose votes were declared as invalid	No. of votes cast by them	Percentage	No. of members who abstained from Voting	No. of votes held by them	Percentage
Remote E-voting	0	0	0	0	0	0
E-voting at the e-AGM	0	0	0	0	0	0
Total	0	0	0	0	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 51st 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

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



UDIN NO.F006416F001374508

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

Place: New Delhi
Date: 30.09.2024