

RASHMI SAXENA

B.Com, L.L.B., F.C.S.

REPORT OF SCRUTINIZER-COMBINED

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

Passing of Resolution through E-Voting and poll conducted at the 41st Annual General Meeting of Modi Rubber Limited held on Tuesday, 30th September 2014

Dear Sir,

I have been appointed by the Board of Directors at their meeting held on 08.08.2014 as the Scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for e-Voting.

I have also been appointed as Scrutinizer for the purpose of the poll taken on resolutions at the 41st Annual General Meeting of Company held on Tuesday, the 30th September, 2014 at 11.30 a.m. at Auditorium, Dayawati Modi Public School, Modinagar, Uttar Pradesh – 201204.

I hereby submit my combined reports as under:

ORDINARY BUSINESS

(a) Resolution No. 1- To receive, consider and adopt the audited Balance sheet as at March 31, 2014 and Profit and Loss A/c for the year ended on that date together with the reports of Directors and Auditor thereon- Passed with requisite majority as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES

DG-1/39C, Vikas Puri, New Delhi-110018
Telefax : 91-11-45535480, Mobile : 9871540543, E-mail : rashmikirt@gmail.com

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

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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.

(b) Resolution No. 2- To appoint a Director in place of Mr. Sanjiwan Sahni (DIN 01050255) who retires by rotation and being eligible, offers himself for re-appointment- Passed with requisite majority as an Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



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

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) **Invalid Votes:**

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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.

(c) Resolution No. 3- To appoint Auditors and fix their remuneration- Passed with requisite majority as an Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



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

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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.

SPECIAL BUSINESS

(d) Resolution No. 4- To appoint Mr. Kawaljit Singh Bains (DIN-01444259), as an Independent Director -Passed with requisite majority as an Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



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

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

(e) Resolution No. 5- To appoint Mr. Neeraj Sharma (DIN-03077684), as an Independent Director- Passed with requisite majority as an Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



(ii) Voted in against of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

(f) Resolution No. 6- Re-appointment of Ms. Piya Modi (DIN- 03623417) as Director of the company - Passed with requisite majority as an Ordinary Resolution.

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



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

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

(g) Resolution No. 7- Appointment of Ms. Piya Modi as Whole Time Director designated as Chief Executive Officer of the Company for period 3 years with effect from October 01st 2014 - Passed with requisite majority as an Ordinary Resolution.

(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
9	20424250	10	528	20424778	81.57



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

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
1	9	0	0	9	0

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast(Shares)-E-voting	Number of Member/Proxies voted-poll	Number of votes cast(Shares)-Poll	Total Number of votes cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:- As the number of votes castes 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.7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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
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 : 01.10.2014



RASHMI SAXENA

B.Com, L.L.B., 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

**Mr. Vinay Kumar Modi
The Chairman
Modi Rubber Limited
Modi Nagar
Uttar Pradesh 201204**

**Annual General Meeting of the Equity Shareholder of Modi Rubber Limited Held on Tuesday
30th September, 2014 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 resolution, at the Annual General Meeting of the equity Shareholder of Modi Rubber Limited held on Tuesday 30th September, 2014 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

(a) Resolution No. 1- To receive, consider and adopt the audited Balance sheet as at March 31, 2014 and Profit and Loss A/c for the year ended on that date together with the reports of Directors and Auditor thereon

**RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES**



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

(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
10	528	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

(b) Resolution No. 2- To appoint a Director in place of Mr. Sanjiwan Sahni (DIN 01050255) who retires by rotation and being eligible, offers himself for re-appointment

(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
10	528	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



(c) Resolution No. 3- To appoint Auditors and fix their remuneration

(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
10	528	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

(d) Resolution No. 4- To appoint Mr. Kawaljit Singh Bains (DIN-01444259), as an Independent Director -

(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
10	528	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



(e) Resolution No. 5- To appoint Mr. Neeraj Sharma (DIN-03077684), as an Independent Director

(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
10	528	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

(f) Resolution No. 6- Re-appointment of Ms. Piya Modi (DIN- 03623417) as Director of the company

(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
10	528	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



(g) Resolution No. 7- Appointment of Ms. Piya Modi as Whole Time Director designated as Chief Executive Officer of the Company for period 3 years with effect from October 01st 2014.

(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
10	528	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 Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

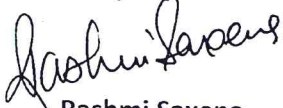
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

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: 01/10/2014

Cc: The Company Secretary of Modi Rubber Limited

(S.K. Bajpai)

Head- Legal & Company Secretary

RASHMI SAXENA

B.Com, L.L.B., F.C.S.

SCRUTINIZER'S REPORT

[Pursuance to section 108 of Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014]

To,
Mr. Vinay Kumar Modi
Chairman
Modi Rubber Limited
Modi Nagar,
UP-201204

Dear Sir,

I, Rashmi Saxena & Associates, Practicing Company Secretaries, 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 provision of section 108 of Companies Act 2013 read with the rule 20 of the companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice of the Annual General Meeting of the members of the Company to be held on 30th September, 2014 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 Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

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

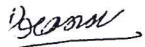
- i. The e-voting period remained open from 24th September 2014 (10:00 AM) to 26th September 2014 (6:00 PM).
- ii. The members of the company as on the "cut-off" date i.e. 29th August 2014 were entitled to vote on the resolution as set out in the notice of the AGM.

RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES



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iii. The votes cast were unblocked on 27th September, 2014 in the presence of 2 witnesses, Mr. Pranav Kumar and Mr. Jitender, who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

S.No.	Name of witness with Address	Signature
1.	Mr. Pranav Kumar R/o D-80E, Maharani Enclave, Hastal, Uttam Nagar, New Delhi-110059	
2.	Mr. Jitender R/o RZ-570/403, Street No. 15, Shiv Puri, West Sagar Pur, New Delhi-110046	

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 CDSL i.e www.evotingindia.com and based on such report generated, the result of the e-voting is as under:

ORDINARY BUSINESS

(a) Resolution No. 1- To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit and Loss Account for the year ended on that date together with the reports of Directors and Auditor thereon- Passed with requisite majority 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	20424250	100	81.56

(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	9	0	0

(iii) Invalid Votes: NIL



(b) Resolution No. 2- To appoint a Director in place of Mr. Sanjiwan Sahni (DIN 01050255) who retires by rotation and being eligible, offers himself for re-appointment- Passed with requisite majority 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	20424250	100	81.56

(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	9	0	0

(iii) Invalid Votes: NIL

(c) Resolution No. 3- To appoint Auditors and fix their remuneration- Passed with requisite majority 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	20424250	100	81.56

(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	9	0	0

(iii) Invalid Votes: NIL



SPECIAL BUSINESS

(d) Resolution No. 4- To appoint Mr. Kawaljit Singh Bains (DIN-01444259), as an Independent Director -Passed with requisite majority 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	20424250	100	81.56

(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	9	0	0

(iii) Invalid Votes: NIL

(e) Resolution No. 5- To appoint Mr. Neeraj Sharma (DIN-03077684), as an Independent Director- Passed with requisite majority 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	20424250	100	81.56

(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	9	0	0



(iii) Invalid Votes: NIL

(f) Resolution No. 6- Appointment of Ms. Piya Modi (DIN- 03623417) as Director of the company - Passed with requisite majority 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	20424250	100	81.56

(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	9	0	0

(iii) Invalid Votes: NIL

(g) Resolution No. 7- Appointment of Ms. Piya Modi (DIN 03623417) as Whole Time Director designated as Executive Director/Chief Executive Officer of the Company for a period of 3 years with effect from October 01st 2014 - Passed with requisite majority 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	20424250	100	81.56



(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	9	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: 29th September 2014

Cc: The Company Secretary of Modi Rubber Limited

(S.K. Bajpai)

Head- Legal & Company Secretary