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CONSOLIDATED SCRUTINIZER'S REPORT

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

Sub: Consolidated Scrutinizer's Report on e-voting and 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 47th Annual General Meeting of M/S. MODI RUBBER LIMITED held on Tuesday, 29th September, 2020 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 47th Annual General Meeting ("AGM") of M/S. **MODI RUBBER LIMITED** (hereinafter referred to as "**the Company**") scheduled on Tuesday, 29th September, 2020 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

2.1 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 Pioneer English (Delhi NCR) and Rastriya Sahara(hindi) and both having electronic editions on 5th September, 2020 respectively specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of

registration of email ids by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Notice has also been hosted on the website of the Company www.modirubberlimited.com.

2.3 The Company informed that electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member.

3. Cut-off date

Voting rights were reckoned as on September 22nd, 2020, 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 **26th September, 2020 (9:00 am) and ends on 28th September, 2020 (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:

- a) 3 Members had cast their votes through e-voting at the AGM;
- b) 57 Members had cast their votes through remote e-voting.

7. 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, 2020 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
59	15611918	100%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
1	1	0%

(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
59	15611918	100%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
1	1	0%

(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:Special Resolution

To give approval to advance any loan, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.2 Crores (Rupees Two Crores Only)

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
58	15611797	100%

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes(Shares) Cast	% of total number of valid votes cast
2	122	0%

(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. 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.

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 47th 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. F006416B000814839
Cc: The Company Secretary of Modi Rubber Limited
S.K. Bajpai
Head- Legal & Company Secretary

Place: New Delhi
Date: 30/09/2020