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.

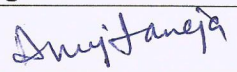
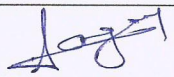
Further to the above, I submit my report as under:

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.

Rashmi Saxena & Associates * C.P. No. 6938 * Company Secretary

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, 2nd 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

Rashmi Saxena & Associates * Company Secretary * C.P. No. 6938

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 & Associates * Company Secretary * C.P. No. 6938

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

Place: New Delhi
Date: 30th September 2016