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## **PENTAGON RUBBER LIMITED**

(FORMERLY KNOWN AS PENTAGON RUBBER PRIVATE LIMITED)

September 27, 2023

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block GBandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**Symbol: PENTAGON**

**Sub: Voting results under Regulation 44 (3) of SEBI (LODR) Regulations, 2015 along with consolidated Scrutinizers' Report.**

Dear Sir / Madam,

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached voting results of 19<sup>th</sup> Annual General Meeting of Pentagon Rubber Limited held on September 25, 2023, along with the report of the scrutinizer.

You are requested to take the above information and enclosed documents on your record.

Thanking You,  
Yours faithfully,

**For PENTAGON RUBBER LIMITED**  
**(Formerly known as PENTAGON RUBBER PRIVATE LIMITED)**

FOR PENTAGON RUBBER LIMITED

  
MANAGING DIRECTOR

**ASHISH JAIN**  
**(MANAGING DIRECTOR)**  
**DIN: - 00738412**  
**ADD: H NO.45, SECTOR 7, PANCHKULA HARYANA 134109**

Encl.: as above

<b>PENTAGON RUBBER LIMITED</b>	
<b>Voting Results</b>	
Date of AGM	25-09-2023
Record date	18-09-2023
Total number of shareholders on record date	455
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	N.A.
b) Public	N.A.
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	7
b) Public	1

FOR PENTAGON RUBBER LIMITED

  
 MANAGING DIRECTOR

**AGENDA - WISE DISCLOSURE**

<b>Resolution Required : (Ordinary)</b>			<b>1 - To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and the Auditors thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
			<b>[1]</b>	<b>[2]</b>	<b>[3]={{[2]/[1]}*100}</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={{[4]/[2]}*100}</b>
Promoter and Promoter Group	E-Voting	5400000	5091525	94.2875	5091525	0	100.0000	0.0000
	Poll		308475	5.7125	308475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5400000</b>	<b>100.0000</b>	<b>5400000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	600000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1710000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>7710000</b>	<b>5400000</b>	<b>70.0389</b>	<b>5400000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Whether resolution is passed or not	Yes
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FOR PENTAGON RUBBER LIMITED

  
 MANAGING DIRECTOR

Resolution Required : (Ordinary)			2 - To re-appoint Mr. Lalit Jain (DIN: 00249128), who retires by rotation and being eligible, offers himself for re-appointment as Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	5400000	5091525	94.2875	5091525	0	100.0000	0.0000
	Poll		308475	5.7125	308475	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5400000</b>	<b>100.0000</b>	<b>5400000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	600000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1710000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>7710000</b>	<b>5400000</b>	<b>70.0389</b>	<b>5400000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Whether resolution is passed or not	Yes
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FOR PENTAGON RUBBER LIMITED

  
MANAGING DIRECTOR



# NK. Chandok & Associates

Company Secretaries

E-124, LGF, Greater Kailash-1, New Delhi-110048  
Mob: 09650250312 E-Mail: navneet@lexequipe.com

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## CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]**

To

The Chairman of Nineteenth Annual General Meeting of the Equity Shareholders of Pentagon rubber Limited held on Monday, September 25, 2023 at 01:00 p.m. (IST) through Video Conferencing ("VC") or other Audio-Visual Means (OAVM).

Dear Sir,

1. I. Navneet Kaur, Company Secretary in Practice and Proprietor, NK Chandok & Associates. Company Secretaries. (Membership Number FCS-10055), have been appointed as Scrutinizer by the Board of Directors of M/s. Pentagon Rubber Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated September 01, 2023 ("Notice") issued in accordance with General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars") calling the Nineteenth Annual General Meeting of its Equity Shareholders ("the Meeting" "AGM") through VC/OAVM. The AGM was convened on Monday, September 25, 2023 at 01:00 p.m. (IST) through VC/OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, the Notice along with the Annual Report 2022-23 was sent through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, Link Intime India Private Limited ("LINKINTIME")/ National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") /Depository Participants.

The said Notice and Annual Report 2022-23 was also placed on the website of the Company at: [www.pentagonrubber.com](http://www.pentagonrubber.com) and on the website of the Stock Exchanges, i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com); and on the website of LINKINTIME at <https://instavote.linkintime.co.in>, the Registrar and Transfer Agent of the Company, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("Insta Vote");

In compliance with the relevant MCA Circular(s), a newspaper advertisement was published on Sunday, September 3, 2023 in 'Financial Express' (English newspapers) and 'Desh Sewak' (Punjabi language newspaper), respectively specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, Stock Exchanges and LINKINTIME.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of remote e-voting; and
- (ii) process of Insta Poll (e-voting at the AGM).

#### **Management's Responsibility**

4. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

5. My responsibility as Scrutinizer for e-voting process (i.e. Remote e-voting and Insta Poll) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by LINKINTIME, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/documents furnished to me electronically by the Company and/ or LINKINTIME for my verification.

#### **Cut-off date**

6. The Equity Shareholders of the Company as on the "Cut-off" date, as set out in the Notice, i.e. Monday, September 18, 2023 were entitled to vote on the resolutions (item nos. 1 to 2 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off date.

#### **7. Insta Poll process at the AGM:**

- i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by LINKINTIME under my instructions.
- ii. The e-votes cast at the meeting were unblocked on Monday, September 25, 2023 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company /LINKINTIME and the authorizations lodged with the Company/ LINKINTIME on test check basis.

#### **8. Remote e-voting process:**

- i. The remote e-voting period remained open from Friday, September 22, 2023 at 9:00 (IST) to Sunday, September 24, 2023 at 5:00 p.m. (IST)



- ii. The votes cast were unblocked on Monday, September 25, 2023 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Vaishali and Mr. Gaurav, who are not in the employment of the Company and/ or LINKINTIME. They have signed below in confirmation of the same.



(SIGNATURE)



(SIGNATURE)

- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of LINKINTIME, i.e. <https://instavote.linkintime.co.in>. Based on the report generated by LINKINTIME and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta poll, based on the reports generated by LINKINTIME, scrutinized on test-check basis and relied upon by me as under:

**Resolution-1: Ordinary Resolution**

- (a) Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	5	2	7	5091525	308475	5400000	100
Dissent	0	0	0	0	0	0	0.00
Total	5	2	7	5091525	308475	5400000	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.

**Resolution-2: Ordinary Resolution**

Appointment of Mr. Lalit Jain (DIN: 00249128), a Director retiring by rotation.

Particulars	Number of Members Casted Votes			Number of votes Casted			(%)
	Remote E-Voting	Insta Poll	Total	Remote E-Voting	Insta Poll	Total	
Assent	5	2	7	5091525	308475	5400000	100

Dissent	0	0	0	0	0	0	0.00
Total	5	2	7	5091525	308475	5400000	100
Invalid Votes	0	0	0	0	0	0	
Abstain	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority.

The register containing the details of remote e-voting and e-voting at the AGM are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely.

Thanking You

Yours Faithfully

**For N. K. Chandok & Associates**  
Company Secretaries



**Navneet Kaur**  
**Proprietor**  
**F.C.S. No. 10055**  
**C.P. No: 12930**  
**UDIN: F010055E001102916**

**Place: New Delhi**  
**Date: 27.09.2023**