

MODI RUBBER LIMITED

(CIN: L25199UP1971PLC003392)

Registered Office: Modinagar-201204, Ghaziabad, Uttar Pradesh, India

Head Office: 4-7C, DDA Shopping Center New Friends Colony New Delhi-110 025

Website : www.modirubberlimited.com, **Email :** investors@modigroup.net, **Phone No:** +91-11-47109398

NOTICE

Notice is hereby given that the 52nd Annual General Meeting ('AGM/Meeting') of the members of **Modi Rubber Limited ("the Company")** will be held on Tuesday, **September 30, 2025 at 11:30 AM (IST)**, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESSSES:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and auditor's thereon.
2. To re-appoint Mr. Vinay Kumar Modi (DIN: 00274605) who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

SPECIAL BUSINESSSES:

3. To consider and approve the appointment of M/s Sanjay Grover & Associates, Company Secretaries, as Secretarial Auditor of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (LODR), 2015 read with Circulars issued thereunder, from time to time, Section 204 & other applicable provisions of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), M/s Sanjay Grover & Associates, Practicing Company Secretaries (Firm Registration Number P2001DE052900), be and is hereby appointed as the Secretarial Auditor of the Company for a period of five consecutive financial years, for the purpose of auditing the secretarial and related records of the Company for the period from April 1, 2025 up to March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which shall include Audit Committee), be and is hereby authorised to fix/determine and approve the remuneration of the Secretarial Auditor, for current financial year or the subsequent years of its term.

**By order of the Board
for Modi Rubber Limited**

(Sanjeev Kumar Bajpai)
Head-Legal & Company Secretary
Membership Number- A10110
Address: 4-7C, DDA Shopping Centre
New Friends Colony, New Delhi-110025

**Place: New Delhi
Date: 05/09/2025**

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular no. 09/2024 dated 19th September, 2024 read with previous circulars issued by MCA in this regard (collectively referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 issued by the Securities and Exchange Board of India ("**SEBI**") read together with other circulars issued by SEBI in this regard (collectively referred to as "**SEBI Circulars**"), has permitted the holding of the AGM through VC or OAVM, without the physical presence of the members at a common venue till 30th September, 2025. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "**Act**") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.
The deemed venue for the AGM shall be the Registered Office of the Company.
2. Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') allows sending soft copies of full annual report to all those shareholders who has registered email address(es) with Company or any Depository Participants ("**DPs**") and a letter providing weblink, including exact path, where complete details of Annual Report is available to those shareholders whose email address(es) is not registered with the Company/DPs/Company's Registrar & Transfer Agent ("**RTA**"), MAS Services Ltd. The Explanatory Statement pursuant to section 102 of the Act, which sets out details relating to Special Businesses to be transacted at the meeting is annexed hereto. The Notice has also been hosted on the website of the Company www.modirubberlimited.com and website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
3. Along with the compliance of the said Circulars, the Company has also published a public notice by way of an advertisement in Newspapers and both having a wide circulation along with their electronic editions, inter alia, advising the members whose e-mail ids are not registered with the Company, its Registrar and RTA or DPs, as the case may be, to register their e-mail ids with them.
4. The Company has enabled the Members to participate at the 52nd AGM through VC facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
5. As per the provisions under the MCA Circulars, Members attending the 52nd AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the

subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 52nd AGM being held through VC.

7. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
8. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 52nd AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 52nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. The members who have not yet registered their e-mail ids with the Company may contact Mas Services Limited (**Registrars & Share Transfer Agents**) at T-34, 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 23/09/2025. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
10. If there is any change in e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form & to DPs in respect of shares held in electronic form.
11. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
12. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of [CDSL/NSDL] to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
13. Voting rights of the members (for voting through remote e-voting or e-voting system) provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23/09/2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting system provided in the Meeting.
14. In accordance with the aforementioned MCA Circulars, the Company has appointed Mas Services Ltd. for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism: a. The login-id and password for joining the meeting has been separately provided along with this Notice; b. The facility for joining the Meeting shall be kept open 30 minutes before the time scheduled to start the meeting i.e. [11:30AM] and 15 minutes after the expiry of the said scheduled time i.e. till [o]; c. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting; d. Participation of single member shall only be allowed at a time; e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to at least seven days in advance of the meeting so that the answers may be made readily available at the meeting; f. Members are requested to e-mail at [o] or call at [o] in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC; g. [other relevant information to be provided]
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
16. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
18. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the Meeting.
19. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2024-25 shall also be available on the Company's website [www.modirubberlimited.com]
20. The results of remote e-voting & e-voting system provided in Meeting shall be aggregated & declared within 48 hours of Meeting.
21. The results declared along with the report of the scrutinizer shall be placed on the Company's website [www.modirubberlimited.com] and on the website of NSDL immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.
22. Members desirous of obtaining any information concerning the Accounts of the Company are requested to send their request at the 4/7C DDA Shopping Centre New Friends Colony, New Delhi- 110025 Head Office of the Company at least seven days before the date of the Meeting, so that the information required may be made available at the Meeting.
23. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
24. Members holding shares in dematerialized mode are requested to intimate all changes with respect to the change of address, e-mail address, change in name etc, to the depository participant. These changes will be automatically reflected in the

Company's records which will help in the Company to provide efficient and better service to the members.

25. Members holding shares in the physical form are requested to intimate changes with respect to the change of address, e-mail address, change in name etc, immediately to the Company/RTA.

26. Voting through electronic means:

In compliance with section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management Administration) Rules, 2014, and regulation 44 of SEBI (LODR) the Company is pleased to provide to members facility to exercise their right to vote at the 52nd Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

I. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Modi Rubber Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rashmikt@gmail.com with a copy marked to evoting@nsdl.co.in

General Instructions:

- The remote e-voting period commences on 27th September, 2025 (9:00 am) and ends on 29th September, 2025 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - The voting rights of shareholders shall be in proportion to their shares of the paid-up capital of the Company as on the cut-off date (record date) of 23/09/2025.
 - If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - Any person, who acquires shares of the Company and become member of the Company after send of the email and holding shares as of the cut-off date i.e. 23/09/2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masservices.com.
 - However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting system.
 - The Company has appointed M/s Rashmi Saxena and Associates, Practicing Company Secretaries (C.P. No. 6938) as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - The scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in presence of at least 2 (two) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour, against, if any, forthwith to the chairman of the Company.
 - The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the scrutinizer's report shall be placed on the Company's Website www.modirubberlimited.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company.
- 27.** The Notice of annual general meeting & copies of audited financial statements, directors report, auditors report etc, will also be displayed on website (www.modirubberlimited.com) of Company.
- 28.** The Securities and exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participant with whom they are maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company/RTA
- 29.** As required by regulation 36 of SEBI (LODR) 2015 and as required under Secretarial Standard-2, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. The Directors have furnished the requisite
- 30.** Kindly register your e-mail addresses and contact details with us, by writing to the Secretarial Department at The Corporate Office, or at our e-mail ID: Investors@modigroup.com. This will help us

in prompt sending you notice, annual reports and other shareholder communications in electronic form.

STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT"):

The following Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with provisions of Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ('the Act'), the Board of Directors, at their meeting held on 12th August 2025, have approved, subject to the approval of members of the Company, the appointment of M/s Sanjay Grover & Associates ('SGA'), a Peer Reviewed Firm of Company Secretaries in Practice as the Secretarial Auditor for a period of five consecutive financial years, from 1st April, 2025 till 30th March, 2030.

SGA, established in 2001, is a reputed firm offering comprehensive corporate, secretarial, and regulatory advisory services. Led by experienced professionals with backgrounds in multinational engineering conglomerates, the firm specializes in Secretarial Audits, Corporate Governance, Legal Compliance, Public Offerings, M&A, and FDI-related advisory.

SGA is supported by a qualified team with proven expertise across sectors and maintains active engagement with key regulatory authorities including Ministry of Corporate Affairs, Registrar of Companies, National Company Law Tribunal, Securities and Exchange Board of India, Reserve Bank of India, and Stock Exchange(s).

In terms of the SEBI Listing Regulations, SGA has provided:

- Valid peer review certificate.
- Confirmation that they are not disqualified from being appointed as Secretarial Auditor in terms of the provisions of the Act, the Companies Secretaries Act, 1980 and rules and regulations made thereunder, and the SEBI Listing Regulations read with relevant SEBI circulars.

They have consented to the said appointment and confirmed that its appointment, if made, would be within the limits specified by the ICSI.

SGA is exiting Secretarial Auditors of the Company. They have been deploying a team of professionals, demonstrating their expertise and proficiency in handling secretarial audits for the Company in past. SGA's approach towards the secretarial audit has been found to be suitable and aligns with the statutory requirements.

The proposed remuneration payable to SGA for FY 2025-26 is Rs. 250000/- (Rupees Two Lacs fifty thousand only) plus applicable taxes and reimbursable out-of-pocket expenses. The Board of Directors (which shall include Audit Committee) shall be authorized

to approve the remuneration of the Secretarial Auditor, for the subsequent years of its term on review and any additional efforts on account of changes in regulations, restructuring or other considerations. The Board may alter and vary the terms and conditions of appointment in such manner and to such extent as may be mutually agreed with SGA.

In accordance with the facts of the proposal and the rationale as aforesaid, your Board recommends passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice. The recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and the Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past and recommendation made by the Audit Committee to the Board of Directors.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested parties, financially or otherwise, in the Ordinary Resolution at Item No. 3 of the accompanying Notice.

INSPECTION OF DOCUMENTS

All material documents referred to in the Notice will be kept open for inspection by the members, at the Registered Office of the Company, from 11AM to 1 PM on all working days from 23rd September 2025 upto the date of the AGM.

**By order of the Board
for Modi Rubber Limited**

**(Sanjeev Kumar Bajpai)
Head-Legal & Company Secretary
Membership Number- A10110
Address: 4-7C, DDA Shopping Centre
New Friends Colony, New Delhi-110025**

**Place: New Delhi
Date: 12/08/2025**