



MOHIT SINGH & ASSOCIATES
COMPANY SECRETARIES

To,
The Board of Directors,
Modi Rubber Limited
(CIN: L25199UP1971PLC003392)
Modi Nagar, Ghaziabad,
Uttar Pradesh – 201204

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24.

We have been engaged by Modi Rubber Limited, hereinafter referred to as "the Company," bearing CIN: L25199UP1971PLC003392. The Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited. Our task is to conduct an audit in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This audit is to be carried out in conjunction with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, and BSE Notice no. 20230316-14.

The Management of the Company holds the responsibility to maintain records and implement proper systems to ensure compliance with the provisions of all relevant Regulations, Circulars, and Guidelines issued by the Securities and Exchange Board of India (SEBI). It is imperative that these systems are not only adequate but also effective in ensuring compliance.

Our role entails verifying the Company's compliance with the provisions of all applicable Regulations, Circulars, and Guidelines issued by SEBI. We conduct our audit in line with the SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and guidance note on the "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI). Our approach involves thorough examinations and verifications deemed necessary and adequate for this purpose.

The Annual Secretarial Compliance Report is provided as Annexure to this report for your perusal.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: **2204/2022**

Mohit Singh
MOHIT SINGH
Proprietor
CP No.: 17756
M No.: A47259



Place: New Delhi
Date: 30.05.2024



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Annual Secretarial Compliance Report of PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)
For the financial year ended 31st March, 2024

Secretarial Compliance Report of Modi Rubber Limited
For the year ended 31st March, 2024

I, Mohit Singh, Proprietor of Mohit Singh & Associates, a firm of Company Secretaries, have examined:

all the documents and records made available to me and explanation provided by **Modi Rubber Limited** ("the listed entity"),

- (a) the filings/ submissions made by the listed entity to the stock exchanges,
- (b) website of the listed entity,
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as amended from time to time; **{Not applicable during the review period};**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as amended from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, **{Not applicable during the review period};**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **{Not applicable during the review period};**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, **{Not applicable during the review period};**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time;





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- (h) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (To the extent applicable);
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, {Not applicable during the review period};
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S. N.	Compliance Requirement (Regulation/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviation	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	Regulation 13(3) of SEBI LODR. The listed entity shall file with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints	Regulation 13(3) of SEBI LODR, 2015.	Filing delayed by 3 days.	BSE	Fine	Regulation 13(3) of SEBI LODR, 2015, delayed by 3 days.	Fine of Rs. 1180 inclusive of GST levied on company	BSE imposed fine of Rs. 1180 inclusive of GST levied on company w.r.t. non submission of a statement giving the number of investor	Not able to file due to technical glitch.	The Company has made payment of the same.





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	pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.						complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter within stipulated time. i.e. 21 days from the end of quarter.		





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2	To ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	Regulation 31(2) of SEBI (LODR) Regulations.	There is violation of Regulation 31(2) of LODR Regulations with respect to entire shareholding of promoters to be in dematerialized form. The same was reported in our previous report which has continued during the financial year under report.	None	None	There is violation of Regulation 31(2) of LODR Regulations with respect to entire shareholding of promoters to be in dematerialized form. The same was reported in our previous report which has continued during the financial year under report.	None	There is violation of Regulation 31(2) of LODR Regulations with respect to entire shareholding of promoters to be in dematerialized form. The same was reported in our previous report which has continued during the financial year under report.	Management of several reminder to promoters to demat their shares.	Continuous violation.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S N	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2023. (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Hundred percent of shareholding of promoters and promoter group is not in dematerialised form as per regulation 31(2) of SEBI LODR.		Regulation 31(2) of SEBI LODR.	Hundred percent of shareholding of promoters and promoter group is not in dematerialised form as per regulation 31(2) of SEBI LODR.	Management of MRL several reminder to promoters to demat their shares.	Continuous violation.

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Company has generally complied with the SS issued by ICSI
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes Yes	-





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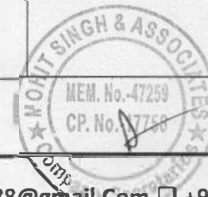
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The listed entity is maintaining a functional website• Timely dissemination of the documents/information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	Yes Yes Yes	-
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None of the Director of the Company are disqualified.
5.	<u>Details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none">(a) Identification of material subsidiary companies;(b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	The Company has complied with the Identification of material subsidiary companies and disclosures thereof.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none">(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions	Yes NA	None -





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	were subsequently approved/ ratified/ rejected by the Audit Committee		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)	No	Generally complied except as mentioned in the table a
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	-
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Generally complied except as mentioned in the table a





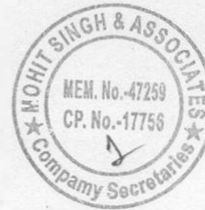
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: 2204/2022



Mohit Singh
MOHIT SINGH

Proprietor

CP No.: 17756; M No.: A47259
UDIN: A047259F000502879

Place: New Delhi
Date: 30.05.2024