



SECRETARIAL COMPLIANCE REPORT OF MODI RUBBER LIMITED FOR THE YEAR ENDED MARCH 31, 2023

To
MODI RUBBER LIMITED
MODI NAGAR UTTAR PRADESH
GHAZIABAD UP 201204

We MN Gupta & Co. have examined:

- a. All documents & records made available to us & explanation provided by Modi Rubber Ltd ("the listed entity"),
- b. The filings/ submissions made by the listed entity to the stock exchanges,
- c. Website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2023 ("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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable secretarial Standards issued by ICSI	YES	--
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All policies are in conformity with SEBI Regulations & has been reviewed timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	--
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 website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate & specific which re- directs to relevant document(s)/ section of website	YES	--



4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	--
5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	--
6.	Preservation of Documents: 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 SEBI LODR Regulations, 2015	YES	--
7.	Performance Evaluation: listed entity has conducted performance evaluation of Board, Independent Directors & Committees at the start of every financial year as prescribed in SEBI Regulations	YES	--
8.	Related Party Transactions: (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 were subsequently approved/ratified/rejected by the Audit committee	YES	--
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	YES	--
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	--
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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	YES	--
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	--

(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:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation Circular No.	Deviations	Action Taken by	Type of Action Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of Practicing Company Secretary	Management Response	Remarks
1.	To ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized	Regulation 31(2) of SEBI (LODR) Regulations	Hundred percent of shareholding of promoter(s) and promoter group is	None	NIL	Hundred percent of shareholding of promoter(s) and promoter	NIL	violation of Regulation 31(2) of SEBI (LODR) Regulat	Management of MRL sent several reminder to promoters to Demat their shares	Promoters shareholding is not 100% in DEMAT form



MN Gupta & Co. Company Secretaries

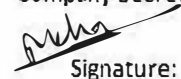
form and the same is maintained on a continuous basis in the manner as specified by the Board		not in dematerialized form			group is not in dematerialized form		ions		
---	--	----------------------------	--	--	-------------------------------------	--	------	--	--

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action Advisory /Clarification/Fine/Show Cause notice / Warning , etc.	Detail s of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form	Regulation 31(2) of SEBI (LODR) Regulations	Hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form	Company have sent several reminder to promoters to Demat their shares	NA	Hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form	NIL	Not satisfactory	Management of MRL sent several reminder to promoters to Demat their shares	Still the Promoter shareholding is not 100% in DEMAT form
2	To ensure to submit a copy of the Annual Report to the stock exchange along with the notice of the AGM not later than the day of commencement of dispatch to its shareholders.	violation of Regulation 34 of SEBI (LODR) Regulations	Annual Report has not been submitted to the stock exchange on the day of commencement of dispatch to its shareholders. (ie. not less than 21 days before the date of AGM)	25 days Delayed submission	Fine	Annual Report has not been submitted to the stock exchange on the day of commencement of dispatch to its shareholders.	59000	Complied with 25 days delay	Acknowledge	Acknowledged

Date: 31st May 2023
Place: Delhi

For MN Gupta & Co.
Company Secretaries


Signature:

Name: Neha Gupta

C.P. No. : 16874, Mem No : F 8269

UDIN- F008269E000425081