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 53rd Annual General Meeting ('AGM/Meeting') of the members of Modi Rubber Limited ("the Company") will be held on Wednesday, **September 30, 2026 at 11:30 AM (IST)**, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2026 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 BUSINESSES:

3. To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "Special Resolution"

To Re-appoint Mr. Alok Modi (DIN 00174374) as Managing Director for a term of five years and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 109 and any other applicable Article of the Articles of Association of the Company and subject to approval of Central Government , the consent of the Company be and is hereby accorded to the re-appointment of Mr. Alok Modi (DIN: 00174374), as Managing Director of the Company for a further period of five years commencing from 01.10.2026 without remuneration as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to convey acceptance for terms as may be imposed by the Government for appointment of Mr. Alok Modi, Managing Director and also alter or vary terms of remuneration including monetary value thereof, to the extent as may be recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to within overall limits specified under the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.

4. TO CONSIDER & APPROVE THE AMENDMENT IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "Special Resolution".

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, approval of the Members be and is hereby accorded to alter/amend the existing Object Clause to insert following sub clause (A) of clause 9 of the Object Clause of Memorandum of Association of Company

"To carry on in India or elsewhere the business of establishing, promoting, operating, managing and providing health, beauty and wellness services and facilities, including beauty parlours, salons, barber shops, hair styling and hair care centres, yoga and massage centres, swimming pools, health clubs and gymnasiums; to provide beauty, hair, skin, nail and body care treatments, facials, massages and other allied services; to manufacture, process, formulate, develop, market, distribute, import, export, buy, sell, supply, deal in and otherwise trade in cosmetics, perfumery, beauty and personal care products, hair, skin and nail preparations, wigs and related products, their derivatives, ingredients, consumables and allied goods; and to establish and operate such businesses through owned, managed, franchised or other arrangements and to conduct classes, seminars, demonstrations, education and training programmes relating to beauty, health, wellness and personal care, and to undertake all such incidental and ancillary activities as may be necessary or expedient for the attainment of the foregoing objects."

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: 05/09/2026

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, 2026. 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 53rd 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 53rd 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 53rd 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 53rd 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 53rd 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 23/09/2026 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 provide 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.23/09/2026. 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 2025-26 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 within48 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 atleast 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 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 53rd 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 rashmikirt@gmail.com with a copy marked to evoting@nsdl.co.in

General Instructions:

- The remote e-voting period commences on 27th September, 2026 (9:00 am) and ends on 29th September, 2026 (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, 2026, 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 23/09/2026.

- 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. 23/09/2026, 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 NDSL 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

The present term of Mr. Alok Modi as Managing Director of the Company will expire on September 30th, 2026. The Board of Directors at its meeting held on August 13, 2021, have re-appointed Mr. Alok Modi as Managing Director of the Company without remuneration as recommended by the Nomination and Remuneration Committee for a further period of Five years, commencing from October 1st, 2026 and upto September 30, 2031 subject to necessary requisite approvals, as may be required for his re-appointment. However the Board had further authorized Nomination and Remuneration Committee to consider payment of the remuneration during above tenure as it may be deemed appropriate in the interest of the company.

Mr. Alok Modi is also the Managing Director of Gujarat guardian Limited and drawing remuneration from Gujarat Guardian Limited. Mr. Alok Modi opted not to draw remuneration from the company so long as company continues to implement the unimplemented portion of the BIFR scheme.

However Mr. Alok Modi shall be entitled for reimbursement of all expenses incurred or to be incurred in India or abroad for Company's business during his tenure as Managing Director.

As Mr. Alok Modi is a Foreign National, his Re-appointment will require approval from the Central Government as Mr Modi is not meeting conditions of 12 months for staying in India prior to his re-appointment.

Except Mr. Alok Modi, Mr. Vinay Kumar Modi and Ms. Piya Modi and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Additional information in respect of Mr. Alok Modi, pursuant to the Secretarial Standards on General Meetings (SS-2), His Brief Profile and Information required under SEBI (LODR), 2015 in respect of resolution No. 3 is given below:-

Particulars	
Date of Birth	18th June 1966
Age(In years)	60
Qualification	MBA
Expertise in specific functional areas	40 Years
Date of appointment on the Board of the Company as Managing Director	31st October 2011
Expertise in specific functional area	Technology, Sales, Finance, Operations and marketing, and wide management experience
Relationship with Directors and Key Managerial Personnel	Relative(Son) of Mr. Vinay Kumar Modi and Father of Ms. Piya Modi
Names of the Companies in which Directorships held	1.Gujarat Guardian Limited 2.Modi Rubber Limited 3.Maple Bear Education Private Limited

	4.Asahi Modi Materials Private Limited
Names of other Companies in which Committee Membership/ Chairman-ship held	NONE
No. of shares held	NIL

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM N0. 4

ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Members are informed that Modi Marco Aldany Private Limited ("MMAPL") was incorporated pursuant to a joint venture arrangement between Modi Rubber Limited ("MRL" / "the Company") and Alma Beauty Corporation S.L., Spain ("Alma Beauty"), with both parties holding 50% each in the said joint venture company.

MMAPL was established with the objective of carrying on the salon and beauty business under the "Marco Aldany" brand. However, from around the financial year 2019-20 onwards, the business operations of MMAPL were adversely affected, including due to the impact of the COVID-19 pandemic and the consequential deterioration in the business environment. Further, Alma Beauty Corporation S.L. subsequently discontinued/shut down its overseas business operations and expressed its intention to discontinue the joint venture and wind up the business and affairs of MMAPL.

At present, one salon operated under MMAPL is situated in the corporate building of the Company and is presently operational. In view of the circumstances stated above and with a view to ensuring continuity of the existing salon operations, preserving the value of the existing business and assets and making optimum utilisation of the premises and other resources available with the Company, the Board of Directors of the Company considered it appropriate that the Company may take over and operate the said salon business, subject to completion of the necessary corporate, legal and regulatory formalities.

The existing Main Objects / Objects Clause of the Memorandum of Association of the Company does not specifically authorise the Company to carry on the business of operating salons, beauty and wellness establishments or allied activities. Accordingly, in order to enable the Company to undertake and carry on the proposed salon business in accordance with its Memorandum of Association, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by inserting an appropriate object relating to the business of salons, beauty, grooming, wellness and allied activities.

The Board of Directors, at its meeting held on 14 August 2026, after considering the circumstances and the proposed business arrangement, approved the proposal for alteration of the Object Clause of the Memorandum of Association of the Company and recommended the same for approval of the Members.

The proposed alteration will enable the Company, subject to applicable laws and regulatory approvals, to undertake and carry on the salon and allied business and facilitate the proposed takeover/continuation of the existing salon presently being operated by MMAPL.

The proposed alteration of the Object Clause requires the approval of the Members by way of a special resolution pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

A copy of the existing Memorandum of Association and the proposed amended Memorandum of Association incorporating the aforesaid alteration will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and will also be made available electronically to the Members in accordance with applicable law.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

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 2026 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: 05/09/2026