



MODI RUBBER LIMITED

CIN: L25199UP1971PLC003392, Regd. Office: Modinagar - 201 204, Dist. Ghaziabad (U.P), Email: investors@modigroup.net
Corporate office: 4-7C, DDA Shopping Centre, New Friends Colony, New Delhi- 110025 Website: www.modirubberlimited.com

Dear Shareholder,

The 45th Annual General Meeting (AGM) of **MODI RUBBER LIMITED** will be held on **Friday, September 28, 2018** at 11:30 a.m. at **DAYAWATI MODI PUBLIC SCHOOL, Modinagar, Ghaziabad - 201 204 (U.P.)**.

The Annual Report of the Company for the year ended March 31, 2018 and the Notice convening 45th Annual General Meeting (AGM) of the Company together with the Attendance Slip, Proxy Form and E-voting Instructions is available at the website of the Company.

The Resolutions proposed at the 45th AGM of the Company will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and through Ballot Paper at the AGM in terms of the provisions Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has engaged the services of National Securities Depository Limited (NSDL) for this purpose. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Tuesday, September 25, 2018 at 09:00 A.M. (IST)
End of remote e-voting	Thursday, September 27, 2018 at 05:00 P.M. (IST)

The cut-off date (i.e. the record date) for the purpose of remote e-voting is September 21, 2018.

As a measure of assistance, the procedure and instructions for remote e-voting is given below:

- a) Open the attached PDF file "**ACL e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
- b) If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used.
- c) Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
 - a. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
 - b. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- d) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- e) Click on "Shareholders - Login".
- f) Put User ID and Password as initial password noted in step (a) above. Click Login.
- g) Password change menu appears. Change the password 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.
- h) Home page of remote e-voting opens. Click on "e-voting: Active Voting Cycles".
- i) Select "EVEN" of "**MODI RUBBER LIMITED**".
- j) Now you are ready for remote e-voting as "Cast Vote page opens".
- k) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "CONFIRM", else to change your vote, click on "BACK" and accordingly modify your vote.
- l) Upon confirmation, the message "Vote cast successfully" will be displayed.
- m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take out print of the voting done by you by clicking on "click here to print" option on the voting page.
- o) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the Board Resolution /Authority Letter etc. together with attested specimen signature of the 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:

- A. The remote e-voting period begins on September 25, 2018 at 09.00 A.M. (IST) and ends on September 27, 2018 at 05.00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- B. A person, whose name appears in the register of Members / Beneficial owners as on cut-off date i.e. September 21, 2018 shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot papers.
- C. Any person who becomes member of the Company after dispatch of Notice of the meeting and holding shares as on the cut-off date i.e. September 21, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the



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- Company's Registrar-Mas Services Limited at info@masserv.com, sm@masserv.com. If the member is already registered with NSDL then he can use his/her existing user ID and password to cast the vote through remote e-voting.
- D. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- E. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. September 21, 2018.
- F. Members can also download the notice of the meeting at www.modirubberlimited.com for exercising their e-voting rights.
- G. Members who have cast their vote by remote e-voting prior to the meeting, may attend the meeting but shall not be allowed to cast their vote again.
- H. The Board of Directors has appointed 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.
- I. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- J. The Chairman of the meeting or a person authorized by him in writing shall announce the result of voting on the resolutions taken up at the 45th Annual General Meeting on or after submission of final report by the Scrutinizer. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.modirubberlimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

Thanking you

Yours faithfully

For Modi Rubber Limited


Pa (S.K. Bajpai)
Head-Legal & Company Secretary

