



THE COMPANY

BOARD OF DIRECTORS

Vinay Kumar Modi
Chairman

Alok Kumar Modi
Managing Director

Kanwaljit Singh Bains
Independent Director

Amrit Kapur
Independent Director

Umesh Kumar Khaitan
Independent Director

Piya Modi
Whole-Time Director

Sanjeev Kumar Bajpai
Head- Legal & Company Secretary

Kamal Gupta
Chief Finance Officer

REGISTERED OFFICE

Modinagar-201 204
District Ghaziabad (Uttar Pradesh)
CIN: L25199UP1971PLC003392

HEAD OFFICE

4-7C, DDA Shopping Centre,
New Friends Colony,
New Delhi-110 025
website : www.modirubberlimited.com
Phone : +91-11-47109398
E-mail : investors@modigroup.net

WORKS

Modinagar-201 204
District Ghaziabad (Uttar Pradesh)

BANKER

Axis Bank Ltd

STATUTORY AUDITORS

Suresh Surana & Associates LLP
Chartered Accountants
2nd Floor, Tower-B, B-37, Sector-1
Noida (NCR) - 201301 (UP) India

SECRETARIAL AUDITORS

SANJAY GROVER & ASSOCIATES
B-88, 1st Floor, Defence Colony
New Delhi - 110 024

INTERNAL AUDITORS

S.R. Dinodia & Co.LLP
K-39, Connaught Circus
New Delhi-110001

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Ltd.
T-34, II Floor, Okhta Industrial Area,
Phase-IIInd, New Delhi 110 020
Tel (011) 26387281, 82, 83
Fax (011) 26837286

46th Annual General Meeting

Date	: September 30 th , 2019
Day	: Monday
Time	: 11:30 A.M.
Place	: Auditorium, Dayawati Modi Public School, Modinagar
Book Closure Date	: 24 th September, 2019 to 30 th September, 2019 (both days inclusive)

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Members/Shareholders are requested to bring copies of their Annual Report to the meeting as no spare copies of Annual Report will be distributed at the Annual General Meeting.

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 46th Annual General Meeting of the members of **Modi Rubber Limited** ("the Company") will be held on Monday the September 30th, 2019 at 11:30 AM at Auditorium, Dayawati Modi Public School, Modinagar-201204 (U.P) 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, 2019 and the reports of the Board of Directors ('the Board') and auditor's thereon.

SPECIAL BUSINESSES:

2. To appoint Mr. Umesh Kumar Khaitan (DIN-01180359), as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Umesh Kumar Khaitan (DIN-01180359), who was appointed as an Additional Director of the Company with effect from 28th May, 2019 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to Five consecutive years commencing from 28th May, 2019."
3. To Continue directorship of Mr. Vinay Kumar Modi (DIN : 00274605), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and if thought fit, to pass, the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to SEBI (LODR) Regulations, 2015, and applicable provisions of the Companies Act 2013, and relevant Rules framed thereunder (including any statutory modification (s)/ amendment (s)/re-enactment (s) thereto), approval by the members be and hereby accorded effective 1st April 2019 for continuation of Mr. Vinay Kumar Modi as Non-executive Non-Independent Director of the Company, liable to retire by rotation, and all actions and decisions which are taken by him alone or jointly with other directors in the meetings of Board and or Committee on behalf of the company, which would have otherwise, been deemed to be valid and effective if taken in the normal course as director, be and hereby also ratified and approved."
4. To Continue directorship of Mr. Amrit Kapur (DIN : 00508710), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to SEBI (LODR) Regulations, 2015, and applicable provisions of the Companies Act 2013, and relevant Rules framed thereunder (including any statutory modification (s)/ amendment (s)/re-enactment (s) thereto), approval by the members be and hereby accorded effective 1st April 2019 for continuation of Mr. Amrit Kapur as Non-executive Independent Director of the Company, and all actions and decisions which are taken by him alone or jointly with other directors in the meetings of Board and or Committee on behalf of the company, which would have otherwise, been deemed to be valid and effective if taken in the normal course as director, be and hereby also ratified and approved."

5. To re-appoint Mr. Kanwaljit Singh Bains (DIN-01444259), as an Independent Director and, 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 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s)/ amendment (s)/ re-enact thereof for the time being in force), and pursuant to SEBI (LODR) Regulations, 2015, (including any statutory modification(s)/ amendment (s)/ re-enact thereto) and in respect of it, Company has received a notice in writing from a member under section 160 of the Act signifying his intention to propose Mr. Kanwaljit Singh Bains (DIN-01444259) for office director, be and is hereby re- appointed as an non – executive independent director effective 01.04.2019 to hold office for five consecutive years for a term up to 31.03.2024 and all actions and decisions which are taken or participated by him alone or jointly with other directors in the meetings of Board and or Committee on behalf of the company, which would have otherwise, been deemed to be valid and effective if taken in the normal course as director, be and hereby also ratified and approved."

6. Approval for payment of Medical Expenses for Vinay Kumar Modi, Chairman of the company and his Family and if thought fit, to pass the following resolutions as a Special Resolution.
"RESOLVED THAT pursuant to the applicable provisions of Companies Act 2013 and SEBI (LODR) Regulation 2015, including any modification or amendment thereof, the consent of the Company be and is hereby accorded to Reimburse of medical expenses incurred in India or abroad including but not limited to hospitalisation, nursing home and surgical process for himself and family subject to ceiling of Rupees 20 Lacs in a financial year and all travelling expenses incurred in medical treatment will also be paid on actual basis.

By order of the Board
for Modi Rubber Limited

(S.K. Bajpai)

Head-Legal & Company Secretary
Membership Number- A10110

Address: 4-7C, DDA Shopping Centre
New Friends Colony, New Delhi-110025

Place : New Delhi

Date : 14, August 2019



NOTES:

1. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 24.09.2019 to 30.09.2019 (both days inclusive).
3. **A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HER SELF AND THE PROXY(IES) NEED NOT BE THE MEMBER(S) OF THE COMPANY.** The proxy form(s) duly completed and signed should reach Company's Registered Office at Modinagar at-least 48 hours before the time fixed for the meeting.
4. The Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the annual general meeting.
5. 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.
6. Members/proxies should fill the Attendance slip attach herewith for attending the meeting and bring their attendance slip alongwith their copy of the annual report to the meeting.
7. 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.
8. 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.
9. 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.
10. 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 46th 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

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

General Instructions:

- The remote e-voting period commences on 27th September, 2019 (9:00 am) and ends on 29th September, 2019 (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, 2019, 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 downloads 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 23/09/2019.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN 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 dispatch of the notice and holding shares as of the cut-off date i.e. 23/09/2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mas_serv@yahoo.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 ballot paper.
- 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 3 (three) working days 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.
- Members may also note that the Notice of the 46th Annual general meeting of the Company and the Annual report 2019 will be available on the Company's website for their download. The Physical copy of the aforesaid documents will also be available at the Company's head office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

11. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made there under companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filled in "E-mail

Registration Form" available on the website of the Company, to the Company. Members holding shares in demat form are requested to register their e-mail address with the Depository Participant(s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

The Notice of annual general meeting and the copies of audited financial statements, directors report, auditors report etc, will also be displayed on the website (www.modirubberlimited.com) of the Company.

12. 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.
13. 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 declarations for their re-appointment and their brief profile forms part of the explanatory statement.
14. Kindly register your e-mail addresses and contact details with us, by writing to the Secretarial Department at The Head 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.

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 21st September 2019 upto the date of the AGM.

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

Place : New Delhi
Date : 14, August 2019

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

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.

Item Nos.2

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. Umesh Kumar Khaitan (DIN-01180359) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Mr. Khaitan holds office till the date of the AGM and is eligible for being reappointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the



appointment Mr. Khaitan as a Director of the Company. The Company has also received a declaration from Mr. Khaitan confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Khaitan is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Khaitan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.Modirubberlimited.com

Mr. Khaitan is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Khaitan and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 2 of this Notice is accordingly commended for your approval.

Information required under SEBI(LODR), 2015 in respect of resolution No. 2 is given below:-

Particulars	
Age(In years)	71
Qualification	Graduate
Expertise in specific functional areas	Legal & Advisory
Date of appointment on the Board of the Company as Independent Director	28 th May 2019
Names of the Companies in which	
Directorships held	<ol style="list-style-type: none"> 1 SUTLEJ TEXTILES AND INDUSTRIES LIMITED 2 FERRO ALLOYS CORPORATION LIMITED 3 THE AYER MANIS RUBBER ESTATE LIMITED 4 CREMICA FOOD INDUSTRIES LIMITED 5 ISK BIOSCIENCES INDIA PRIVATE LIMITED 6 SOBO ESTATE DEVELOPMENT PRIVATE LIMITED 7 GHAZIABAD INVESTMENT LIMITED 8 SHREE PARNA HOLDINGS PRIVATE LIMITED 9 ASHUTOSH HOLDINGS PRIVATE LIMITED 10 COMBINE OVERSEAS LIMITED 11 SHENGDI CONSULTANCY SERVICES PRIVATE LIMITED
Names of other Companies in which Committee Membership/ Chairmanship held	NA
No. of shares held	NIL

Item Nos.3

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. V.K. Modi is a Non-Executive Director of the Company who has set up the project and has been holding Directorship in the Company since its inception i.e. 27th February 1971. Mr. Modi has been steering the rehabilitation process of the company post sanction of the Scheme by the BIFR for more than a decade. The company with his efforts and vision has come out from the sickness but some of the unimplemented portion of the scheme is under implementation and his guidance and vision for rehabilitation is necessary.

Mr. Modi holds a Bachelor's degree from Prestigious and premier institutes i.e. IIT Kanpur

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Mr. V.K. Modi as a "Non-Executive Director" of the Company, considering his rich experience, expertise and immense contribution presently in rehabilitation of the Company.

The Members are, therefore, requested to accord their approval by way of passing a Special Resolution for the continuation of directorship of Mr. V.K. Modi [Director Identification Number (DIN): 00274605] as a 'Non-Executive Director' of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mr. Alok Kumar Modi (Son of Mr. V.K. Modi), Ms. Piya Modi (Grand Daughter of Mr. V.K. Modi)] is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommend the Special Resolution set forth in Item No.3 for approval by the Members.

Item Nos. 4

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Members of the Company, at their 45th (Forty Fifth) Annual General Meeting held on September 28, 2018, had granted approval for appointment of Mr. Amrit Kapur (DIN: 00508710, as Non-Executive, Independent Directors of the Company for a term of 3 (three) years, w.e.f. May 29, 2018, not liable to retire by rotation.

Accordingly, his continuation as Non-Executive Independent Director after amendments in LODR Regulations 2015, shall require approval of the Members by way of passing Special Resolution(s).

Mr. Amrit Kapur holds a Degree in the Master from the University of Punjab. Mr. Kapur has an experience of more than five decades in the area of Sales, Marketing, Management and Finance. He held senior position in various listed and unlisted companies during the period from 1975 to 2019. Company will benefits from the experience and knowledge Mr. Kapur.

The Board of Directors recommend the Special Resolution set forth in Item No.4 for approval by the Members.

Item Nos.5

Mr. Kanwaljit Singh Bains is an I.A.S. (Retd.), PG Diploma in Macro Economic Development, (U.K.) B Tech (IIT, Karagpur), B.A. Maths and has an expertise in Industry, finance and management.

Mr. Kanwaljit Singh Bains a Non- Executive Independent Director was appointed by the Board of Directors of the Company w.e.f 08.08.2014. Mr. Bains is the Chairman of Audit Committee and Nomination and Remuneration committee of the Company which was constituted on 08.08.2014 in terms of section 178 of the Companies Act, 2013 as well as the member of Stakeholders Relationship Committee (Formerly known as Shareholders Grievance Committee)

Mr. Bains has given a declaration to the Board that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board Mr. Bains fulfils the conditions as specified in the Companies Act 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board recommends the resolution in relation to re-appointment of Mr. Bains as an Independent Director, for the approval by the Shareholders of the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.Modirubberlimited.com

Except Mr. Kanwaljit Singh Bains (being an appointee), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out in Item No. 5.

Information required under SEBI (LODR), 2015 in respect of resolution No. 5 is given below:-

Particulars	
Age (In years)	85
Qualification	PG
Expertise in specific functional areas	Management and Administration
Date of appointment on the Board of the Company as Independent Director	08.08.2014
Names of the Companies in which Directorships held	NIL
Names of other Companies in which Committee Membership/ Chairman-ship held	NA
No. of shares held	NA

The Board of Directors recommend the Special Resolution set forth in Item No.4 for approval by the Members.

Item Nos.6

Mr. V.K. Modi is a Non-Executive Director of the Company who has set up the project and has been holding Directorship in the Company since its inception i.e. 27th February 1971. Mr. Modi has been steering the rehabilitation process of the company post sanction of the Scheme by the BIFR for more than a decade without any remuneration. The company with his efforts and vision has come out from the sickness but some of the unimplemented portion of the scheme is under implementation and his guidance and vision for rehabilitation is necessary. Mr. Modi also taking efforts for business expansion through Joint Venture to maximize value of all stakeholders in the company. He is now 76 years of age and has requested for medical reimbursement of Rs.20.00 Lakhs to him and dependent family for any treatment and operational procedure.

This reimbursement of medical expenses will be payable by the company only in the case where any medical insurance obtained by him does not provide coverage for such treatment against bills. This limit of reimbursement of Rs.20.00 lakhs in a year will be applicable for treatment in India and Abroad and will be effective from 1st April 2019. Mr. Modi and his family will also be paid travel expense for such purpose.

The Board of Directors recommend the Special Resolution set forth in Item No.4 for approval by the Members.

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

(S.K. Bajpai)

Head-Legal & Company Secretary

Membership Number- A10110

**Address: 4-7C, DDA Shopping Centre
New Friends Colony, New Delhi-110025**

Place : New Delhi
Date : 14, August 2019



DIRECTORS' REPORT

Your Directors have pleasure in sharing with you the 46th Annual Report on the business and operations of the Company, along with the audited financial statements for the financial year ended March 31, 2019.

IMPLEMENTATION STATUS OF BIFR SCHEME

The Central Government vide its Notification No.S.O.3568 (E) Dated 25 November 2016 put into force the provisions of the Sick Industrial Company (Special Provisions) Repeal Act 2003 repealing SICA 1985. However, the Repeal Act shall not affect any order made by the Board for sanction of the Scheme and in pursuance with your company continues to implement the unimplemented provisions of SS-08 sanctioned by the BIFR on 8.4.2008.

In this respect, rehabilitation for Modinagar Tyre Factory (MTF) could not be achieved as yet. The matter for possession of MTF Plant is pending with Hon'ble Allahabad High Court. The Plant continues to be in possession of the OL appointed by the Allahabad High Court in Modi Export Processors Limited's (MEPL) winding up proceedings. Litigation with one pressing creditor is also pending who have till date not accepted the dues as per scheme sanctioned by the BIFR.

Your Company has been following up with Govt agencies/authorities/ department/Creditors to provide relief and concessions and to accept settlement as per scheme sanctioned by the BIFR.

The Company has taken new initiatives to improve its long term prospects and performance. These include:-

- 1) Your Company has been very vigorously taking actions to get re-possession of Company's properties which were occupied by illegal occupants/Ex- Employees. Efforts include legal recourse, and also settlement as per BIFR Scheme wherever possible.
- 2) Company is taking several steps to utilize its real- estate resources and wherever possible to put them to generate revenue.

FINANCIAL RESULTS

During the year under review, your company has recorded a net profit after tax Rs 906.31 Lacs as compared to Rs1535.60 Lacs in previous year and a total comprehensive income of Rs 1397.12 Lacs as compared to Rs1419.64 Lacs in the previous year. Income of your company is mainly from guest house operations, Interest & dividend.

DIVIDEND

Since, there is no adequate profit; your Board does not recommend any dividend.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from public during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORTS

A detailed Management Discussion & Analysis Report and a Corporate Governance Report along with certificate from the statutory auditors of the Company in pursuance with compliance of Listing Regulations are attached and form part of this Annual Report of the Company.

BOARD OF DIRECTORS

A) Appointment/Re-appointment of Directors

- I. Board of Directors of the Company have appointed Mr.

Umesh Kumar Khaitan as an Additional Director (Independent and Non-Executive) of the Company to hold office for a period of 5 consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

- II. Board of Directors of the Company have also re-appointed Mr. KS Bains as an Director (Independent and Non-Executive) of the Company to hold office for a period of 5 consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

- III. Company, pursuant to regulations 17(1A) SEBI(LODR), 2015, is seeking shareholder's approval for continuation for Mr. V.K. Modi and Mr. Amrit Kapur as Directors.

B) Meeting of the Board of Directors

During the financial year ended on March 31, 2019, 4 (Four) Board Meetings and 1 (one) meeting of Independent Directors were held and the maximum time gap between any two Board meetings was less than 120 days. Further, details of the meetings of the Board and its Committees are given in Corporate Governance Report, forming part of the Annual Report.

C) Declaration by Independent Director(s)

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under applicable regulations of SEBI (LODR) 2015 with the Stock Exchanges.

D) Board Evaluation

The Company has formulated a policy on performance evaluation for the Directors, Board and its Committees and other individual Directors on the parameters inter alia covering attendance, effective participation, domain knowledge, access to management outside Board Meetings and Compliance with the Code of Conduct, vision and strategy and benchmark to peers.

Pursuant to policy on performance evaluation, a process for performance evaluation was carried out for Independent director, board, committees and other individual directors.

Policy for Board evaluation is available on company's website.

SUBSIDIARIES / JOINT VENTURES/ ASSOCIATE COMPANIES

The performance and financial information of the subsidiary companies / Joint Ventures / Associate Companies is reported in the Consolidated Financial Statement for the financial year ended March 31, 2019.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the provisions of the Companies Act, 2013 read with Regulation 33 of SEBI (LODR) 2015 and Applicable Ind-AS 110 on Consolidated Financial Statement, Ind-AS 28 on Accounting for Investments in Associates and Joint Ventures, the audited consolidated financial statement for the year ended March 31, 2019 is provided in the Annual Report.

AUDIT COMMITTEE

The details of the Audit Committee including its composition and terms of reference mentioned in the Corporate Governance Report forms part of Annual Report.

All the recommendations made by the Audit Committee were accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable Ind-AS with the requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2019 on a 'going concern' basis;
- v) the Directors have laid down internal financial control to be followed by the Company and that such internal financial control are adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK ASSESSMENT/ MANAGEMENT

The Company has formulated and adopted a Risk Management Policy. Board of Directors of the Company is responsible for the direction and establishment of internal control to mitigate material business risks. The policy is framed to identify element of risks like misstatement, frauds etc and their mitigation for achieving its business objective and to provide reasonable assurance.

INTERNAL FINANCIAL CONTROLS

The Company has in place well defined and adequate internal financial control framework. During the year, such controls were tested and no material weaknesses in their design or operation were observed.

COST RECORD

The provision of Cost audit as per section 148 doesn't applicable on the Company.

CONSTITUTION OF COMMITTEE – SEXUAL HARASSMENT AT WORKPLACE

The Company has constituted committee under the sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and However, company has complied with the provisions of the same.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review there was no profit from the operations hence no CSR activities was undertaken

The applicable disclosures as stipulated under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided in **Annexure I** to this Report.

VIGIL MECHANISM

The Company promotes ethical behavior in all its business activities. Towards this endeavor the Company has adopted a policy on vigil mechanism and whistle blower. Company has developed a Mechanism where any violation can be report to the Chairman of the Audit Committee for appropriate resolution. The confidentiality of such reporting will be maintained and they are not subjected to any discriminatory practice or victimization. The Audit Committee shall oversee the Vigil Mechanism. The policy on vigil mechanism and whistle blower is available on Company's website.

RELATED PARTY TRANSACTIONS

The contracts/ arrangements / transactions by the company during the year under review with related parties were in the ordinary course of business and on arms length basis and do not attract the provisions of section 188 of the companies Act 2013.

During the year, the Company had not entered into any contract/ arrangement/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Suitable disclosure as required by the Accounting Standards has been made in the Notes to the Financial Statement. The policy on Related Party Transaction and determining material Subsidiaries as approved by the Board is uploaded on the company's website.

PARTICULARS OF LOAN, GUARANTEES, SECURITY OR INVESTMENTS

Details of Loans, Guarantee, Securities and Investments during the year under review are given in the Notes to the financial statements pursuant to requirement of under Section 186 of the Companies Act, 2013.

AUDITOR & AUDITOR'S REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Suresh Surana & Associates LLP, Chartered Accountants, with registration number 121750W/W-100010), were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 44th Annual General Meeting held on 28th September, 2017 until the conclusion of 49th Annual General Meeting of the Company to be held in the calendar year 2022.

M/s. Suresh Surana & Associates LLP, Chartered Accountants, with registration number 121750W/W-100010), have submitted their Report on the Financial Statements of the Company for the FY 2018-19, which forms part of the Annual Report 2018-19. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Directors.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the financial year ended March 31, 2019, in the prescribed format is attached and marked as Annexure II with this report. The secretarial audit report contains certain remarks, board has perused the same and provide explanations as under:-



- This delay caused due to non-availability of electronic data from Depository.
- Intimation of demise of director received by the Board around one week prior to the board meeting, hence decision for substitution was taken in the subsequent board meeting held on 28th May 2019.
- Due to lien, as informed by shareholders, shares could not be demated by the Depository, however shareholder pursuing the matter for the same.
- Pursuant to terms of appointment, no director was available to retire by rotation, however Company has taken the corrective action in current year.
- This delay was caused inadvertently while feeding the data in the system.

Board directed the concerns to be more vigilant in future.

MANAGERIAL REMUNERATION

The information required in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 (1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. **(Annexure-III)**

EXTRACT OF ANNUAL RETURN

Extracts of the Annual Return in the prescribed format is attached with this report and marked as **Annexure IV**.

STATUTORY DISCLOSURES

Since there was no production, there is no information required to be given for energy conservation, technology absorption, fuel consumption etc. u/s 134(3) (m) of the Companies Act, 2013. Information about foreign exchange earnings is nil and outgo is also nil during the year under review.

ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks for support and co-operation from Banks, UP Government and other Government Authorities and shareholders during the year period review. Your Directors also appreciate services of executives and staff of the Company for unstinted support in revival of the Company.

For and on behalf of the Board of Directors

Alok Modi
(DIN: 00174374)
Managing Director

Amrit Kapur
(DIN: 00508710)
Director

Place: New Delhi
Date: August 14, 2019

Annexure I

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2018-19.

1	Brief outline of Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and projects or programs	Refer Section Corporate Social Responsibility in this Report
2	Composition of the CSR Committee.	Refer Corporate Governance Report
3	Average Net Profit of the Company for last three financial years	Not Applicable
4	Prescribed CSR Expenditure (two percent of the amount as in item No. 3 above)	Not Applicable
5	Details of CSR spent during the financial year:	
	(a) total amount to be spent for the financial year	Not Applicable
	(b) amount unspent, if any	Not Applicable
	(c) manner in which the amount spent during the financial year	Not Applicable
6	In case the Company fails to spend the 2% of the Average Net Profit (INR) of the last 3 financial years, the reasons for not spending the amount shall be stated in the Board report.	Not Applicable

Responsibility Statement

The implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

For and on behalf of the Board of Directors

Alok Modi
(DIN: 00174374)
Managing Director

Amrit Kapur
(DIN: 00508710)
Director

Place: New Delhi
Date: August 14, 2019

Annexure III

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2018-19 (in Rs.)	% increase in Remuneration in the Financial Year 2018-19
1.	Mr. Vinay Kumar Modi (Chairman)	No remuneration	Nil
2.	Mr. Alok Kumar Modi (Managing Director)	He opted not to draw any remuneration from company during implementation of BIFR revival scheme.	Nil
3.	Mr. Arvind Nath Seth (Non-Executive Independent Director)	None*	N.A
4.	Mr. Kanwaljit Singh Bains (Non-Executive Independent Director)	Sitting Fees only*	N.A
5.	Ms. Piya Modi (Whole Time Director)	30,24,000	NIL
6.	Mr. Amrit Kapur	Sitting Fees only*	N.A
7.	Mr. Sanjeev Kumar Bajpai (Head – Legal & Company Secretary)	43,21,301	4%
8.	Mr. Kamal Gupta (Chief Financial Officer)	54,84,000	14.5%

***Sitting fees are Rs. 10000/- For attending each board meeting and Rs. 5000/- For attending each committees meeting**

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 6,01,794;
- (iii) In the financial year 2018-19, the median remuneration of employees decreased by 33%.
- (iv) There were 25 permanent employees(Including KMPs) on the rolls of Company as on March 31, 2019;
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 and comparison with the percentage increase/(decrease) in managerial remuneration:
- (vi) It is hereby affirmed that the remuneration paid is as per Policy for Directors, Key Managerial Personnel, Senior Management and other Employees.

For and on behalf of the Board of Directors

Place: New Delhi
Date: August 14, 2019

Alok Modi
(DIN: 00174374)
Managing Director

Amrit Kapur
(DIN: 00508710)
Director