

RASHMI SAXENA

15th April 2015

B.Com, L.L.B., F.C.S.

The Board of Directors
M/s. Modi Rubber Limited
Modi Nagar 201 204
Dist. Ghaziabad (U.P.)

Sub: Certificate of Reconciliation of Share Capital Audit of the Company.

I/we have examined the Register of Members, beneficiary details furnished by the Depositories and other records /documents maintained by M/s. Modi Rubber Limited (hereinafter referred to as 'the Company') and its Registrar for Electronic Connectivity M/s Mas Services Limited, for giving report in the prescribed format, in accordance with the circular no. D&CC/FITTC/CIR-16/2002 December 31, 2002 issued by the Securities and Exchange Board of India & Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

In my/our opinion and the best of my/our knowledge and according to the information and explanations given to me/us and based on such verification as considered necessary, I/we hereby submit my certificate for the quarter ended 31st March, 2015 of the Company.

| | | |
|----|---|---|
| 1 | For quarter ended | 31.03.2015 |
| 2 | ISIN | INE832A01018 |
| 3 | Face Value | Rs. 10.00 per share |
| 4 | Name of the Company | MODI RUBBER LIMITED |
| 5 | Registered Office Address | Modinagar, 201 204 Dist. Ghaziabad (U.P.) |
| 6 | Correspondence Address | 4/7C, DDA Shopping Centre, New Friends Colony NEW DELHI 110 065 |
| 7 | Telephone & Fax Nos. | Tel Nos.:011-26834384,26833284,26848417 Fax No.: 011-26837530 |
| 8 | Email Address | skbajpai@modigroup.net |
| 9 | Name of the Stock Exchange(s) where the company's securities are listed | National Stock Exchange of India Ltd., Mumbai Bombay Stock Exchange Ltd., Mumbai |
| 10 | Issued Capital | No. of shares = 25040532 % of total issued capital = 100% |
| 11 | Listed Capital (Exchange wise) | NSE = Rs. 250405320.00 BSE = Rs. 250405320.00 |
| 12 | Held in dematerialized form in CDSL | 195425 equity shares representing 0.7804 % of Paid up capital |
| 13 | Held in dematerialized form in NSDL | 19562510 equity shares representing 78.1234 % of Paid up capital |
| 14 | Physical | 5282597 equity shares representing 21.0962% of Paid up capital |
| 15 | Total No. of shares (12+13+14) | 25040532 equity shares representing 100% of Paid up capital |
| 16 | Reasons for difference if any, between (10 & 11), (10& 15), (11& 15) | N.A. |



RASHMI SAXENA & ASSOCIATES
COMPANY SECRETARIES

DG-1/39C, Vikas Puri, New Delhi-110018
Telefax : 91-11-45535480, Mobile : 9871540543, E-mail : rashmikirt@gmail.com

17. Certifying the details of changes in share capital during the quarter under consideration as per table below:

| Particulars** | No. of shares | Applied/Not Applied for listing | Listed on Stock Exchanges (specify names) | Whether intimated to CDSL | Whether intimated to NSDL | In-prin, appro. Pending for SE (Specify Names) |
|---------------|---------------|---------------------------------|---|---------------------------|---------------------------|--|
| N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback Capital Reduction Forfeiture Any other (in specify)

| | | |
|----|--|------|
| 18 | Register of Members is updated (Yes/No.) (if not, updated upto which date) | Yes |
| 19 | Reference of previous quarter with regards to excess dematerialized shares, if any | N.A. |
| 20 | Has the Company resolved the matter mentioned in point No.19 above in the current quarter, if any, reason why? | N.A. |

21 Mentioned the table No. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.

| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 Days | None | None | -- |
| Pending for more than 21 Days | None | None | -- |

| | | |
|----|--|--|
| 22 | Name, Telephone & Fax No. of the Compliance Officer of the Company | Shri SK Bajpai, Head – Legal & Company Secretary Tel No. 011-26834384,26833284,26848417 Fax No.011-26837530 |
| 23 | Name, Address, Tel & Fax No. Regn. No. of the Auditor | Rashmi Saxena Company Secretary in Whole Time Practice DG-1/39C, Vikaspuri New Delhi-110018 C.P. No. 6938 Ph. No. 011-45535480 |
| 24 | Appointment of common agency for share registry work | MAS Services Ltd. T-34, IInd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020 |
| 25 | Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc. | BIFR vide its order dated 23.02.2010, discharged the Company from the purview of SICA with the directions that “the unimplemented provisions of the SS-08 for the unexpired period of the scheme would be implemented by the concerned agencies and their implementation would be monitored by the Company”. |

For RASHMI SAXENA & ASSOCIATES

Company Secretaries

Place: New Delhi
Date: 15th April, 2015



Rashmi Saxena
(Rashmi Saxena)
C.P. No. 6938