

MODI RUBBER LIMITED

4/7 - C DDA SHOPPING CENTER
NEW FRIENDS COLONY
NEW DELHI-110065
TEL: 26834384, 26833284, 26848417
TELEX: 031-61839, MRLE-IN
GRAM: "MODIRAW"
FAX : 26836999, 26837530

Our Ref:
Deptt: Secretarial & Legal
Dated: 24.04.2012

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Tower 1 st Floor, Dalal Street Mumbai 400 001 Ph. 022-22722066, 22722375 Fax 022-22723354, 22723577 Delhi Stock Exchange Association Ltd. DSE House 3/1 Asaf Ali Road - for information New Delhi 110 002 request for delisting is Ph.011-3292417-23 pending with you Fax 011-3292341	National Stock Exchange of India Ltd Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051 Ph.022-6598100-14 Fax 022-6598237-38 E mail cmfist@nse.co.in
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Sub: Intimation under Clause 31 of the Listing Agreement(s)

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement entered into by the Company with your Stock Exchange(s), please find the enclosed herewith, a copy of the proceeding of the 39th Annual General Meeting of the Shareholders of the Company held on 30.03.2012 for your information and record. We Trust you will find the same in order.

Please acknowledge its receipt.

Thanking you,

Yours faithfully,
For MODI RUBBER LIMITED

Priyanka Setia
for → (S.K. Bajpai)
Head-Legal & Company Secretary

cc: National Securities Depository Ltd.
4th Floor, Trade World, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Fax No.91 22 4972993/4976351

cc: Central Depository Services (India) Ltd.
Firoze Jeejeebhoy Towers
26th Floor, Dalal Street, Mumbai 400 023

Fax No.22 2673199

REGISTERED OFFICE: MODINAGAR -201204, UP, INDIA WORKS: MODIPURAM -250 110 UP, INDIA

MODI RUBBER LIMITED

MINUTES OF THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, MARCH 30, 2012 AT 11.30 AM AT AUDITORIUM, DAYAWATI MODI PUBLIC SCHOOL, MODINAGAR-201 204 (U.P.)

PRESENT

Mr. Vinay Kumar Modi	Chairman/Member
Mr. Alok Kumar Modi	Managing Director/Member
Mr. K.S. Bains	Director

IN ATTENDANCE

Mr. S K Bajpai Head - Legal & Company Secretary

ATTENDANCE AND QUORUM FOR THE MEETING

138 Shareholders (including 124 individual shareholders, 2 Proxy holders and 12 Authorisation Letters) totaling 21565349 equity shares of the Company representing 86.12 % of the Paid up share capital attended the Meeting.

Mr. Vinay Kumar Modi, Chairman, welcomed the shareholders for attending the 39th Annual General Meeting of the Company.

The requisite quorum being present, the Chairman then declared the Meeting as properly convened, constituted and commenced the proceedings.

INTRODUCTION OF DIRECTORS

The Chairman introduced the Directors present at the Meeting to the Shareholders.

INSPECTION OF REGISTER OF DIRECTORS' SHAREHOLDING

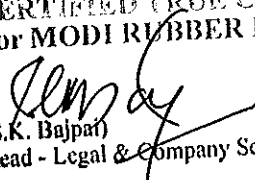
The Chairman informed the Shareholders that pursuant to provisions of Companies Act, 1956 the Register of Directors' Shareholding and Register of Members Shareholding was open to Members for inspection.

NOTICE & AUDITORS' REPORT

The Notice convening the 39th Annual General Meeting as well as the Directors' Report was taken as read with the consent of the Members.

Mr. S K Bajpai, Head - Legal & Company Secretary then read out the Auditors' Report for the period ended 30.09.2011 to the Shareholders.

**CERTIFIED TRUE COPY
For MODI RUBBER LIMITED**


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

Resolutions

Item No. 1 in the agenda was then taken up for consideration.

The following ordinary resolution was moved by Mr. Arun Kumar Sharma and seconded by Mr. Vishnu Sharma:-

“RESOLVED AS ORDINARY RESOLUTION THAT the Audited Profit & Loss Account for the accounting period ended 30.09.2011 and the Balance Sheet as at 30.09.2011 together with the relevant schedules and the Report of the Directors and the Auditors thereon etc., already circulated to the Members and now submitted to this meeting be and are hereby received, approved and adopted.”

Before putting the above resolution to vote, the Chairman addressed / replied various questions / queries put in by the members on the future plans for commencement of operations of MTF plant and also on the aforesaid statement of accounts.

The above resolution was then put to vote and was passed **unanimously** by the Members.

ITEM NO. 2 RE-APPOINTMENT OF MR. K.S. BAINS, DIRECTOR LIABLE TO RETIRE BY ROTATION.

ORDINARY RESOLUTION: Proposed by: Mr. Parmod Kumar Jain
Seconded by: Mr. Om Prakash

“RESOLVED AS AN ORDINARY RESOLUTION THAT Mr. K.S. Bains who retires by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

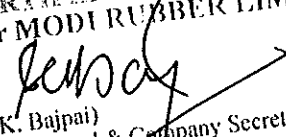
The above resolution was then put to vote and was passed **unanimously** by the Members.

ITEM NO. 3 RE-APPOINTMENT OF MR. ARVIND NATH SETH, DIRECTOR LIABLE TO RETIRE BY ROTATION.

ORDINARY RESOLUTION: Proposed by: Mr. Abhijit Chatterjee
Seconded by: Mr. Pradeep Kumar

“RESOLVED AS AN ORDINARY RESOLUTION THAT Mr. Arvind Nath Seth who retires by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The above resolution was then put to vote and was passed **unanimously** by the Members.

CERTIFIED TRUE COPY
For MODI RUBBER LIMITED

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

ITEM NO. 4. RE-APPOINTMENT OF STATUTORY AUDITORS

ORDINARY RESOLUTION: Proposed by: Mr. Ranjit Singh
Seconded by: Mr. Sushil Kumar Sharma

"RESOLVED AS AN ORDINARY RESOLUTION THAT pursuant, to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. PDM & Co., Chartered Accountants, New Delhi, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs. 5,00,000.00 (Rs. Five Lacs only) plus service tax and other out of pocket expenses".

The above resolution was then put to vote and was passed **unanimously** by the Members.

ITEM NO. 5 APPOINTMENT OF MR. ALOK MODI AS MANAGING DIRECTOR

ORDINARY RESOLUTION: Proposed by: Mr. Tony
Seconded by: Mr. Omkar Tyagi

"RESOLVED THAT the members of the Company hereby accord its approval for the appointment of Mr. Alok Kumar Modi as Managing Director of the Company, for a period of five years with effect from 31.10.2011"

"RESOLVED FURTHER THAT Mr. Alok Kumar Modi would be entitled for reimbursement of all business expenses whether incurred in India or abroad in connection with Company's business against submission of bills and no remuneration would be paid till December 31, 2013 as voluntarily offered by him."

The above resolution was then put to vote and was passed **unanimously** by the Members.

VOTE OF THANKS

There being no other business to transact, the meeting concluded with a vote of thanks to the chair. Mr. Vinay Kumar Modi, Chairman requested the Shareholders to join for Lunch.

**CERTIFIED TRUE COPY
For MODI RUBBER LIMITED**


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

Sd/-
(Vinay Kumar Modi)
Chairman