The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.

Regd. Office : Block No.15, Devkaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, MUMBAI – 400002
Corporate Office : Post Box No.1, HINGANGHAT – 442 301; Dist. Wardha (M.S.) Ph.:07153-244282/244039

CIN : L99999MH1946PLC005261 ; Website : www.rsrmm.com

Date : 13.04.2017

The Manager (Listing),
Bombay Stock Exchange Ltd.,
Rotunda Bldg., 1st Floor,
Dalal Street, Fort,
MUMBAI - 400 001.

Dear Sir,

Ref.: **Co. Code: 530047**

Reg.: Compliance Certificate Under Clause 40(9) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 for the Half Year ending 31st March, 2017.

Pursuant to Clause 40(10) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, we are enclosing herewith copy of the Compliance Certificate dated 10th April, 2017 issued by Shri Dinesh Kumar Deora, Mumbai, Practising Company Secretary for the **Half Year ended 31st March, 2017.**

This is for your kind reference and records.

Thanking you,

Yours faithfully,

Sachin Kanojiya
Compliance Officer.

C.C.to :

1. National Stock Exchange of India Ltd.,
   Exchange Plāza, 5th Floor,
   Bandra Kurla Complex,
   Bandra (East),
   Mumbai - 400 051.

Company Code.

RAIREKMOH/EQ

Qtr4.

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.
COMPANY SECRETARY

OFFICE: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD (EAST), MUMBAI-400097.
TEL NO.: 022-65643641 E-MAIL: dinesh.deora@yahoo.com

CERTIFICATE UNDER REGULATION 40(9) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,2015

FOR THE HALF YEAR ENDED 31-03-2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Limited** maintained by **Bigshare Services Private Limited** pertaining to transfer of Equity Shares of the Company for the period from 1st October,2016 to 31st March,2017 for the purpose of issuing a Certificate under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and based on the information provided by the Company, I hereby certify that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies, excepting those rejected on technical grounds.

Date: 10-04-2017
Place: Mumbai

Dinesh Kumar Deora
Practising Company Secretary
COP 4119

DINESH KUMAR DEORA
Mem. FCS 5683
COP 4119
Company Secretaries