

September 04, 2019

The Manager,
(Corporate Relationship Department),
BSE Limited
1st Floor, P.J. Towers, Dalal Street, Fort,
Mumbai – 400001

Through Listing Centre
Scip Code: 519003

Dear Sir / Madam,

Sub: i). 45th Annual General Meeting (AGM)
ii). Book Closure Intimation

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, this is to inform you:

- i. That the 45th Annual General Meeting (AGM) of the Company has been scheduled to be held on **Monday, 30 September, 2019 at 3:00 p.m.** at Hotel Bluestone, CC24, Kalkaji, Near Nehru Enclave, Opp. Paras Cinema, New Delhi-110019
- ii. That the Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, 26 September, 2019 to Monday, 30 September, 2019 (both days inclusive)** for the purpose of said 45th AGM of the Company.

Please find attached copy of Notice of 45th Annual General Meeting of the Company.

This is for your kind information and records please.

Thanking You !

Yours truly,
For **Modi Naturals Limited**



Ankit Agarwal
Company Secretary
Meb. No. ACS 23445

Encl: As Above

Cc: National Securities Depository Limited
Trade World – A Wing, Kamala Mills Compound,
Lower Parel, Mumbai – 400013

Central Depository Services (India) Limited
Marathon Futurex, 25th floor, NM Joshi Marg,
Lower Parel (East), Mumbai-400013

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 45th Annual General Meeting (AGM) of the Shareholders of Modi Naturals Limited will be held on Monday, 30th September, 2019 at 3.00 P.M. at Hotel Bluestone, CC24, Kalkaji, Near Nehru Enclave, Opp. Paras Cinema, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2019 and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Aditi Gupta (DIN: 01786037), Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mr. Anil Modi (DIN-0018708) as Chairman cum Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Anil Modi (DIN: 01187078) as the Chairman cum Managing Director of the Company for the period of three years from 1st January, 2020 to 31st December 2022, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof and as may be agreed to between the Board of Directors and Mr. Anil Modi.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

4. Re-designation and Re-appointment of Mr. Akshay Modi (DIN-03341142) as Joint Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of the resolution passed by the Members at the 42nd Annual General Meeting held on 29th September, 2016, Mr. Akshay Modi, Whole Time Director, be and is hereby re-designated as Joint Managing Director with effect from 14th November 2018 till the end of the tenure of his appointment viz. 14th December, 2019 on the same terms and conditions including remuneration as approved earlier by the Members.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Akshay Modi (DIN: 03341142) as the Joint Managing Director of the Company for the period of three years from 15th December 2019 to 14th December 2022, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof and as may be agreed to between the Board of Directors and Mr. Akshay Modi.

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Re-designation and Appointment of Mrs. Aditi Gupta (DIN-01786037) as Whole Time Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in accordance with the provision of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the re-designation, appointment and terms of remuneration of Mrs. Aditi Gupta (DIN-01786037) as the Whole Time Director of the Company for the period of three years from 14th August 2019 to 13th August 2022, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with liberty to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof and as may be agreed to between the Board of Directors and Mrs. Aditi Gupta.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. Ratification of Payment of Remuneration of Cost Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government as may be required, the Company hereby approves and ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus Goods and Service Tax and out of pocket expenses, if any, payable to Messrs. Manisha & Associates (Firm Registration No.: 000321), Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2019-20.

‘RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.’

Registered Office:
405, Deepali Building,
92, Nehru Place,
New Delhi-110019
CIN: L15142DL1974PLC007349

New Delhi, 13 August, 2019

For and on behalf of the Board

Sd/-
Akshay Modi
Jt. Managing Director
DIN - 03341142

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out at Item no. 3 to 6 of the accompanying Notice is annexed hereto.
2. Messrs Kashyap & Co, Chartered Accountants (Firm registration no. 011355C), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 43rd Annual General Meeting of the Company held on 29th September, 2017 till the conclusion of the 48th Annual General Meeting of the Company, subject to ratification by members every year as prescribed under then prevailing provisions of the Companies Act 2013. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF (ONLY ON A POLL) AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from, 26 September, 2019 to, 30 September, 2019 (both days inclusive) for the purpose of AGM.
8. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company’s Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.
9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested intimate such changes to the Company or the Registrar and Transfer Agent of the Company.
10. In case of joint holders attending the meeting, only such joint holder whose name is mentioned in the first place in the order of names will be entitled to vote.
11. Corporate members intending to send their Authorized Representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
13. The Annual Report 2018-2019, the Notice of 45th AGM and Instructions of e-voting, along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
14. Members may also note that the Notice of the 45th AGM and the Annual Report 2019 will be available on the Company’s website, www.modinaturals.com. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investors@modinaturals.com.

15. Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
17. All documents referred to in the notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
18. Annual Listing Fee for the year 2019-2020 has been paid to the BSE Ltd on which shares of the Company are listed.
19. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 45th ANNUAL GENERAL MEETING OF YOUR COMPANY.**

Voting through Electronic Means - Remote E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 45th AGM 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).
- II. The facility for voting through Poll Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on the Friday, 27th September 2019 (9:00 am) and ends on Sunday, 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 i.e. 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 Members, the Member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd September, 2019 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@modinaturals.com However, 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. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
- VI. Members whose name appears in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through Poll Paper.
- VII. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
- VIII. **The details of the process and manner for remote e-voting are explained herein below:**

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to depakbansal.fcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
 3. 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 download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at the email address: cs.mnl@modinaturals.org or contact at telephone no. 011-41889999.
- IX. The voting rights of Members shall be in proportion to their shares of the paid-up equity Share Capital of the Company as on the cut-off date i.e. 23rd September, 2019.
 - X. Mr. Deepak Bansal, Company Secretary in Practice (CP No. 7433) has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
 - XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XII. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
 - XIII. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: www.modinaturals.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

Item No. 3: The Members at the 40th Annual General Meeting held on 19th August, 2014 approved the re-appointment of Mr. Anil Modi as Managing Director of the Company with effect from 01st January, 2015. Mr. Anil Modi will complete his present term on 31st December, 2019.

Mr. Anil Modi, aged 62, is one of the founding members of Modi Naturals Limited. He is guiding force behind the success of the Company. He has over 3 decades of invaluable experience in the line of the business of the Company: experience that strengthens decision making process of the Company and its future plans.

Considering the valuable contributions made by him during his tenure, the Board of Directors at their meeting held on 13 August, 2019 on the recommendation of the Nomination and Remuneration Committee recommended for the approval of the members, the re-appointment of Mr. Anil Modi as Chairman cum Managing Director for a further period of 3 (three) years with effect from 01st January 2020, to 31st December, 2022 on the terms and conditions as set out below:

1. Term of Appointment:

For a period of 3 (three) years with effect from 01st January 2020 to 31st December, 2022.

2. Remuneration:

- I. Salary:** W.e.f. 01st January, 2020 of Rs. 3,50,000/- per month and W.e.f. 1st April, 2020 in the pay scale of (Rs 3,50,000 – 50,000 -4,50,000)- per month.
- II. Perquisites and allowances:** In addition to the above, Mr. Anil Modi shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Anil Modi provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.
- 3. Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mr. Anil Modi as Chairman cum Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 3 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.
- 4. Other terms and conditions:**
- Subject to the superintendence, control and direction of the Board, Mr. Anil Modi shall responsible for the general conduct and management of the affairs of the Company.
 - As long as Mr. Anil Modi functions as Chairman cum Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
 - Mr. Anil Modi shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however his retirement will not break his length of service.
 - Mr. Anil Modi shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
 - The Office shall be liable to termination with 3 months' notice from either side.
 - The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto, subject to the approval of shareholders."

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, any appointment including re-appointment of any Managerial Personnel and remuneration payable shall be subject to approval of shareholders of the Company.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if (i) the annual remuneration payable to executive director, who is promoter or member of the promoter group, exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Additional information in respect of Mr. Anil Modi, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report under the section 'Report on Corporate Governance'.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II.

The proposed remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Considering Mr. Anil Modi's experience in various fields, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mr. Anil Modi and his relatives, Mr. Akshay Modi, Joint Managing Director, are interested in the resolution set out at Item No. 3 of the Notice.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

| I. GENERAL INFORMATION: | | | | | | | | | | | | | | | | | | |
|--------------------------------------|---|---|-------------|--|-----------------|---------|----------------------|---------|-------------------------------|----------|----------------|----------|-------------------|--------|-------------------------------------|--------|------------------|--------|
| 1. | Nature of industry | The Company is engaged in the business of edible oils processing and fast moving consumer goods. | | | | | | | | | | | | | | | | |
| 2. | Date or expected date of commencement of commercial production | Commercial operations commenced in the year 1974. | | | | | | | | | | | | | | | | |
| 3. | In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus | Not Applicable. | | | | | | | | | | | | | | | | |
| 4. | Financial performance based on given indicators | (Rs. In Lakh) | | | | | | | | | | | | | | | | |
| | | <table border="1"> <thead> <tr> <th>Particulars</th> <th>2018-19 (as per Audited Financials)</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>1265.64</td> </tr> <tr> <td>Reserves and Surplus</td> <td>4001.45</td> </tr> <tr> <td>Total Revenue from Operations</td> <td>29627.20</td> </tr> <tr> <td>Total Expenses</td> <td>29377.46</td> </tr> <tr> <td>Profit before Tax</td> <td>249.74</td> </tr> <tr> <td>Tax Expenses including Deferred Tax</td> <td>160.35</td> </tr> <tr> <td>Profit after Tax</td> <td>101.63</td> </tr> </tbody> </table> | Particulars | 2018-19 (as per Audited Financials) | Paid up Capital | 1265.64 | Reserves and Surplus | 4001.45 | Total Revenue from Operations | 29627.20 | Total Expenses | 29377.46 | Profit before Tax | 249.74 | Tax Expenses including Deferred Tax | 160.35 | Profit after Tax | 101.63 |
| Particulars | 2018-19 (as per Audited Financials) | | | | | | | | | | | | | | | | | |
| Paid up Capital | 1265.64 | | | | | | | | | | | | | | | | | |
| Reserves and Surplus | 4001.45 | | | | | | | | | | | | | | | | | |
| Total Revenue from Operations | 29627.20 | | | | | | | | | | | | | | | | | |
| Total Expenses | 29377.46 | | | | | | | | | | | | | | | | | |
| Profit before Tax | 249.74 | | | | | | | | | | | | | | | | | |
| Tax Expenses including Deferred Tax | 160.35 | | | | | | | | | | | | | | | | | |
| Profit after Tax | 101.63 | | | | | | | | | | | | | | | | | |
| 5. | Foreign investments or collaborators, if any | The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on accounts of past issuance of securities /secondary market purchase. | | | | | | | | | | | | | | | | |
| II. INFORMATION ABOUT THE APPOINTEE: | | | | | | | | | | | | | | | | | | |
| 1. | Background details | Mr. Anil Modi, aged 62, is one of the founding members of Modi Naturals Limited. He is guiding force behind the success of the Company. He is also on the Board of Modi Infratech Private Limited, Solvent Extractors Association of India Limited and Halwasiya Properties Pvt. Ltd. | | | | | | | | | | | | | | | | |
| 2. | Recognition or awards | Mr. Anil Modi is on the Board of Solvent Extractors Association of India Limited. | | | | | | | | | | | | | | | | |
| 3. | Past Remuneration | Mr. Anil Modi was paid Rs.33.75 lakhs as annual remuneration for the financial year 2018-19. | | | | | | | | | | | | | | | | |
| 4. | Job profile and his suitability | Mr. Modi devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. Mr. Modi has over 3 decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also member of Audit Committee and Stakeholders' Relationship Committee. | | | | | | | | | | | | | | | | |
| 5. | Remuneration proposed | Details of proposed remuneration are presented above. | | | | | | | | | | | | | | | | |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin) | The remuneration proposed to be paid to Mr. Anil Modi, Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Anil Modi before recommending the remuneration as proposed hereinabove. | | | | | | | | | | | | | | | | |
| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration proposed, Mr. Anil Modi also holds 4586008 equity shares of the Company. Mr. Akshay Modi, Joint Managing Director and being relative may be deemed to be interested in the Resolution relating to the remuneration of Mr. Anil Modi. | | | | | | | | | | | | | | | | |
| III. OTHER INFORMATION | | | | | | | | | | | | | | | | | | |

| | | |
|-----|---|---|
| 1. | Reasons of loss or inadequate profits | The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins. |
| 3. | Expected increase productivity and profits measurable terms | The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. |
| IV. | Disclosures: | |
| 1. | The information, as required, is provided under Corporate Governance Section of the Annual Report 2019. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. | |

Item No. 4 : The Members at the 42nd Annual General Meeting held on 29th September, 2016 approved the re-appointment of Mr. Akshay Modi as Whole-time Director of the Company with effect from 15th December, 2016. Mr. Akshay Modi will complete his present term on 14th December, 2019.

On the recommendation of the Nomination & Compensation Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 13th November, 2018, re-designated Mr. Akshay Modi as Joint Managing Director of the Company with effect from 14th November, 2018 on the existing terms and conditions.

Mr Akshay Modi, aged 33 years, is an Engineer from the University of Leeds, U.K and an alumnus of The Doon School. He is a visionary entrepreneur who conceptualized the launch of Edible Oils in consumer packs under the brand names, 'Oleev', 'Tarai', 'Rizolo', 'Miller' and 'Olivana wellness'.

Considering the valuable contributions made by him during his tenure, the Board of Directors at their meeting held on 13th August, 2019 on the recommendation of the Nomination and Remuneration Committee also recommended for the approval of the members, the re-appointment of Mr. Akshay Modi as Joint Managing Director for a further period of 3 (three) years with effect from December 15, 2019 on terms and conditions as set out below:

1. Term of Appointment:

For a period of 3 (three) years with effect from 15th December 2019 to 14th December, 2022.

2. Remuneration:

- I. Salary:** W.e.f. 15th December, 2019 of Rs. 3,50,000/- per month and W.e.f. 1st April, 2020 in the pay scale of (Rs 3,50,000 – 50,000 -4,50,000)- per month.
- II. Perquisites and allowances:** In addition to the above, Mr. Akshay Modi shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Akshay Modi provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.

- 3. Minimum Remuneration:** The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mr. Akshay Modi as Joint Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

4. Other terms and conditions:

- a. Subject to the superintendence, control and direction of the Board, Mr. Akshay Modi shall provide advice, guidance and assistance to the Chairman & Managing Director and other Senior Management personnel as and when requested with respect to the business and affairs of the Company including advice on strategic planning, finance, accounting, taxation, legal affairs and human resources and in that regard he shall faithfully and diligently conduct the business and affairs of the Company and, for that purpose, he shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and/or as fixed by the Board/ or Committee thereof time to time.
- b. As long as Mr. Akshay Modi functions as Joint Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.

- c. Mr. Akshay Modi shall be liable to retire by rotation whilst he continues to hold office of Joint Managing Director; however his retirement will not break his length of service.
- d. Mr. Akshay Modi shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto subject to the approval of shareholders."

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, any appointment including reappointment of any Managerial Personnel and remuneration payable shall be subject to approval of shareholders of the Company.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if (i) the annual remuneration payable to executive director, who is promoter or member of the promoter group, exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Additional information in respect of Mr. Akshay Modi, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report under the section 'Report on Corporate Governance'.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II.

The proposed remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Considering Mr. Akshay Modi's experience in various fields, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mr. Akshay Modi and their relatives, Mr. Anil Modi, Managing Director and Mrs. Aditi Modi, Director, are interested in the resolution set out at Item No. 5 of the Notice.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

| I. GENERAL INFORMATION: | | |
|-------------------------|---|---|
| 1. | Nature of industry | The Company is engaged in the business of edible oils processing and fast moving consumer goods. |
| 2. | Date or expected date of commencement of commercial production | Commercial operations commenced in the year 1974. |
| 3. | In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus | Not Applicable. |
| 4. | Financial performance based on given indicators | (Rs. In Lakh) |
| | Particulars | 2018-19 |
| | | (as per Audited Financials) |
| | Paid up Capital | 1265.64 |
| | Reserves and Surplus | 4001.45 |
| | Total Revenue from Operations | 29627.20 |
| | Total Expenses | 29377.46 |
| | Profit before Tax | 249.74 |
| | Tax Expenses including Deferred Tax | 160.35 |
| | Profit after Tax | 101.63 |
| 5. | Foreign investments or collaborators, if any | The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on accounts of past issuance of securities /secondary market purchase. |

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| II. INFORMATION ABOUT THE APPOINTEE: | | |
| 1. | Background details | Mr Akshay Modi, aged 33 years, is an Engineer from the University of Leeds, U.K and an alumnus of The Doon School. He is a visionary entrepreneur who conceptualized the launch of Edible Oils in consumer packs under the brand names, 'Oleev', 'Tarai', 'Rizolo', 'Miller' and 'Olivana wellness'. Mr. Akshay Modi has sound professional experience in the FMCG sector in the fields of project execution, conceptualization, planning, operation, management, Marketing, corporate strategic planning, Customs & Excise, business development, as well as in Government and Regulatory affairs relating to the FMCG Industry. He is also on the Board of Modi Infratech Private Limited. |
| 2. | Recognition or awards | Mr. Akshay Modi is the Member of The SEA Food Regulatory Committee and The Executive Council of Indian Olive Association for the year 2019-20. |
| 3. | Past Remuneration | Mr. Akshay Modi was paid Rs.30.00 lakhs as annual remuneration for the financial year 2018-19. |
| 4. | Job profile and his suitability | Mr. Akshay Modi was appointed as the Chief Executive Officer of the Company in the year 2008 and became a Whole-time Director in the year 2010. In recognition of his contribution as well as to derive benefit from his skills and varied experience, Mr. Akshay Modi was re-appointed as the Whole Time Director of the Company with effect from 15 December, 2016 for a period of 3 years. He is having sound experience of Corporate management and possesses all required competencies and is ideally suited for the job. He has contributed immensely to the growth of the business of the Company. The Board believes that his guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully. |
| 5. | Remuneration proposed | Details of proposed remuneration are presented above in the Resolution. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin) | The remuneration proposed to be paid to Mr. Akshay Modi, Joint Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Akshay Modi before recommending the remuneration as proposed hereinabove. |
| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration proposed, Mr. Akshay Modi also holds 1076586 equity shares of the Company. Mr. Anil Modi, Managing Director and Mrs. Aditi Gupta, Director, being relatives may be deemed to be interested in the Resolution relating to the remuneration of Mr. Akshay Modi. |
| III. OTHER INFORMATION | | |
| 1. | Reasons of loss or inadequate profits | The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins. |
| 3. | Expected increase productivity and profits measurable terms | The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. |
| IV. Disclosures: | | |
| 1. | The information, as required, is provided under Corporate Governance Section of the Annual Report 2019. The remuneration package proposed to be given to Mr. Akshay Modi is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. | |

Item No. 2 & 5: In 2015, Mrs. Aditi Gupta was appointed as Non-executive non-independent Director of the company designated as Woman Director, liable to retire by rotation.

Mrs. Aditi Gupta, aged 32, is a Graduate in BSc (Hons) from University of Nottingham and is having corporate experience of around 13 years in Investment Banking, Finance and Business Management & Planning.

Taking into consideration the increased business activities of the Company and her valuable experience and skills, the Board of Directors at their meeting held on 13th August, 2019 on the recommendation of the Nomination and Remuneration Committee recommended for the approval of the members, the re-designation and appointment of Mrs. Aditi Gupta as Whole-time Director for a further period of 3 (three) years with effect from August 14, 2019 on terms and conditions as set out below:

1. Term of Appointment:

For a period of 3 (three) years with effect from 14th August 2019 to 13th August, 2022.

2. Remuneration:

I. Salary: W.e.f. 14th August, 2019 of Rs. 50,000/- per month and W.e.f. 01st April, 2020 in the pay scale of (Rs. 50,000 -25,000 -1,00,000) per month.

II. Perquisites and allowances: In addition to the above, Mrs. Aditi Gupta shall also be entitled to perquisites and allowances which will include House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mrs. Aditi Gupta provided that the aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.

3. Minimum Remuneration: The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). However, where in any financial year, during the currency of the tenure of Mrs. Aditi Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

4. Other terms and conditions:

- a. Subject to the superintendence, control and direction of the Board, Mrs. Aditi Gupta shall devote such time to the affairs of the company and perform such duties as fixed by the Board/ or Committee thereof time to time.
- b. As long as Mrs. Aditi Gupta functions as Whole Time Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. Mrs. Aditi Gupta shall be liable to retire by rotation whilst she continues to hold office of Whole Time Director; however her retirement will not break her length of service.
- d. Mrs. Aditi Gupta shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said appointment may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto, subject to the approval of shareholders.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, any appointment including reappointment of any Managerial Personnel and remuneration payable shall be subject to approval of shareholders of the Company.

Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if (i) the annual remuneration payable to executive director, who is promoter or member of the promoter group, exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

In terms of Section 152(6) of the Act, Mrs. Aditi Gupta shall retire by rotation at the forthcoming AGM and being eligible offers herself for re-appointment.

Additional information in respect of Mrs. Aditi Gupta, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report under the section 'Report on Corporate Governance'.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II.

The proposed remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act.

Considering Mrs. Aditi Gupta's experience in various fields, and the trend in the industry, the terms of her remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mrs. Aditi Gupta and her relative(s), Mr. Akshay Modi, Joint Managing Director, are interested in the resolution set out at Item No. 5 of the Notice.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

| I. GENERAL INFORMATION: | | | | | | | | | | | | | | | | | | |
|--------------------------------------|---|---|-------------|--|-----------------|---------|----------------------|---------|-------------------------------|----------|----------------|----------|-------------------|--------|-------------------------------------|--------|------------------|--------|
| 1. | Nature of industry | The Company is engaged in the business of edible oils processing and fast moving consumer goods. | | | | | | | | | | | | | | | | |
| 2. | Date or expected date of commencement of commercial production | Commercial operations commenced in the year 1974. | | | | | | | | | | | | | | | | |
| 3. | In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus | Not Applicable. | | | | | | | | | | | | | | | | |
| 4. | Financial performance based on given indicators | (Rs. In Lakh) | | | | | | | | | | | | | | | | |
| | | <table border="1"> <thead> <tr> <th>Particulars</th> <th>2018-19 (as per Audited Financials)</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>1265.64</td> </tr> <tr> <td>Reserves and Surplus</td> <td>4001.45</td> </tr> <tr> <td>Total Revenue from Operations</td> <td>29627.20</td> </tr> <tr> <td>Total Expenses</td> <td>29377.46</td> </tr> <tr> <td>Profit before Tax</td> <td>249.74</td> </tr> <tr> <td>Tax Expenses including Deferred Tax</td> <td>160.35</td> </tr> <tr> <td>Profit after Tax</td> <td>101.63</td> </tr> </tbody> </table> | Particulars | 2018-19 (as per Audited Financials) | Paid up Capital | 1265.64 | Reserves and Surplus | 4001.45 | Total Revenue from Operations | 29627.20 | Total Expenses | 29377.46 | Profit before Tax | 249.74 | Tax Expenses including Deferred Tax | 160.35 | Profit after Tax | 101.63 |
| Particulars | 2018-19 (as per Audited Financials) | | | | | | | | | | | | | | | | | |
| Paid up Capital | 1265.64 | | | | | | | | | | | | | | | | | |
| Reserves and Surplus | 4001.45 | | | | | | | | | | | | | | | | | |
| Total Revenue from Operations | 29627.20 | | | | | | | | | | | | | | | | | |
| Total Expenses | 29377.46 | | | | | | | | | | | | | | | | | |
| Profit before Tax | 249.74 | | | | | | | | | | | | | | | | | |
| Tax Expenses including Deferred Tax | 160.35 | | | | | | | | | | | | | | | | | |
| Profit after Tax | 101.63 | | | | | | | | | | | | | | | | | |
| 5. | Foreign investments or collaborators, if any | The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on accounts of past issuance of securities /secondary market purchase. | | | | | | | | | | | | | | | | |
| II. INFORMATION ABOUT THE APPOINTEE: | | | | | | | | | | | | | | | | | | |
| 1. | Background details | Mrs. Aditi Gupta, aged 32, is a Graduate in BSc (Hons) from University of Nottingham and is having corporate experience of around 13 years in Investment Banking, Finance and Business Management & Planning. She is also on the Board of Osain Incubex Private Limited and Health E-Cord Private Limited. | | | | | | | | | | | | | | | | |
| 2. | Recognition or awards | None | | | | | | | | | | | | | | | | |
| 3. | Past Remuneration | Nil | | | | | | | | | | | | | | | | |
| 4. | Job profile and his suitability | Mrs. Aditi Gupta was appointed as the Woman Director of the Company in the year 2015. She is having sound experience of Corporate management and possesses all required competencies and is ideally suited for the job. The Board believes that her guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully. | | | | | | | | | | | | | | | | |
| 5. | Remuneration proposed | Details of proposed remuneration are presented above in the Resolution. | | | | | | | | | | | | | | | | |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin) | The remuneration proposed to be paid to Mrs. Aditi Gupta, Whole-time Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mrs. Aditi Gupta before recommending the remuneration as proposed hereinabove. | | | | | | | | | | | | | | | | |

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| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration proposed, Mrs. Aditi Gupta has no pecuniary relationship with the Company. Mr. Akshay Modi, Joint Managing Director and being relative may be deemed to be interested in the Resolution relating to the remuneration of Mrs. Aditi Gupta. |
| III. OTHER INFORMATION | | |
| 1. | Reasons of loss or inadequate profits | The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins. |
| 3. | Expected increase productivity and profits measurable terms | The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. |
| IV. Disclosures: | | |
| 1. | The information, as required, is provided under Corporate Governance Section of the Annual Report 2019. The remuneration package proposed to be given to Mrs. Aditi Gupta is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. | |

Item No. 6 : The Board of Directors of the Company at their meeting held on 30 May, 2019 has, on recommendation by the Audit Committee, appointed M/s. Manisha & Associates (Firm Registration number: 000321), Cost Accountants as the Cost Auditors for the Financial Year at a remuneration of INR 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out of pocket expenses. As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditors for the Financial Year 2019-20 is required to be ratified by the Members of the Company.

The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution at Item no.6 for approval of the Members.

None of the directors or key managerial personnel or their relatives is concerned or interested in the said resolution except to the extent of their shareholding, if any, in the company.

Registered Office:
405, Deepali Building,
92, Nehru Place,
New Delhi-110019
CIN: L15142DL1974PLC007349

New Delhi, 13 August, 2019

For and on behalf of the Board

Sd/-
Akshay Modi
Jt. Managing Director
DIN - 03341142

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

| Particulars | Mr. Anil Modi | Mr. Akshay Modi | Mrs. Aditi Gupta |
|--|---|--|--|
| DIN | 00187078 | 03341142 | 01786037 |
| Age, qualifications, expertise, knowledge & awards | He, aged 62, is one of the founding members of Modi Naturals Limited. He is guiding force behind the success of the Company. He has over 3 decades of invaluable experience in the line of the business of the Company. | He, aged 33 years, is an Engineer from the University of Leeds, U.K and an alumnus of The Doon School. He has sound professional experience in the FMCG sector in the fields of project execution, conceptualization, planning, operation, management, Marketing, corporate strategic planning, Customs & Excise, business development, as well as in Government and Regulatory affairs relating to the FMCG industry. | She, aged 32, is a Graduate in BSc (Hons) from University of Nottingham and is having corporate experience of around 13 years in Investment Banking, Finance and Business Management & Planning. |
| Nationality | Indian | Indian | Indian |
| No of shares held in the company | 4586008 | 1076586 | Nil |

| | | | |
|---|--|---|---|
| Relationship, if any, between director's inter se | Father of Mr. Akshay Modi, Joint Managing Director | Son of Mr. Anil Modi, Managing Director and husband of Mrs. Aditi Gupta, Woman Director | Wife of Mr. Akshay Modi, Joint Managing Director |
| Directorship held in other Company | 1.Modi Infratech Pvt. Ltd. 2.Solvent Extractors Association of India Limited 3. Halwasiya Properties Pvt Ltd | 1.Modi Infratech Pvt. Ltd. | 1.Osain Incubex Private Ltd. 2.Health E-Cord Private Ltd.. |
| Chairman/Member in the committees of the board of the company and other companies in which he/she is director | Audit Committee -Member Stakeholders' Relationship Committee – Member Other Companies-Nil | None | None |

FORM NO.: MGT – 11: PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014

45th Annual General Meeting

CIN : L15142DL1974PLC007349
 Name of the Company : Modi Naturals Limited
 Registered Office : 405, Deepali Building, 92, Nehru Place, New Delhi-110019
 Website : www.modinaturals.com

| | | |
|-----------------------------|---------|--------------------|
| Name of the Member(s) | : _____ | (IN BLOCK LETTERS) |
| Registered Address | : _____ | |
| E-mail ID | : _____ | |
| Folio No / Client ID /DP ID | : _____ | |

I/We, being the member(s) of Shares of the above named company, hereby appoint:

| | | | | |
|-----|-----------|---------|-----------|----------------|
| (1) | Name | : | | |
| | Address | : | | |
| | E-mail ID | : | Signature | : |
| | | | | or failing him |
| (2) | Name | : | | |
| | Address | : | | |
| | E-mail ID | : | Signature | : |
| | | | | or failing him |
| (3) | Name | : | | |
| | Address | : | | |
| | E-mail ID | : | Signature | : |

as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 45th Annual General Meeting of the company, to be held on Monday, 30 September, 2019 at 3.00 P.M at Hotel Bluestone, CC24, Kalkaji, Near Nehru Enclave, Opp. Paras Cinema, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

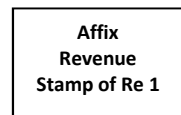
** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

| Resolution No. | Description of Resolutions | For | Against |
|----------------|--|-----|---------|
| | Ordinary Business | | |
| 1. | Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the reports of the Directors' and Auditors' thereon. | | |
| 2. | Appoint a Director in place of Ms. Aditi Gupta (DIN: 01786037), Director, who retires by rotation and being eligible, offers herself for re-appointment | | |
| | Special Business | | |
| 3. | Re-appointment of Mr. Anil Modi as Chairman cum Managing Director | | |
| 4. | Re-designation and Re-appointment of Mr. Akshay Modi as Joint Managing Director | | |
| 5. | Re-designation and appointment of Mrs. Aditi Gupta as Whole Time Director | | |
| 6. | Ratification of Payment of Remuneration of Cost Auditors for FY 2019-20 | | |

Signed thisday of 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/Depository Participant.
3. A Proxy need not be a Member.
4. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. As provided under Regulation 44 of the SEBI Listing Regulations, 2015, a shareholder may vote either for or against each resolution.

ATTENDANCE SLIP
45th Annual General Meeting on Monday, 30 September, 2019

| |
|-------------------------------------|
| DP ID- Client ID No./ Folio No..... |
| No. of Share(s) held:..... |
| Name of the Member / Proxy:..... |
| Address of the Member:..... |

I/ We hereby record my/our presence at the 45th Annual General Meeting of Modi Naturals Limited held on Monday, 30 September, 2019 at 3.00 P.M. at Hotel Bluestone, CC24, Kalkaji, Near Nehru Enclave, Opp. Paras Cinema, New Delhi-110019.

.....
Signature of Member/ Proxy

Notes:

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
 2. Members are informed that no duplicate slips will be issued at the venue of the meeting and are requested to bring this slip for the Meeting.
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