

September 05, 2018

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

Through Listing Centre
Scrip Code: 519003

Dear Sir / Madam,

Sub: i). 44th 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 44th Annual General Meeting (AGM) of the Company has been scheduled to be held on **Saturday, 29 September, 2018 at 3:00 p.m.** at Hotel Chirag Residency, B-18, Chirag Enclave, Nehru Place, Opp. Devika Tower, New Delhi-110019
- ii. That the Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 25 September, 2018 to Friday, 29 September, 2018 (both days inclusive)** for the purpose of said 44th AGM of the Company.

Please find attached copy of Notice of 44th 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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 44th Annual General Meeting (AGM) of the Shareholders of Modi Naturals Limited will be held on Saturday, 29 September, 2018 at 3.00 P.M. at Hotel Chirag Residency, B-18, Chirag Enclave, Nehru Place, Opp. Devika Tower, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2018 and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Akshay Modi (DIN: 03341142), Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mr. Sudhir Shankar Halwasiya (DIN-00020000) as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of the Nomination & Remuneration Committee, Mr. Sudhir Shankar Halwasiya (DIN:00020000), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024".

4. Re-appointment of Mr. Alok Garg (DIN-01394308) as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of the Nomination & Remuneration Committee, Mr. Alok Garg (DIN:01394308), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024".

5. Re-appointment of Mr. Sulabh Singal (DIN-05270534) as an Independent Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of the Nomination & Remuneration Committee, Mr. Sulabh Singal (DIN:05270534), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024".

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 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 2018-19.

‘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

For and on behalf of the Board

Sd/-
Akshay Modi
Executive Director
DIN - 03341142

New Delhi, August 09, 2018

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, 4,5 & 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 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 Tuesday, 25 September, 2018 to Saturday, 29 September, 2018 (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.
10. 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.
11. 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.
12. The Annual Report 2017-18, the Notice of 44th 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.
13. Members may also note that the Notice of the 44th AGM and the Annual Report 2018 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.
14. 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.

15. 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.
16. 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.
17. Annual Listing Fee for the year 2018-19 has been paid to the BSE Ltd on which shares of the Company are listed.
18. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 44th 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 44th 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 Wednesday, 26 September 2018 (9:00 am) and ends on Friday, 28 September, 2018 (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. 22 September, 2018, 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. 22 September, 2018 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. 22 September, 2018 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.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.nSDL.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.nSDL.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. 22 September, 2018.
 - 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, 4, 5 & 6 of the accompanying Notice:

Item No. 3 : The Members at the 40th Annual General Meeting held on 19th August, 2014 approved the appointment of Mr. Sudhir Shankar Halwasiya as an Independent Non-Executive Director of the Company for a period of five years with effect from 1st April, 2014. Mr. Halwasiya will complete his present term on 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board of Directors of the Company (‘the Board’) at the meeting held on 30th May, 2018, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Halwasiya as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024, in terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (‘the Act’), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations 2015’), or any amendment thereto or modification thereof.

Declaration has been received from Mr. Halwasiya that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Halwasiya fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. Copy of the draft letter for appointment of Mr. Halwasiya as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Halwasiya, in terms of Section 149 of the Act.

The Board is of the view that the continued association of Mr. Halwasiya would benefit the Company, given the knowledge, experience and performance of Mr. Halwasiya, and contribution to the Board processes by him. Additional information in respect of Mr.

Halwasiya, pursuant to the Listing Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Notice hereinafter and under the 'Report on Corporate Governance'.

The Board recommends Special Resolution for re-appointment of Mr. Halwasiya as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Halwasiya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

Item No. 4 : The Members at the 40th Annual General Meeting held on 19th August, 2014 approved the appointment of Mr. Alok Garg as an Independent Non-Executive Director of the Company for a period of five years with effect from 1st April, 2014. Mr. Garg will complete his present term on 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board of Directors of the Company ('the Board') at the meeting held on 30th May, 2018, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Garg as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024, in terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Declaration has been received from Mr. Garg that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Garg fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. Copy of the draft letter for appointment of Mr. Garg as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Garg, in terms of Section 149 of the Act.

The Board is of the view that the continued association of Mr. Garg would benefit the Company, given the knowledge, experience and performance of Mr. Garg, and contribution to Board processes by him. Additional information in respect of Mr. Garg, pursuant to the Listing Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Notice hereinafter and under the 'Report on Corporate Governance'.

The Board recommends Special Resolution for re-appointment of Mr. Garg as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Item No. 5: The Members at the 40th Annual General Meeting held on 19th August, 2014 approved the appointment of Mr. Sulabh Singal as an Independent Non-Executive Director of the Company for a period of five years with effect from 1st April, 2014. Mr. Singal will complete his present term on 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board of Directors of the Company ('the Board') at the meeting held on 30th May, 2018, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Garg as an Independent Non-Executive Director of the Company, not liable to retire by rotation, for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024, in terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and

Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

Declaration has been received from Mr. Singal that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Singal fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. Copy of the draft letter for appointment of Mr. Singal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Singal, in terms of Section 149 of the Act.

The Board is of the view that the continued association of Mr. Singal would benefit the Company, given the knowledge, experience and performance of Mr. Singal, and contribution to Board processes by him. . Additional information in respect of Mr. Garg, pursuant to the Listing Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Notice hereinafter and under the 'Report on Corporate Governance'.

The Board recommends Special Resolution for re-appointment of Mr. Singal as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Singal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Item No. 6: The Board of Directors of the Company at their meeting held on 09th August, 2018 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 2018-19 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 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, August 9, 2018

For and on behalf of the Board

Sd/-
Akshay Modi
Executive 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

Re-appointment of Mr. Akshay Modi as a Director (Item No. 3)

In terms of Section 152(6) of the Act, Mr. Akshay Modi shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Mr. Akshay Modi was re-appointed as a Whole-time Director of the Company designated as "Executive Director" for a period of five years effective from 15 December, 2016, liable to retire by rotation.

Mr Modi, aged 30 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. Modi has sound professional experience in the FMCG sector in the fields of project execution, conceptualization, planning, operation, management, marketing, corporate strategic planning, 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. He holds 455236 equity shares in the Company.

Except Mr. Akshay Modi being an appointee, Mr. Anil Modi, Managing Director and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the AGM. Mr. Akshay Modi is related to Mr. Anil Modi, Managing Director of the Company.

Item Nos. 3, 4 & 5 of the Notice:

Particulars	Mr. Sudhir Shankar Halwasiya	Mr. Alok Garg	Mr. Sulabh Singal
Age, qualifications, expertise, knowledge & awards	He, 56 years, is a graduate in Commerce (B. Com). He is a businessman of great repute and a respected social worker.	He, 45, is a graduate in Commerce (B.Com). He is also a reputed and known figure as a manufacturer and exporter of Heena in India and possesses a rich and varied managerial and administrative experience.	He, 40, is a MBA in Marketing and Finance and a Commerce graduate from Delhi University. He possesses more than 16 years of professional experience in various roles in retail banking and management consulting with organizations including Accenture Consulting, HSBC, Standard Chartered Bank, Citi Group, Bank Muscat and BNP Paribas.
Nationality	Indian	Indian	Indian
No of shares held in the company	910	3090	Nil
Relationship, if any, between director's inter se	No	No	No
Directorship held in other Company	He is on the Board of several companies including Amrapalee Greens Apartments Private Limited, Richmond Marketing Private Limited and Sundaram Developers Private Limited.	He is also on the Board of Jain Edibles Private Limited.	He is on the Board of Varenayaa Properties Private Limited., Miraya Ferro Alloys Private Limited and Qubestack Technologies Private Limited.
Chairman/Member in the committees of the board of the company and other companies in which he/she is director	Audit Committee-Chairperson Nomination and Remuneration Committee-Member Stakeholders' Relationship Committee- Member Other Companies: Nil	Audit Committee – Member Nomination and Remuneration Committee-Chairperson Stakeholders' Relationship Committee- Member Other Companies: Nil	Audit Committee – Member Nomination and Remuneration Committee-Member Stakeholders' Relationship Committee- Chairperson Other Companies: Nil

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

44th 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:

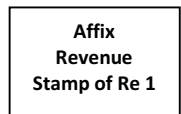
(1)	Name :.....	Address:.....	E-mail ID:	Signature:.....	or failing him
(2)	Name :.....	Address:.....	E-mail ID:	Signature:.....	or failing him
(3)	Name :.....	Address:.....	E-mail ID:	Signature:.....	

as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 43rd Annual General Meeting of the company, to be held on Saturday, 29 September, 2018 at 3.00 P.M at Hotel Chirag Residency, B-18, Chirag Enclave, Nehru Place, Opp. Devika Tower, 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, 2018 together with the reports of the Directors' and Auditors' thereon.		
2.	Appoint a Director in place of Mr. Akshay Modi (DIN: 03341142), Director, who retires by rotation and being eligible, offers himself for re-appointment		
	Special Business		
3.	Re-appointment of Mr. Saudhir Shankar Halwasiya as an Independent Director		
4.	Re-appointment of Mr. Alok Garg as an Independent Director		
5.	Re-appointment of Mr. Sulabh Singal as an Independent Director		
6.	Ratification of Payment of Remuneration of Cost Auditors for FY 2018-19		

Signed thisday of 2018.



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

44th Annual General Meeting on Saturday, 29 September, 2018

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 44th Annual General Meeting of Modi Naturals Limited held on Saturday, 29 September, 2018 at 3.00 P.M. at Hotel Chirag Residency, B-18, Chirag Enclave, Nehru Place, Opp. Devika Tower, 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.

The route map of the venue of the AGM is given herein below. The prominent landmark near the venue is Eros Hotel.

