

September 08, 2017

The Manager
(Department of Corporate Services)
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai - 400 001

Dear Sir / Madam,

Scrip Code: 519003

Sub: i). 43rd Annual General Meeting
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 43rd Annual General Meeting (AGM) of the Company has been scheduled to be held on **Friday, 29 September, 2017 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 **Monday, September 25, 2017 to Friday, September 29, 2017 (both days inclusive)** for the purpose of said 43rd AGM of the Company.

Please find attached copy of Notice of 43rd 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 43rd Annual General Meeting (AGM) of the Shareholders of Modi Naturals Limited will be held on Friday, 29 September, 2017 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, 2017 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.
3. **Appointment of Auditors and authorise the Board to fix remuneration**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, 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 pursuant to recommendation of the Audit Committee and the Board of Directors, Messrs. Kashyap & Co. (Firm Registration No. 011355C), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company in place of Messrs. K. K. Jain & Co. (Firm Registration No. 002465N), Chartered Accountants, who shall hold office for a period of five years, from the conclusion of this annual general meeting till the conclusion of the 48th annual general meeting of the Company, subject to ratification by shareholders at each annual general meeting to be held hereafter, on such remuneration, as may mutually be agreed between the Auditors and the Board of Directors of the Company.”

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

SPECIAL BUSINESS

4. **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 2017-18.

‘**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/-
AkshayModi
Executive Director
DIN - 03341142

New Delhi, September 04, 2017

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out at Item No. 3 & 4 of the accompanying Notice is annexed hereto.
2. **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.

3. 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.
4. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25 September, 2017 to Friday, 29 September, 2017 (both days inclusive) for the purpose of AGM.
7. 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.
8. 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 to intimate such changes to the Company or the Registrar and Transfer Agent of the Company.
9. 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 2016-17, the Notice of 43rdAGM 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 43rdAGM and the Annual Report 2017 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 2017-18 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 43rdANNUAL 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) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the Members with a facility to exercise their right to vote for the 43rdAGM 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 Tuesday, 26 September 2017 (9:00 am) and ends on Thursday, 28 September, 2017 (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. 23 September, 2017, 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. 23 September, 2017 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" 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. 23 September, 2017 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.

VII. The instructions for remote e-voting are as under:

- A. Members whose shareholding is in the dematerialization form and whose e-mail address are registered with the Company/ Depository Participants will receive an E-mail from NSDL informing user ID and Password:
 1. Open E-mail and open PDF file attached therein with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 3. Click on Shareholder – Login
 4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select "EVEN" of Modi Naturals Limited.
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional Members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to depakbansak.fcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. For members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy may also vote electronically through the following procedure:
 1. Initial password will be provided separately.
 2. Please follow the instructions from 1 to 12 as mentioned in S. No. VII.A above, to cast your vote.

VIII. 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 Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

IX. Login to the remote 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 Password" option available on the site to reset the password.

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- X. 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” option available on www.evoting.nsdl.com.
- XI. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- XII. 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. 23 September, 2017.
- XIII. 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.
- XIV. 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.
- XV. 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 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.
- XVI. 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.
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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 of the accompanying Notice:

Item No. 3 : The current auditors, viz K. K. Jain & Co., Chartered Accountants (Firm Registration No. 002465N) were last re-appointed by the members at their annual general meeting held on 19 August 2014 to hold the office of auditor from the conclusion of the 40th annual general meeting till the conclusion of this 43rd annual general meeting.

As per the provisions of section 139 of the Companies Act, 2013, no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for an additional transition period of three years from the commencement of the Act i.e. 1 April 2014. Hence, on their completing the transition period of three years provided under the Act, the term of the current auditors expires at the conclusion of the ensuing annual general meeting.

The Board of Directors at its meeting held on 11 August 2017, based on the recommendation of the Audit Committee has recommended the appointment of Kashyap & Co., Chartered Accountants (Firm Registration No. 011355C), as the statutory auditors of the Company for approval by the members.

Kashyap & Co, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditors, in terms of section 143 of the Act.

Kashyap & Co, Chartered Accountants will be appointed as the statutory auditors of the Company from the conclusion of this annual general meeting till the conclusion of the 48th annual general meeting, subject to ratification of their appointment by the members at every intervening annual general meeting on a remuneration, out-of-pocket expenses etc., incurred in connection with the Audit as may be decided by the Board in consultation with the auditors from year to year.

Brief profile of the Auditors is as under:

Kashyap & Co., Chartered Accountants (Firm Registration No. 011355C), (“the Audit Firm”) was established in the year 2003. The Audit Firm is registered with the Institute of Chartered Accountants of India (ICAI) and holds a valid Peer Review certificate.

The firm specializes in audits of public and private sector companies, banks, financial institutions, capital market intermediaries etc.

The firm has state-of-the-art equipment, sufficient office space, complete library and other amenities for carrying out professional assignments. It has offices at Meerut and New Delhi. All the offices are fully computerized and are using Application Software packages for carrying out professional work.

Mr. Premjit S. Kashyap, the Senior Partner of the firm, an F.C.A., is in practice since August 1986. During his professional career of more than 30 years, he specializes in the field of Audit, Direct Taxes and Management Consultancy.

The second partner, Ms. Nupur Gupta, an F.C.A. is in practice since May 1994 and specializes in the field of Corporate Consultancy, Internal Audits, Bank Audits and Project Financing.

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.

The Board commends the resolution set out at Item no.3 for approval by shareholders.

Item No. 4: The Board of Directors of the Company at their meeting held on 11 August, 2017 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 2017-18 at a remuneration of INR 60,000/- (Rupees Sixty Thousand only) plus tax and out of pocket expenses. As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

The Board considers the remuneration payable to the Cost Auditors is fair and recommends the resolution contained at Item no.4 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

For and on behalf of the Board

Sd/-
Akshay Modi
Executive Director
DIN - 03341142

New Delhi, September 04, 2017

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

Item No 2 of the Notice:

Ms. Aditi Gupta –Non Executive and Non Independent Director

Ms. Aditi Gupta, 30, is a Graduate in B.Sc. (Hons) from University of Nottingham and is having corporate experience of around 10 years. She is not holding any shareholding in the company.

She is also on the Board of Osain Incubex Private Limited and Health E-Cord Private Limited.

None of the directors/key managerial personnel/their relatives, except Mr. Anil Modi and Mr. Akshay Modi, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company, in the resolution set out in item no. 2 of the Notice.

The Board commends the ordinary resolution set out at Item no.2 for approval by shareholders.

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

43rd 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:.....or failing him

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 Friday, 29 September, 2017 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, 2017 together with the reports of the Directors' and Auditors' thereon.		
2.	Appoint a Director in place of Mrs. Aditi Gupta (DIN: 01786037), Director, who retires by rotation and being eligible, offers herself for re-appointment		
3.	Appointment of Kashyap & Co., Chartered Accountants, as Auditors in place of retiring auditors K. K. Jain & Co., Chartered Accountants.		
Special Business			
4.	Ratification of Payment of Remuneration of Cost Auditors for FY 2017-18		

Signed thisday of 2017.



.....
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.

MODI NATURALS LIMITED
CIN: L15142DL1974PLC007349
Reg. Office: 405, Deepali Building, 92, Nehru Place, New Delhi-110019

ATTENDANCE SLIP
43rd Annual General Meeting on Friday, 29 September, 2017

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 43rd Annual General Meeting of Modi Naturals Limited held on Friday, 29 September, 2017 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

