

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Shareholders of Modi Naturals Limited will be held on Monday, 09<sup>th</sup> day of January, 2017 at 11:30 A.M. at Hotel Chirag Residency, B-18, Chirag Enclave, Nehru Place, Opp. Devika Tower, New Delhi-110019 to transact the following business:

#### SPECIAL BUSINESS

##### 1. Issue of Convertible Warrants on preferential basis

To consider, and if deemed fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and hereinafter collectively referred as “Act”) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules / regulations or guidelines prescribed by the Securities and Exchange Board of India (“SEBI”) or the Stock Exchange(s) where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, Reserve Bank of India, Public Financial Institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which terms shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, on behalf of the Company, to create, offer, issue and allot in one or more tranches, up to 15,38,463 (Fifteen Lakhs Thirty-Eight Thousand Four Hundred Sixty Three Only) convertible Warrants (“Warrants”) by way of private placement on preferential basis, to the following persons/entities (“Allottee”), through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at an exercise price of Rs. 130/- (Rupees One Hundred Thirty Only) [including premium of Rs. 120/- (Rupees One Hundred Twenty Only)], per equity share or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations (“Issue Price”) provided that each such Warrant shall entitle to the holder(s) thereof to subscribe for and be allotted one fully paid up equity share of face value of Rs 10/- of the Company (“Equity Share”), on such terms and conditions as are set out herein, and which the Board in its absolute discretion may determine.”

Sr. No.	Name of the Proposed Allottee(s)	Category	Number of Warrants proposed to be allotted	Percentage of the Issue Size
1.	Mr. Charandeep Singh	Individual, Non-promoter	3,65,385	23.75%
2.	M/s Pentagon Builders Private Limited	Corporate, Non-promoter	3,65,385	23.75%
3.	Mr. Shreans Daga	Individual, Non-promoter	3,65,385	23.75%
4.	Mr. Varun Daga	Individual, Non-promoter	3,65,385	23.75%
5.	Ms. Vrinda Suhrid Deorah	Individual, Non-promoter	76,923	5%
	<b>Total</b>		<b>15,38,463</b>	<b>100%</b>

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares upon exercise of the Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** the issue and allotment of the Warrants including Resultant Equity Shares (as defined hereinafter) arising out of exercise of option attached to Warrants to the Allottee(s) shall be on the following terms and conditions:

- The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution;
- Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the allotment shall only be made in dematerialised form;
- The Relevant Date for the preferential issue, as per the SEBI ICDR Regulations, , for the determination of price for the issue of the above mentioned Warrants shall be 10<sup>th</sup> December, 2016, being the date 30 days prior to the date of this Extraordinary General Meeting (i.e. 09<sup>th</sup> January, 2017) to approve the proposed preferential issue in terms of section 62(1)(c) of the Act;
- The warrant holders shall be entitled to convert the Warrants into equal number of fully paid up equity shares of face value of Rs.10/- each (“Resultant Equity Shares”), within a period of 18 months from the date of allotment of the Warrants;
- Amount equivalent to at least 25% of the consideration, or such higher proportion as the Board may in its absolute discretion determine, calculated shall be paid against each Warrant on or before the allotment of Warrants and the balance consideration shall be paid on or before the allotment of equity shares pursuant to exercise of option against each such Warrant;

- f) The consideration for allotment of Warrants and/or consideration payable for the exercise of the option attached thereof, shall be paid to the Company from the bank accounts of the respective Allottee;
- g) Entitlement of the Warrants to convert into Equity Shares, to the extent not exercised by the Allottee shall lapse and up front subscription amount paid till date on such Warrants shall stand forfeited.
- h) The number of Resultant Equity Share(s) that the Warrants converts into and the price payable per Equity Share upon conversion of the Warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring;
- i) The Warrants by itself, do not give to the Allottees any rights of the shareholders of the Company;
- j) The Resultant Equity Shares to be issued and allotted on conversion of the Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be listed and traded on the Stock Exchanges on which the Equity Shares of the company are listed and;
- k) The Resultant Equity Shares shall rank *pari passu* in all respects including as to dividend, with the then existing fully paid up equity shares of the Company;
- l) The Warrants and Resultant Equity Shares, shall remain locked in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations; and
- m) The Allottees do not have any pre-preferential shareholding in the Company. In terms of Regulation 78(2) of SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) to or to modify the terms of issue of the Warrants or Resultant Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take all such steps and give all such directions as the Board may consider necessary, expedient or desirable, including but without limitation, to prescribe the forms of application, allotment and by way of further calls, if any, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle all questions, difficulties or doubts that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants and the utilization of the issue proceeds and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards to the terms and conditions as may be required by the SEBI, Stock Exchanges, Registrar of Companies or other authorities or agencies involved or concerned with regard to the issue and allotment of Warrants and the equity shares proposed to be allotted pursuant to the conversion thereto."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board be and is hereby authorised to appoint professional consultants, advisors, manager to the issue and pay their fees, remuneration, charges, etc. as may be warranted."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

**Registered Office:**

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

**For and on behalf of Board of Directors**

For Modi Naturals Limited  
Sd/-

**Akshay Modi**  
Director

DIN – 03341142

**New Delhi, 15<sup>th</sup> December, 2016**

**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. 1 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 EGM 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 EGM.

6. 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.
7. 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.
8. 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.
9. 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 EGM.
10. 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.
11. The Notice of EGM 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.
12. Members may also note that the Notice of the EGM will be available on the Company's website, [www.modinaturals.com](http://www.modinaturals.com). 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](mailto:investors@modinaturals.com).
13. 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.
14. 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, except Sunday and other holidays, up to the date of the EGM.

#### **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 EGM 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 EGM ("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 EGM 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 EGM may also attend EGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Thursday, January 05, 2017 (9:00 am) and ends on Sunday, January 08, 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. 03<sup>rd</sup> January, 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 EGM and holding shares as of the cut-off date i.e. 03<sup>rd</sup> January, 2017 can obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investors@modinaturals.com](mailto: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](http://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. 03<sup>rd</sup> January, 2017 only shall be entitled to avail the facility of remote e-voting and vote at the EGM 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 depakbansal.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.
- 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](http://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. 03<sup>rd</sup> January, 2017.
- XIII. Mr. Deepak Bansal, Company Secretary in Practice (CP No. 7433), Proprietor of M/s Deepak Bansal & Associates, Company Secretaries, Delhi 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 EGM, 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 EGM 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 EGM 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 EGM, 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](http://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 Exchange(s).

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 1:**

Your Company is primarily engaged in the FMCG industry. Over the years the magnitude of the operations of the Company has increased manifold. The Company has the strategic vision of consolidating its position in the FMCG industry. To fast track this strategic vision, the Company requires the infusion of the additional funds.

Your Company thinks that one way of achieving this would be through the preferential allotment of warrants convertible into equity shares to the non-promoter group.

Accordingly, it is proposed to offer to the persons belonging to the Non- Promoter Group, certain warrants which will entitle the holders thereof to subscribe for and be allotted equity shares of face value Rs.10 (Rupees Ten) of the Company, on preferential basis. The Board believes that the proposed preferential allotment would allow the Company to raise additional capital as against the alternative of raising additional capital by way of debt financing, which would entail significant interest costs.

Pursuant to the provisions of Section 62(1)(c) of Companies Act, 2013 (the "Act") and the Chapter VII of the SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the members by way of a Special Resolution.

The Board of Directors of the Company, at its meeting held on 15<sup>th</sup> December, 2016, approved the proposal of issue of up to 15,38,463 (Fifteen Lakhs Thirty-Eight Thousand Four Hundred Sixty Three Only) warrants, each convertible into 1 (one) fully paid up equity shares of Rs. 10/-, to the Persons belonging to the Non- Promoter Group, ("Allottee") on preferential basis, in one or more tranches, at an exercise price of Rs. 130/- (Rupees One Hundred Thirty only) [including premium of Rs. 120/- (Rupees One Hundred Twenty Only)] per equity share as determined in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"), subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as set out in the resolution.

The proposed issue and allotment of the Warrants and the exercise thereof will be governed by the applicable provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the Listing Agreements entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the SEBI ICDR Regulations and any other laws applicable in this respect.

#### **Details of the Issue**

1. The allotment of the Warrants is subject to the Allottees not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The proposed Allottees have represented to the Company that they have not sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. **Payment:** In terms of provisions of Regulation 77 of the SEBI ICDR Regulations, at least 25% of the subscription consideration, or such higher amount as the Board in its sole consideration may deem fit, shall be payable on or before the allotment of the Warrants.

The warrant holder shall make a written request to the Company to exercise the entitlement and send the same along with the complete balance payment payable on the Warrants to the Company. Upon receipt of the written request and the requisite payment as above, the Board, shall allot one Equity Share per warrant by appropriating Rs. 10/- (Rupees Ten) toward the face value of the equity share and the balance amount paid against each warrant, towards the securities premium account. Entitlement of the Warrants to the extent not exercise by the Allottee shall lapse and up front subscription consideration paid on such Warrants shall stand forfeited.

It is clarified that the Resultant Equity Shares shall be allotted on a fully paid up basis only.

3. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations and the Companies Act, 2013 read with the Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are set out below:

(a) **Objects of the Preferential Issue**

The proceeds will be utilised for any one or in combination with any one or more of the purposes viz to (i) augment the net worth and the capital base of the Company required for its business growth; (ii) to meet the long term working capital requirement of the Company; or (iii) to improve the capital structure of the Company

(b) **The intension / proposal of the Directors / Promoters / Key Managerial Personnel of the Company to subscribe to the preferential issue**

The issue would be subscribed by Non-Promoter entities. None of the Promoters, Directors and Key Managerial Personnel (KMP) would subscribe to the offer.

(c) **Relevant Date**

The Relevant Date for the preferential issue, as per the SEBI ICDR Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned Warrants is fixed as 10<sup>th</sup> December, 2016, being the date 30 days prior to the date of Extraordinary General Meeting (i.e. 09<sup>th</sup> January, 2017) to approve the proposed preferential issue. Where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date.

(d) **Pricing**

The Resultant Equity Shares and the Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI ICDR Regulations.

For the proposed allotment of Warrants, the issue price shall be Rs. 130/- (Rupees One Hundred Thirty Only) per Warrant which will be not less than the floor price, determined as per the Regulation 76 of the SEBI ICDR Regulations.

(e) **Requirement as to re-computation of price and lock-in of specified securities**

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

(f) **Shareholding pattern of the Company before and after the proposed issue**

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares on conversion of Warrants to the Allottee(s) are given below:

Sr. No.	Category of Shareholder(s)	Pre Issue Shareholding*		Post Issue Shareholding#	
		No of Equity Shares	%	No of Equity Shares	%
<b>A</b>	<b>Promoters' Holding</b>				
<b>1.</b>	<b>Indians</b>				
(a)	Individuals/ HUF	7559616	67.99	7559616	59.73
(b)	Bodies Corporate	646000	5.81	646000	5.10
<b>2.</b>	<b>Foreign</b>	0	0	0	0
	<b>Total (A)</b>	<b>8205616</b>	<b>73.81</b>	<b>8205616</b>	<b>64.83</b>
<b>B</b>	<b>Public / Non Promoters' Holding</b>				
<b>1.</b>	<b>Institutional Investors</b>				
(a)	Mutual Fund & UTI	0	0	0	0
(b)	Financial Institution / Banks	200	0.00	200	0.00
(c)	Government	0	0	0	0
(d)	FII's/ FPIs	700594	6.30	700594	5.54
	<b>Total B(1)</b>	<b>700794</b>	<b>6.30</b>	<b>700794</b>	<b>5.54</b>
<b>2.</b>	<b>Non-Institutional</b>				
(a)	Bodies Corporate	237786	2.14	603171	4.77
(b)	Individuals / HUF	1935193	17.41	3108271	24.56
(c)	NRI	29289	0.26	29289	0.23
(d)	Others (Clearing House / Trust)	9256	0.09	9256	0.07
	<b>Total B(2)</b>	<b>2211524</b>	<b>19.89</b>	<b>3749987</b>	<b>29.63</b>
	<b>Total A+B</b>	<b>11117934</b>	<b>100.00</b>	<b>12656397</b>	<b>100.00</b>

\*As on 30.09.2016, being the latest practicable date on which shareholding data was available prior to approval and issuance of this Notice to the Shareholders' of the Company

# Assuming 100% exercise of the Warrants by the Allottee.

(g) **The time within which the preferential issue shall be completed**

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the special resolution.

(h) **Identity of the natural persons who are the ultimate beneficial owners of the Warrants/ equity shares proposed to be allotted proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue**

Sr. No.	Identity of the proposed allottees	Category	Ultimate Beneficial Owners	Pre Issue Holding		No. of Convertible Warrants to be allotted	Post Issue Holding*	
				No of Equity Shares	%		No of Equity Shares	%
1.	Mr. Charandeep Singh	Non-Promoter	-	Nil	Nil	365385	365385	2.89
2.	M/s Pentagon Builders Private Limited	Non-Promoter	1. Ms. Manmohini Kaur 2. Mr. Charandeep Singh 3. Ms. Simran Kaur	Nil	Nil	365385	365385	2.89
3.	Mr. Shreans Daga	Non-Promoter	-	Nil	Nil	365385	365385	2.89
4.	Mr. Varun Daga	Non-Promoter	-	Nil	Nil	365385	365385	2.89
5.	Ms. Vrinda Suhrid Deorah	Non-Promoter	-	Nil	Nil	76923	76923	0.61

\* Assuming 100% exercise of the Warrants by the Allottee.

There will be no change in management or control of the Company pursuant to the issue of the Warrants or the resultant conversions. However, the voting rights will change in tandem with the change in shareholding pattern.

(i) **Auditor's Certificate**

A copy of the certificate from M/s K. K. Jain & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be placed before the shareholders at the Extraordinary General Meeting.

(j) **Lock-in Period**

The Warrants and equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s) where equity shares of the company are listed.

(k) **Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

During the year and up to the date of this Notice, no preferential allotment has been made by the Company.

As it is proposed to issue and allot the aforesaid Securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62(1)(c) of the Act and Chapter VII of the SEBI ICDR Regulations.

The Board accordingly recommends the resolution as set out in Item No. 1 of the Notice for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution, save and except as shareholder and 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, 15<sup>th</sup> December, 2016**

**For and on behalf of Board of Directors**

For Modi Naturals Limited

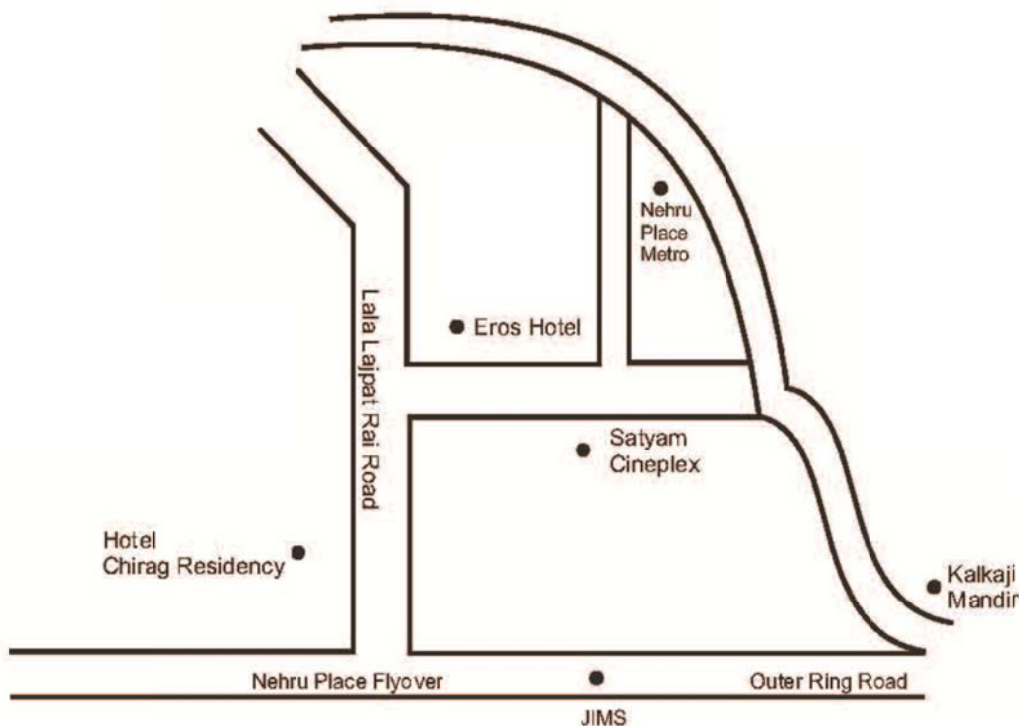
Sd/-

**Akshay Modi**

Director

DIN – 03341142

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



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**Attendance Slip**

**MODI NATURALS LIMITED**

(CIN: L15142DL1974PLC007349)

**Reg. Office:** 405, Deepali Building, 92, Nehru Place, New Delhi-110019

**Extraordinary General Meeting on Monday, 09<sup>th</sup> January, 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 Extraordinary General Meeting of Modi Naturals Limited held on Monday, 09<sup>th</sup> January, 2017 at 11:30 A.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.



# PROXY FORM

## FORM NO.: MGT – 11

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

### Extraordinary General Meeting on Monday, 09<sup>th</sup> January, 2017

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

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

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 / her;
2. Name & Address:.....E-mail ID:  
Signature:.....or failing him / her;
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 Extraordinary General Meeting of the company, to be held on Monday, 09<sup>th</sup> January, 2017 at 11.30 A.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
1.	Issue of Convertible Warrants on Preferential basis		

Signed this .....day of ..... 20.....

Signature of shareholder(s) :.....Signature of Proxy holder(s): .....

#### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extraordinary General 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.

**Affix  
Re. 1  
Revenue  
Stamp**