



MODICARE

Modicare Limited
5, Community Centre
New Friends Colony
New Delhi 110025
India.*

World Headquarters
Tel 91-11-6662 3000
91-11-2632 1441
www.modicare.com
CIN: U72200DL1973PLC110617

NOTICE

NOTICE is hereby given that the 43rd **Annual General Meeting (AGM)** of the members of **MODICARE LIMITED** will be held on Wednesday, 30th September, 2015 at 10:30 a.m. (IST) at the Registered Office of the Company at 05, Community Centre, New Friends Colony, New Delhi – 110025, to transact the following business:-

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statement of the company for the Financial Year ended 31st March, 2015 along with the Report's of the Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Lalit Kumar Modi (DIN: 00029520) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof;

“RESOLVED THAT, pursuant to Section 139, 142 and 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 pursuant to the resolution passed by members at the 42nd AGM held on 30th September, 2014, the appointment of M/s Lodha & Co. Chartered Accountants, (Firm registration no. 301051E), as Statutory Auditor of the Company to hold office from the conclusion of the 42nd AGM of the Company till the conclusion of the 47th AGM of the company to be held in calendar year 2019, be and is hereby ratified for the financial year 2015-2016 and the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ended 31st March, 2016 plus applicable service tax and reimbursement of out-of-pocket expenses, as may be recommended by the audit committee in consultation with the auditors.”

SPECIAL BUSINESSSES:

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajesh Nair (holding DIN 05183411), a Non – Executive Director of the company, who meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a fixed term of 5 consecutive years i.e. w.e.f. from 29th July, 2015 till 28th July, 2020 and his term of office shall not be liable to retire by rotation in accordance with the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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)

Modicare Regional Offices

No. 2157/49 & 50, 38th Cross
Jayanagar, 9th Block
Adjacent to Oakyard Apartments
Bangalore 560069, India.

Tel 91-80- 4080 8500
Fax 91-80-4123 0885
bangalore-modicare@modi.com

Block-A, 4th Floor,
22 Camac Street,
Kolkata 700017, India.

Tel 91-33-4002 6200, 4002 6201
kolkata-modicare@modi.com



69, 2nd Floor,
Man Vihar
New Delhi 110092, India.

Tel 91-11-4656 3251-58
68rdfs-modicare@modi.com


706, 7th Floor, B Wing
Pranik Chamber, Sakivihar Road
Sakinaka, Andheri East
Mumbai 400072, India.

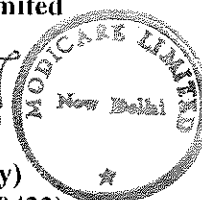
Tel 91-22-2803 1917, 2803 1918
mumbai-modicare@modi.com

“RESOLVED FURTHER THAT the Board of directors and/or the Company Secretary of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors

For Modi Care Limited


Shikha Sharma
(Company Secretary)
(Membership No. 20422)



Place: New Delhi
Date: 25.08.2015

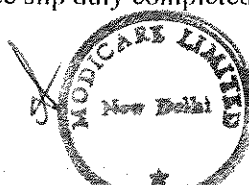
NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE MEETING.

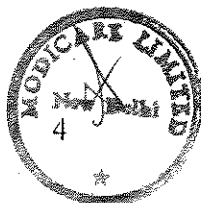
A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. The Register of Contracts or 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.
5. The Landmark for reaching venue of Annual General Meeting is **Surya Hotel**
6. Route Map for easy location of Venue of Annual General Meeting is enclosed.
7. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
8. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
9. Members are requested to:-
 - Bring their copies of annual report and attendance slip duly completed and signed at the meeting;



- Deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on the basis of the entry slip available at the counter of the venue to be exchanged with the attendance slip
10. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The Notice for the Annual General Meeting shall also be available on the Company's website at <https://www.modicare.com/> for inspection and downloading by the shareholders of the company.
 11. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11: 00 A.M. to 1: 00 P.M up to the date of this Annual General Meeting.
 12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 13. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
 14. Brief Profile of Mr. Lalit Kumar Modi (DIN: 00029520) who is eligible for retires by rotation, offers himself for re-appointment, is as follows:- Mr. Lalit Kumar Modi, 51 years old is an Electrical Engineer and has done Business administration program from Pace University & Duke University, USA. He has considerable experience in finance, marketing, advertising & administration. He is associated with the company from 1st January, 1987. He does not draw any remuneration from the company and does not have any shareholding in the company. He holds directorship and membership/chairmanship of committees in other companies such as K. K. Modi Investment and Financial Services Private Limited; Success Principles India Limited; Indofil Industries Limited; Modi Entertainment Limited (also a chairman of Audit Committee); Indian Cricket League Limited; Modi New World India Private Limited; Modern Home Care Products Limited; Men Interactive Network Limited; Criclive Com India Private Limited; Modi Apollo International Group Private Limited and Ananda Heritage Hotels Private Limited. He attended 1 (one) board meeting during the year 2014-2015. He is Son of Mr. K.K. Modi, Chairman of the company and brother of Mr. Samir Kumar Modi, Managing Director and Ms. Charu Modi, Director of the Company.



ANNEXURE TO THE NOTICE
(Explanatory Statement pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement set out all material facts relating to the Special Business mentioned under item No. 4 of the accompanying notice dated 25th August, 2015

ITEM NO. 4

Mr. Rajesh Nair (DIN: 05183411) is a Non-Executive Director of the Company. He has given a declaration to the board that he meets the criteria of independence as provided under section 149 (6) of the Act and company has received a notice in writing along with a requisite deposit from a member proposing candidature of Mr. Rajesh Nair for appointment as an Independent Director in the Company.

As per the provisions of Section 149 of the Companies Act, 2013(the Act) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the board of a company and is not liable to retire by rotation.

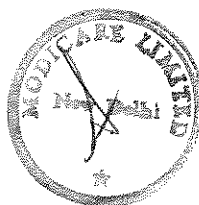
The Board of Directors has recommended the appointment of Mr. Rajesh Nair (DIN: 05183411) as an Independent Director of the Company u/s 149 of The Companies Act, 2013, to hold office for consecutive term of 5 (Five) years i.e. w.e.f 29th July, 2015 up to till 28th July, 2020

In the opinion of the Board, Mr. Rajesh Nair (DIN: 05183411) fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

Copy of draft letter of appointment which includes terms & conditions of appointment of Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days and on the website of the company i.e. www.modicare.com.

The Board considers that his continual association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajesh Nair (DIN: 05183411) as an Independent Director. Accordingly, in compliance with the provision of Section 149 read with Schedule IV of the Act, the Board recommends the resolution in relation to appointment of Mr. Rajesh Nair (DIN: 05183411) as an Independent Director, for the approval of the shareholders of the Company.


Save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 4.




A brief profile of Mr. Rajesh Nair:

Particulars	
Name and Age of Director	Mr. Rajesh Nair, 44 years
Qualification	B.A (Hons.) English; L.L.B from Delhi University; PG Diploma in Corporate Law and Management from Indian Law Institute, New Delhi
Experience	He has over 20 years of post qualification experience as a lawyer and in house counsel.
Terms and Conditions of appointment And details of remuneration sought to be paid	As Specified in Letter of Appointment
Date of first appointment on the Board	20/12/2013
No. of equity shares held	Nil
Relationship with other Directors, Manager and KMP	He does not have any relationship with other directors, Manager and Key Managerial Personnel of the company
No. of Board Meeting attended during the year 2014-2015	6
Directorship held in other companies	1. Trend Agencies Private Limited 2. Manvijay Education and Sports Private Limited
Membership/Chairmanship of the Committee across the Companies	NIL

**By Order of the Board of Directors
For Modi Care Limited**


Shikha Sharma
(Company Secretary)
(Membership No. 20422)



**Place: New Delhi
Date: 25.08.2015**

**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]

CIN: U72200DL1973PLC110617

Name of the Company: MODICARE Limited

Registered Address: 5, Community Centre, New Friends Colony,
New Delhi - 110025

Name of the Members:

Registered Address:

E-mail id:

Folio No. / Client Id:

DP ID:

I/We, being the member holding shares of Modicare Limited, 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 Wednesday, September 30, 2015 at 10:30 a.m. at registered office of the company at 5, Community Centre, New Friends Colony, New Delhi-110025 at any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No.		Resolution	Optional*	
Ordinary Business:			For	Against
1.	Adoption of the Audited Financial Statement for the year ended on 31st March, 2015 together with the reports of the Directors and Auditors thereon.			
2	Re-appointment of Mr. Lalit Kumar Modi (DIN: 00029520) as a Director of the company, who retires by rotation			
3	Ratification of the appointment of M/s Lodha & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2015 – 2016 and authorize board to fix their remuneration			
Special Business:				

4	Appointment of Mr. Rajesh Nair (DIN: 05183411) as an Independent Director for a term of five consecutive years w.e.f 29.07.2015 up to 28.07.2020.		
---	---	--	--

Note: Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this..... day of2015.

Signature of shareholder.....

Affix Revenue Stamp

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

Note: 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 Meeting.

ATTENDANCE SLIP

CIN: U72200DL1973PLC110617

Name of the Company: MODICARE Limited

Registered Address: 5, Community Centre, New Friends Colony,
New Delhi - 110025

Regd. Folio No. / DP ID - Client ID

Name & Address of First/Sole Shareholder

No. of Shares held

I hereby record my presence at the 43rd Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2015 at 10:30 a.m. at registered office of the company at 5, Community Centre, New Friends Colony, New Delhi - 110025.

Signature of Member/Proxy

Notes:

- a)** Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b)** Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

