



# MODICARE

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

**World Headquarters**  
Tel 91-11-66623000  
91-11-26321441  
Fax 91-11-26846732  
CIN: U72200DL1973PLC110617

## NOTICE

**NOTICE** is hereby given that the 42<sup>nd</sup> Annual General Meeting of the members of Modicare Limited will be held on Tuesday, **September 30, 2014 at 10:30 A.M.** at the Registered office of the Company at 5, Community Centre, New Friends Colony, New Delhi – 110025, to transact the following business:-

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended 31st March, 2014 along with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramamurthy Rajgopalan Iyer (DIN 00030463) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the existing auditors M/s Lodha & Co., Chartered Accountants as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 47th Annual General Meeting of the Company, subject to ratification of appointment by members at every annual general meeting and to fix their remuneration as may be decided by the Board of directors.

### **SPECIAL BUSINESS**

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

**"RESOLVED THAT** Mr. Lalit Bhasin (DIN 00001607), already a Non – Executive Independent Director, who has submitted a declaration that he meets the criteria for 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 the office of Director be and is hereby appointed as an Independent Director of the Company for a fixed term of 5(five) consecutive years up to the conclusion of 47<sup>th</sup> Annual General Meeting of the company in calendar year 2019 and shall not be liable to retire by rotation pursuant to 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)

**"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."

#### **Modicare Regional Offices**

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

Tel 91-80-4150 9241- 42  
Fax 91-80-4123 0885  
bangalore-modicare@modi.com

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

Tel 91-33-4002 6200-01  
Fax 91-33-2280 8771  
kolkata-modicare@modi.com

E-369, 2nd Floor,  
Nirman Vihar  
Delhi 110092, India.

Tel 91-11-46563251-58  
68rds-modicare@modi.com

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

Tel 91-22-2803 1917-18  
mumbai-modicare@modi.com

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

**"RESOLVED THAT** Mr. Rajendra Ambalal Shah (DIN 00009851), already a Non – Executive Independent Director, who has submitted a declaration that he meets the criteria for 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 the office of Director be and is hereby appointed as an Independent Director of the Company for a fixed term of 5(five) consecutive years up to the conclusion of 47<sup>th</sup> Annual General Meeting of the company in the calendar year 2019 and shall not be liable to retire by rotation pursuant to 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).

**"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."

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

**"RESOLVED THAT** Mr. Ram Avtar Poddar (DIN 00029313), already a Non – Executive Independent Director, who has submitted a declaration that he meets the criteria for 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 the office of Director be and is hereby appointed as an Independent Director of the Company for a fixed term of 5(five) consecutive years up to the conclusion of 47<sup>th</sup> Annual General Meeting of the company in the calendar year 2019 and shall not be liable to retire by rotation pursuant to 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).

**"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."

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

**"RESOLVED THAT** Ms. Shefali Rajendra Shah (DIN 00081245), already a Non – Executive Independent Director, who has submitted a declaration that he meets the criteria for 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 the office of Director be and is hereby appointed as an Independent Director of the Company for a fixed term of 5(five) consecutive years up to the conclusion of 47<sup>th</sup> Annual General Meeting of the company in the calendar year 2019 and shall not be liable to retire by rotation pursuant to 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).

**"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."

8. 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 (DIN -05183411), who was appointed as an Additional Director of the Company, by the Board of Directors on December, 20th, 2013 and who holds office up to the date of this Annual General Meeting of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made there under in writing from a member proposing his candidature for the office of director, be and is hereby regularized and appointed as a Director of the Company liable to retire by rotation.

**"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."

Place: New Delhi  
Date: 1<sup>st</sup> September, 2014

By Order of the Board  
FOR MODICARE LIMITED

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

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.

**A BLANK PROXY FORM IS ATTACHED.**

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. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days between 11: 00 A.M. to 1: 00 P.M up to the date of this Annual General Meeting.
3. Members are requested to:-
  - Bring their copies of Annual Report, Notice 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 at the venue to be exchanged with the attendance slip.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business mentioned in above given notice is annexed hereto.
5. 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.

**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, 5, 6, 7 & 8 of the accompanying Notice.

**Item No. 4 to 7**

Mr. Lalit Bhasin (DIN 00001607), Mr. Rajendra Ambalal Shah (DIN 00009851), Mr. Ram Avtar Poddar (DIN 00029313) and Ms. Shefali Rajendra Shah (DIN 00081245) are Non-Executive Independent Directors of 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 shall not be liable to retire by rotation.

Also, MCA vide its circular dated June 9, 2014, has clarified that if the existing Independent Directors are to be appointed under The Companies Act, 2013, the company be required to appoint them within a period of one year from April 1, 2014.

Present Independent Directors of the company namely Mr. Lalit Bhasin, Mr. Rajendra Ambalal Shah, Mr. Ram Avtar Poddar and Ms. Shefali Rajendra Shah have offered themselves for appointment as Independent Director and has given a declaration to the board that they meet the criteria of independence as provided under section 149 (6) of the Act

The Nomination & Remuneration Committee has recommended to appoint them as Independent Director under section 149 of The Companies Act, 2013 to hold office for consecutive term of 5 (five) years upto the conclusion of 47<sup>th</sup> Annual General Meeting of the company.

In the opinion of the Board, these Independent Directors fulfill the conditions specified in the Companies Act, 2013 and the rules made there under for their 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 their appointment as an 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](http://www.modicare.com).

The Board considers that their continual association would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors. 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. Lalit Bhasin, Mr. Rajendra Ambalal Shah, Mr. Ram Avtar Poddar and Ms. Shefali Rajendra Shah as an Independent Director, for the approval of the shareholders of the Company.

Ms. Shefali Rajendra Shah, Director of the company, and, Mr. Rajendra Ambalal Shah, Director of the company, are related to each other.

Save and except as states 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 resolutions set out in Item No. 4 to 7.

### **Item No. 8**

The Board of Directors appointed Mr. Rajesh Nair as an Additional Director of the Company with effect from December 20th, 2013. His term of office expires at the forthcoming Annual General Meeting. And company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajesh Nair for the office of Director of the Company.

Mr. Rajesh Nair is a Director whose period of office is liable to determination by retirement of directors by rotation.

Mr. Rajesh Nair is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director

Mr. Rajesh Nair is holding DIN: 05183411 and declares that he is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013.


The matter regarding appointment of Mr. Rajesh Nair as a Director was placed before the Nomination and Remuneration Committee, which recommends his appointment as a Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajesh Nair as a Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Rajesh Nair as a Director before the Members in general meeting for their approval.

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. 8.

Place: New Delhi  
Date: 1<sup>st</sup> September, 2014

By Order of the Board  
FOR MODICARE LIMITED

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

**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 **Annual General Meeting** of the Company to be held on Tuesday, September 30, 2014 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, 2014 together with the reports of the Directors and Auditors thereon.		
2	Re-appointment of Mr. Ramamurthy Rajgopalan Iyer as a Director of the company, who retires by rotation		
3	Appointment of M/s Lodha & Co., Chartered Accountants as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 47th Annual General Meeting of the company subject to ratification of the appointment by members at every annual general meeting and to fix their remuneration as may be decided by the board.		
Special Business:			
4	Appointment of Mr. Lalit Bhasin as an Independent Director for a fixed term of 5(five) consecutive years up to the conclusion of 47 <sup>th</sup> Annual General Meeting of the company in the calendar year 2019		



5	Appointment of Mr. R.A. Shah as an Independent Director for a fixed term of 5(five) consecutive years up to the conclusion of 47 <sup>th</sup> Annual General Meeting of the company in the calendar year 2019		
6	Appointment of Mr. Ram Avtar Poddar as an Independent Director for a fixed term of 5(five) consecutive years up to the conclusion of 47 <sup>th</sup> Annual General Meeting of the company in the calendar year 2019		
7	Appointment of Ms. Shefali Shah as an Independent Director for a fixed term of 5(five) consecutive years up to the conclusion of 47 <sup>th</sup> Annual General Meeting of the company in the calendar year 2019		
8	Appointment of Mr. Rajesh Nair as a Director of the Company		

**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 of .....2014.

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 42<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, the 30<sup>th</sup> day of September, 2014 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.