



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 an Extraordinary General Meeting of the Shareholders of Modicare Limited held on Thursday, 19th June, 2014 at the registered office of the Company at 5, Community Centre, New Friends Colony, New Delhi - 110025 at 11.00 A.M. to transact the following items as special business:

- 1) **Alteration of Capital Clause of Memorandum of Association** - To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:-

"RESOLVED THAT in terms of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the Company be reorganised from Rs.24,00,00,000 (Rupees Twenty Four Crore only) divided into 54,67,405 (Fifty Four Lacs Sixty Seven Thousand Four Hundred Five) equity shares of Rs. 10/- (Rupees Ten) each 1,15,32,095 (One Crore Fifteen Lac Thirty Two Thousand Ninety Five) Equity Shares of Rs. 7.50 each and 1,15,32,095 (One Crore Fifteen Lac Thirty Two Thousand Ninety Five) Equity Shares of Rs. 2.50 each and 7,00,500 (Seventy Lacs Five hundred) Preference Shares of Rs. 10/- each, to, Rs.24,00,00,000(Rupees Twenty Four Crore) divided into 6,79,98,000 (Six Crore Seventy Nine Lac Ninety Eight Thousand) Equity Shares of Rs. 2.50 each and 7,00,500 (Seventy Lacs Five hundred) Preference Shares of Rs. 10/- each

"FURTHER RESOLVED THAT the Existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following clause is substituted:

"The Authorized Share Capital of the Company is Rs. 24,00,00,000 (Rupees Twenty Four Crore) divided into 6,79,98,000 (Six Crore Seventy Nine Lac Ninety Eight Thousand) equity shares of Rs. 2.50 (Rupees Two paise Fifty) each and 7,00,500(Seventy Lacs Five hundred) Preference Shares of Rs. 10/- each carrying dividend (subject to tax) at such rate and to be issued on such terms and conditions as may be determined by the Board of Director from the time to time."

"RESOLVED FURTHER THAT existing sub clause (a) and (b) of clause V of the Memorandum of Association of the company shall remain unchanged."

"FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to send a certified true copy of the above resolution with a request to act thereupon."

2. **Issue of shares on preferential basis** - To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:-

"RESOLVED THAT in terms of section 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013, and Companies (Share Capital and Debentures) Rules 2014, Memorandum and Articles of Association of the company and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the company, consent of the company be and is hereby accorded to the Board to offer, issue and allot 80,00,000 equity shares of Rs.2.50 each at par, fully paid up, to M/s Good Investment (India) Limited on preferential basis."

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
Pratik Chamber, Sakivihar Road
Sakinaka, Andheri East
Mumbai 400072, India.

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

"RESOLVED FURTHER THAT the letter of offer in Form PAS 4, duly initialed by the chairman for the purpose of identification, be signed by Mr. R. Ramamurthy, Director and issued to M/s Good Investment (India) Ltd. towards issuance of 80,00,000 equity shares @ 2.50 each, fully paid up."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps as may be considered necessary, desirable or expedient to give effect to this resolution."

On behalf of the Board
For Modicare Limited


Shikha Sharma
Company Secretary

Place: New Delhi
Date: 26th May, 2014

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. THE RELEVANT EXPLANATORY NOTE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE RESOLUTION AS SET OUT, IS ANNEXED TO THIS NOTICE.
3. 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 AND 1.00 P.M UPTO THE DATE OF THE EXTRAORDINARY GENERAL MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 :

Item No.1

The existing Authorised share capital which presently stands at Rs. 24,00,00,000 (Rupees Twenty Four Crore) divided into 54,67,405 (Fifty Four Lacs Sixty Seven Thousand Four Hundred Five) equity shares of Rs. 10/- (Rupees Ten) each 1,15,32,095 (One Crore Fifteen Lac Thirty Two Thousand Ninety Five) Equity Shares of Rs. 7.50 each and 1,15,32,095 (One Crore Fifteen Lac Thirty Two Thousand Ninety Five) Equity Shares of Rs. 2.50 each and 7,000,500 (Seventy Lacs Five hundred) Preference Shares of Rs. 10/-, is required to be restructured to bring in parity in face value of different class of equity shares. It is, therefore, proposed to reorganize the Authorised Share Capital of the Company to Rs.24,00,00,000 (Rupees Twenty Four Crore) divided into 6,79,98,000 (Six Crore Seventy Nine Lac Ninety Eight Thousand) Equity Shares of Rs. 2.50 each and 7,000,500 (Seventy Lacs Five hundred) Preference Shares of Rs. 10/- each.

A copy of the Memorandum of Association together with proposed alterations is available for inspection by the members at the Registered office of the company between 11.00 A.M. to 1.00 P.M. on all working days from the date hereof upto date of the meeting.

None of the Directors, Key Managerial Personnel and relatives of Directors or Key Managerial Personnel are interested in the resolution.

Item No. 2

After the proposed reorganization subject to consent of the shareholders, it is proposed to issue 80,00,000 equity shares to augment the long term and working capital needs of the company. The shares shall be issued to any person or persons or body or body corporate, (whether or not such person or persons include the person or persons or body or body corporate who at the date of the offer, are holders of the Equity shares of the Company) for cash at par fully paid up, on such terms and conditions as may be decided by the Board of Directors in any manner keeping in view the best interest of the Company. The shares are being issued at par on the basis of valuation report of the Ms.SBG & Co., Chartered Accountants, Delhi, and is based on their valuation as at 31st March, 2014.

The Directors, Promoters and Key managerial personnel do not intend to subscribe to the issue. The shares are intended to be allotted within three months from issue of Offer letter to the proposed allottee company. The company proposes to issue 80,00,000 equity shares @ Rs. 2.50 each to M/s Good Investment (India) Ltd. at par fully paid-up. After the proposed preferential allotment, M/s. K.K.Modi Investment and Financial Services P. Ltd. would no longer be holding company of your company and the proposed allottee company would be holding 41% of the total issued, subscribed and paid up equity share capital of the company and thus become associate company. Your company has not made any allotment of shares on preferential basis during the year.

The pre- issue and post- issue shareholding pattern of the company would be as follows:

S.No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding :				
1	Indian :				
	Individual	22,60,130	19.6%	22,60,130	11.6%
	Bodies Corporate	75,99,117	65.9%	75,99,117	38.9%
	Sub Total	98,59,247	85.5%	98,59,247	50.5%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	98,59,247	85.5%	98,59,247	50.5%
B	Non - Promoters' holding :				
1	Institutional Investors	-	-	-	-
2	Non - Institution :				
	Private Corporate	12,79,613	11.1%	92,79,613	47.5%

	Bodies				
	Directors and Relatives	5	0%	5	0%
	Indian Public	3,93,230	3.4%	3,93,230	2.0%
	Others(including NRIs)	-	-	-	-
	Sub Total (B)	16,72,848	14.5%	96,72,848	49.5%
	Grand Total	1,15,32,095	100.0%	1,95,32,095	100.0%

The Director Mr. K.K. Modi, is interested as promoter director. Mr. Lalit K.Modi, Mr. Samir Modi and Ms. Charu Modi are interested as relatives of Directors. Mr. R. Ramamurthy and Mr. I.K. Gupta, may be deemed to be interested being directors in Good Investment (India) Ltd.

On behalf of the Board
For **Modicare Limited**


Shikha Sharma
Company Secretary

Place: New Delhi

Date: 26th May, 2014