



# 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 Extra-Ordinary General Meeting of the members of Modicare Limited will be held on Tuesday, January 20, 2015 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 item as special business:-

### **ISSUE AND OFFER OF REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special resolution:

**"RESOLVED** that in accordance with the provisions of Sections 42 and 55 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the members of the company be and is hereby accorded to offer or invite to subscribe, issue and allot, 25,00,000 number of 8% Non Cumulative Non Convertible Redeemable Preference shares (RPS) of Rs 10/- each fully paid up for cash at par, for an aggregate value not exceeding Rs. 2.5 crore, on a private placement basis, to M/s Good Investment (India) Limited on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

**"RESOLVED FURTHER** that in accordance with provisions of the Act, the Non Cumulative Non Convertible Redeemable Preference Shares ("RPS"):-

- shall carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- shall be non participating and non convertible;
- Shall carry dividend rate of 8% on non cumulative basis;
- Shall carry voting rights as per the provisions of Section 47(2) of the Act.
- shall be redeemed a) at par in accordance with Section 55 of the Act & the rules made there under and b) at the option of the Company within a period of 20 ( Twenty) years from the date of its issue

**"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

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

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  
68rdfs-modicare@modi.com

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

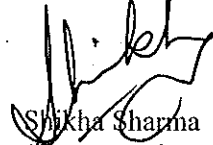
Tel 91-22-2803 1917-18  
mumbai-modicare@modi.com

issued to M/s Good Investment (India) Limited towards issuance of 25,00,000 Preference Shares @ Rs. 10 each, fully paid up.

**“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: 15<sup>th</sup> December, 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 Extra Ordinary General Meeting.
3. Members are requested to:-
  - Bring their copies of 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.
6. Copy of Form PAS 4 is available 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 Extra Ordinary General Meeting

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

In order to meet the fund requirements of the Company, it is proposed to raise the funds by issue of Non Cumulative Redeemable Preference Shares to M/s Good Investment (India) Limited on private placement basis.

**DISCLOSURES AS PER PROVISIONS OF THE COMPANIES ACT 2013 READ WITH RULES:**

a	The size of the issue and number of preference shares to be issued and nominal value of each share	25,00,000 number of Preference Shares of Rs. 10/- each, fully paid up, for an aggregate value not exceeding Rs. 2.5 crore, as Non Cumulative Non Convertible Redeemable Preference Shares ("RPS"), at par.				
b	Nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible	Non – cumulative, non – participating and non - convertible				
c	Objectives of the issue	To meet the fund requirements of the Company for long term i.e. for expansion and/ or modernization of existing for future growth etc. And also for meeting working capital requirements of the company				
d	Manner of issue of shares	Private Placement				
e	Price at which such shares are proposed to be issued	Non Cumulative Redeemable Preference Shares are issued at par on face value of Rs. 10/- each, fully paid up,				
f	Basis and justification on which the price has been arrived at	These Shares are proposed to be issued at face value				
g	Terms of issue, including terms and rate of dividend on each share, premium etc.	As per the terms mentioned below the table				
h	The Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion,	As per the terms mentioned below the table				
i	Manner and modes of redemption	As per the terms mentioned below the table				
J	Current shareholding pattern of the Company	Current Equity Shareholding pattern is as under:- <table><tr><th>CATEGORY</th><th>% OF EQUITY CAPITAL</th></tr><tr><td>Bodies Corporate</td><td>86.42</td></tr></table>	CATEGORY	% OF EQUITY CAPITAL	Bodies Corporate	86.42
CATEGORY	% OF EQUITY CAPITAL					
Bodies Corporate	86.42					

		Others	13.58
		<b>TOTAL</b>	<b>100</b>
k	Expected dilution in equity share capital upon conversion of preference shares	Not Applicable	

**Terms and Conditions for issuance of Non Cumulative Redeemable Preference are as follows:-**

- 1) The Preference shares shall be 8% Non Cumulative Non Convertible Redeemable Preference shares.
- 2) Every share comprised in the Preference shares shall have a face value of Rs. 10/- (Rupees Ten only) each.
- 3) Shares comprised in the Preference Shares shall carry dividend at the rate of 8%. The dividend shall be payable when declared by the Board of Directors and such Dividend shall be Non Cumulative
- 4) Shares comprised in the preference shares be Non Convertible into Equity Shares or any other security, and would be redeemable at the option of the Issuing Company within a period of 20 (Twenty) years from the date of its issue.
- 5) Shares comprised in the Preference Shares shall rank in priority to the equity shares:
  - For payment of Dividend and :
  - Repayment of share capital in case of winding up;
- 6) Shares comprised in the Preference Shares shall not be entitled to participate in surplus assets of the company in case of winding up;
- 7) Shares comprised in the Preference Shares will not confer a right on its shareholder to vote at the company's general meetings; and every such preference shareholder shall have right to vote only on such resolutions placed before the company which directly affect the rights attached to his preference shares(as per section 47(2) of Companies act, 2013).
- 8) Subject to the approval of the Board of Directors of the Company, the Shares comprised in the Preference Shares shall be fully transferable in accordance with the provisions of The Companies Act, 2013;
- 9) Terms of Redemption - Redemption at par in accordance with Section 55 of the Act & the rules made there under or any amendment thereto which may include out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption.


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

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 special resolution.

The board recommends the above mentioned special Resolution for approval by the shareholders.

Place: New Delhi  
Date: 15<sup>th</sup> December, 2014

By Order of the Board  
**FOR MODICARE LIMITED**

A handwritten signature in black ink, appearing to read 'Shikha', is written over the printed name.

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 **Extra-Ordinary General Meeting** of the Company to be held on Tuesday, January 20, 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*	
Special Business:		For	Against
	Issue and offer of Redeemable Preference Shares on Private Placement Basis		

**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.....

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

Affix Revenue Stamp
---------------------

**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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, the 20th day of January, 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.