

MODI UDYOG LIMITED

"WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR KOLKATA WB 700001

Phone : +91 33 2231 9135, 2262 4943, Fax: +91 33 40014642

Email: modiudyogLtd@gmail.com, Website: www.modiudyog.com

CIN: L51226WB1982PLC035312

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of Modi Udyog Limited (CIN No. L51226WB1982PLC035312) will be held on 1st Day of August, 2016 at 12.00 P.M at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Corporate Financial Year ended on 31st March, 2016 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint Auditor of the Company and to fix their remuneration and to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, Pursuant to Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, M/s. S.K. Sircar & Co., Chartered Accountants, having firm registration No. 308116E allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company. M/s. S.K. Sircar & Co., Chartered Accountants shall hold office from the conclusion of this 34th Annual General Meeting for term of consecutive five years till conclusions of the 39th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor.”

SPECIAL BUSINESS:

3. **Appointment of Independent Director:**

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

“RESOLVED THAT pursuant to Section 149, 152, Schedule IV and Other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {“SEBI (LODR) Regulations”}(including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sumit Soni (DIN: 07509280), who was appointed as an Additional Independent Director by the Board of Directors of the Company with effect from 04.05.2016 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and also in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director in the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 03.05.2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

4. **Appointment of Women Independent Director:**

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

“RESOLVED THAT pursuant to Section 149, 152, Schedule IV and Other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {“SEBI (LODR) Regulations”}(including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Richa Shukla (DIN: 07506239), who was appointed as an Additional Independent Director by the Board of Directors of the Company with effect from 04.05.2016 and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and also in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director in the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 03.05.2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

5. Appointment of Whole Time Director

Consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to recommendation of the Board, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Monoranjan Roy, as Whole-time Director of the Company with effect from April 13, 2016 till April 12, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Monoranjan Roy.

RESOLVED FURTHER THAT the remuneration payable to Mr. Monoranjan Roy shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

6. Appointment of Director

Consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to recommendation of the Board , Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Subrata Basu, as Director of the Company with effect from April 13, 2016 to April 12, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Subrata Basu.

RESOLVED FURTHER THAT the remuneration payable to Mr.Subrata Basu, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

7. Appointment of Director

Consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to recommendation of the Board, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Partho Basu, as Director of the Company with effect from April 13, 2016 to April 12, 2020, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Partho Basu.

RESOLVED FURTHER THAT the remuneration payable to Mr. Partho Basu, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

8. Adoption of New Set Of Memorandum Of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

9. Adoption of New set of Articles of Association of the Company

To approve adoption of new set of the Articles of Association of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and any other applicable provisions (including any statutory modification(s) or re-enactment thereof and any of the provisions of previous enactments for the time being in force), and subject to the approval of shareholders in their meeting consent of the Board be and is hereby accorded to adopt a new set of Articles of Association of the Company in accordance with the provisions of New Companies Act, 2013 and rules made there under.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

10. Approval For Material Related Party Transactions:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to the Regulation 23 of the new Listing Obligations and Disclosure Requirements, 2015 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) including material related party transactions of purchase and / or sale of materials and to renew these transactions, from time to time, at any time in future, amounting to upto Rs. 500 Crores (Five Hundred Crores Only) .

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary.

11. Approval of Borrowing Limits of The Company

To approve the Borrowing Limits of the Company and in this regard to consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) subject to the approvals, consents and sanctions and permissions of shareholders and the Articles of Association of the Company and all other provisions of applicable laws, the Consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Banker(s) in the ordinary course of business, shall not be in excess of Rs.500 Crores (Five Hundred Crores only).”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deemed fit, required or considered necessary or incidental thereto, for the purpose of giving effect to this resolution”

12. Creation Of Charges

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

“RESOLVED THAT in pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company hereinafter referred to as the “ Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of Banks/financial institutions, other investing agencies and trustees for the holders of Debentures whether partly/fully convertible or nonconvertible and /or securities linked to equity shares and /or rupee/foreign currency convertible bonds and/or bonds with share warrant attached (hereinafter collectively referred to as “Loans”) provided that the total amount of loans together with interest thereon, additional interest, compounded interest, liquidated damages, commitment charges, premium on prepayment or on redemption, cost, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not, at any time exceed Rs.500 (Five Hundred Crores only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deemed fit, required, necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to create mortgage/charge as aforesaid.”

13. Acceptance Of Deposits From Members and Public

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 73 and section 76 of Companies Act, 2013 and provisions of Companies (Acceptance of Deposits) Rules, 2014 consent of members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof, for inviting and accepting deposits from public including directors and members of the Company aggregating to not more than 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) outstanding at any one point of time as per the latest audited balance sheet in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014, framed under section 73 and section 76 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors including a committee thereof be and is hereby authorized to create a charge on its assets, obtain credit rating, taking insurance, appointing trustee(s) and to take all other necessary steps as may be required for the above mentioned purpose.”

14. Change of Registered office of the Company

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT subject to the confirmation of the Regional Director under section 12 of the Companies Act, 2013 and subject to such other approvals as may be necessary, the registered office of the Company be and is hereby shifted from its present location to the State of Karnataka and Clause II of the memorandum of the company be and is hereby altered accordingly;

Clause II the Registered office of the Company shall be situated in the State of Karnataka.

“RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to confirmation by the Regional Director, as prescribed in Sub-section (4) of the said section, the Memorandum of Association of the Company be altered so as to change the place of the Company’s Registered Office from its present situation at "Wellesley House" 7, Red Cross Place,3rd Floor Kolkata 700001 in the State of West Bengal to Samskruti Chambers, No.103, 3rd Floor K.H. Road. Shanti Nagar, Bangalore: 560027, a place in the State of Karnataka, by substituting the words “in the State of West Bengal” for the words “in the State of Karnataka” in Clause II of the Memorandum of Association of the company.”

“RESOLVED FURTHER THAT The Company Secretary in whole-time practice /practising Chartered Accountant/ practising Cost Accountant be and is hereby authorised to appear and represent the Company before the Regional Director, in the matter of the petition to be filed for their confirmation to the proposed alteration of the of the memorandum as to the change of the place of the registered office from one State to another and are also authorised to make such statements, furnish such information and do such acts, deeds and things as may be necessary in relation to the said petition;

Any of the Directors or Company Secretary, be and are hereby authorised jointly and severally to sign the said petition/application, affidavits and such other documents as may be necessary in relation to the said petition.”

15. Change of Name of the Company

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 (2) & 4 (4) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members is hereby given for changing the name of the Company from Modi Udyog Limited to Pincon Lifestyle Limited or any other name as may be suitable or applicable for the Company.

“**RESOLVED FURTHER THAT** the Name being Clause I of the Memorandum of Association of the Company be altered accordingly.

“**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting existing name of the Company wherever appearing and substituting it with the new name of the Company.

“**RESOLVED FURTHER THAT** the Board of Directors or any Committees thereof is hereby authorised to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

16. Increase of Authorised Capital:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 302,500,000.00 (Rupees Thirty Crores Twenty Five Lacs) divided into 30,250,000 (Three Crore Two Lac Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 1,000,000,000.00 (Rupees One Hundred Crores) divided into 100,000,000 (Ten Crores) Equity Shares of Rs. 10/- each by creation of additional Rs.6,97,500,000.00 (Rupees Sixty Nine Crores Seventy Five Lacs Only) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares.

17. Issue of Non-Convertible Debenture

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer/Issue for Secured, Rated, Listed, Non-Convertible, Cumulative, Redeemable, Taxable Debentures(NCD), in one or more series /tranches, on private placement, issuable / redeemable at par aggregating up to Rs.50 Crores (Rupees Fifty Crores), from such persons and on such terms and conditions as the Board of Directors/NCD Committee of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorised to finalise with the Investors and the trustees the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the NCD Issue by the Company of such Secured, Rated, Listed, Non-Convertible, Cumulative, Redeemable, Taxable Debentures and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.”

Date: 30.05.2016

Place: Kolkata

By Order of the Board

**Sd/-
Rozy Jain
Company Secretary**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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 MEMBER.

2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 15. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the Members, separately.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members/Proxy are requested to bring their attendance slip to the Meeting.
7. 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.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. Members are requested to address all correspondence to the Registrar and Transfers Agents (RTA): MAHESHWARI DATAMATICS PVT LTD. 6 MANGO LANE 2ND FLOOR KOLKATA WB 700001 IN , Tel: 033 22435029 / 22482248 , Fax: 033 22484787, E-mail: mdpldc@yahoo.com., Website: www.mdpl.in
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.
13. The Company has implemented the 'Green initiative' as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the Notice of the Annual General Meeting will also be available on the website of the Company, www.modiudyog.com for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members

holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company.

14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.

15. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (“AGM”) 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 AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM 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 ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 29th July, 2016 (09:00 am) and ends on 31th July, 2016 (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 of 25th July, 2015, 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 member, the member shall not be allowed to change it subsequently.

NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” 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.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Modi Udyog Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (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 arpensengupta.cs@gmail.com/arpensenguptaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number) USER ID **PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. 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.
- VIII. 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).
- IX. 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 of 25th July, 2015.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password 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 or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Arpan Sengupta, Company Secretary (Membership No. 37706) Proprietor of M/s Arpan Sengupta & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.modiudyog.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“The Act”)

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Mr. Sumit Soni is a Additional Independent Director of the Company. He Joined the Board of Directors of the Company on 4th May, 2016.

Mr. Sumit Soni, aged 28 years, is Bachelor in Commerce, has over 7 years of experience in Banking, Finance & Compliance. His knowledge and experience shall contribute to the Company in a greater extent in the years to come.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Sumit Soni eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 3rd May, 2021 not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Sumit Soni fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his 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 day, excluding Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sumit Soni as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sumit Soni as an Independent Director, for the approval by the Members of the Company.

Except Mr. Sumit Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Mr. Sumit Soni does not hold Directorship and Membership of Committees in any other Company.

Item No. 4:

Ms.. Richa Shukla is a Additional Independent Director of the Company. She Joined the Board of Directors of the Company on 4th May, 2016.

Ms. Richa Shukla, is Masters in Commerce, Associate Member of Company Secretaries of India has years of experience in Compliance & Finance. Her knowledge and experience shall contribute to the Company in a greater extent in the years to come.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Ms. Richa Shukla eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 3rd May, 2021 not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Richa Shukla fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her 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 day, excluding Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Richa Shukla as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Richa Shukla as an Independent Director, for the approval by the Members of the Company.

Except Ms. Richa Shukla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5

Ms. Richa Shukla does not hold Directorship and Membership of Committees in any other Company.

Item No. 5:

The shareholders will recall the appointment of Mr. Monoranjan Roy as Whole Time Director of the Company with effect from 13.04.2016 for a period of 5 years, subject to the approval of the shareholders, re-appointed Mr. Monoranjan Roy as Whole Time Director of the Company with effect from 13.04.2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein. While re-appointing Mr. Monoranjan Roy as Whole Time Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company.

Name of the Companies in which Mr. Monoranjan Roy also holds Directorship and Membership of Committees of the Board, are as under:-

Name of the Company	Designation
GOMUKH COMMERCIAL PRIVATE LIMITED	DIRECTOR
NEWEVER TRADE WINGS LIMITED	DIRECTOR
PINCON DEVELOPERS LIMITED	DIRECTOR
YOURS LABORATORIES PVT LTD	DIRECTOR
PRIYA LABORATORIES PRIVATE LIMITED	DIRECTOR
PAUL DISTRIBUTORS PVT LTD	DIRECTOR
PRASHANT IMPEX PRIVATE LIMITED	DIRECTOR
BHATTACHARYYA BOTTLING PLANT PVT.TD.	DIRECTOR
PINCON SPIRIT LIMITED	DIRECTOR

Item No. 6:

Mr. Subrata Basu, aged about 50 years was appointed as an Additional Director of the Company at the Board Meeting held on April 13, 2016 and in terms of Section 161 of the Companies Act, 2013 he holds office up to the date of the 34th Annual General Meeting. The Company has obtained from Mr. Basu consent in Form DIR-2 to act as a Director and intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

Mr. Basu is a Post Graduate in Commerce & CAIIB. He has almost two decades of banking experience at senior level in a reputed public sector & private sector bank, which has enriched the company in scaling new highs in financial representations.

Moreover, the shareholders will recall the appointment of Mr. Subrata Basu as Director of the Company with effect from 13.04.2016 for a period of 5 years, subject to the approval of the shareholders, re-appointed Mr. Subrata Basu as Director of the Company with effect from 13.04.2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein. While re-appointing Mr. Subrata Basu as Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company.

Name of the Companies in which Mr. Subrata Basu also holds Directorship and Membership of Committees of the Board, are as under:-

Name of the Company	Designation
NEWEVER TRADE WINGS LIMITED	DIRECTOR
PINCON DEVELOPERS LIMITED	DIRECTOR
PINCON SPIRIT LIMITED	DIRECTOR

Item No. 7:

Mr. Partho Basu, aged about 43 years was appointed as an Additional Director of the Company at the Board Meeting held on April 13, 2016 and in terms of Section 161 of the Companies Act, 2013 he holds office up to the date of the 34th Annual General Meeting. The Company has obtained from Mr. Basu consent in Form DIR-2 to act as a Director and intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company.

Mr. Basu is a qualified Chartered Accountant, Bachelor of Law & Masters in Finance. He has a wide spectrum of banking exposure of over 17 years, in Retail Banking- Credit, Core Banking, Capital Markets and Overseas Banking. Started with Citi Bank in 1998 as a Credit Manager - Home Loans, his last assignment was as a Deputy Vice President - Overseas Banking - South East Asia - Axis Bank Ltd. & its Group Companies.

Moreover, the shareholders will recall the appointment of Mr. Partho Basu as Director of the Company with effect from 13.04.2016 for a period of 5 years, subject to the approval of the shareholders, re-appointed Mr. Partho Basu as Director of the Company with effect from 13.04.2016 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein. While re-appointing Mr. Partho Basu as Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company.

Mr. Partho Basu does not hold Directorship and Membership of Committees in any other Company.

Item No. 8:

The existing Memorandum of Association (“MOA”) based on the Companies Act, 1956. Several Regulations in the existing MOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing MOA are no longer in conformity with the new Companies Act, 2013 and Rules framed there under. In view of the implementation of the Companies Act, 2013 together with various Schedules thereto and the Rules framed there under and in replacement of the Companies Act, 1956, several regulations of the existing MOA of the Company require alteration, additions or deletions. Therefore, it is considered expedient to replace the existing MOA of the Company in its entirety with the new set of MOA, with

a view to bring the memorandum in consonance with the notified provisions of the Companies Act, 2013 and Rules made there under. The proposed set of MOA of the Company is aligned to the new Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company as per the Companies Act, 2013 and other applicable laws. The Board recommends the Resolution for your approval. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution set out at the Notice.

Item No. 9:

The existing Articles of Association (“AOA”) based on the Companies Act, 1956. Several Regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013 and Rules framed thereunder. In view of the implementation of the Companies Act, 2013 together with various Schedules thereto and the Rules framed thereunder and in replacement of the Companies Act, 1956, several regulations of the existing AOA of the Company require alteration, additions or deletions. Therefore, it is considered expedient to replace the existing AOA of the Company in its entirety with the new set of Articles, with a view to bring the Articles in consonance with the notified provisions of the Companies Act, 2013 and Rules made thereunder. The proposed set of AOA of the Company is aligned to the new Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company as per the Companies Act, 2013 and other applicable laws. The Board recommends the Resolution for your approval. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution set out at the Notice.

Item No. 10:

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party as defined except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. SEBI has prescribed that all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Members of the Company through special resolution.

For the above mentioned purpose a special resolution is to be passed by shareholders for authorizing the Board of Directors to enter into related party transaction(s) including material related party transactions of purchase and / or sale of materials and to renew these transactions, from time to time, at any time in future, amounting to upto Rs. 500 Crores (Five Hundred Crores Only)

Item No. 11:

As per Section 180(1) © of the Companies Act, 2013, borrowing (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its free reserve requires approval from the shareholders of the Company.

The Special Resolution at item No. 12 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 500 Crores is intended for this purpose.

The Directors recommended the resolution for member’s approval as a Special Resolution.

Item No. 12:

In the normal course of business, the company from time to time is required to avail Term Loan, Working Capital, External Commercial Borrowing or any other financial accommodation. A charge on the assets/properties of the Company, both present and future is normally given as security for such borrowings. As the documents to be executed for the creation of such charge/mortgages from time to time to secure such borrowings, may obtain the power to take over the management of the Company in certain events, it is necessary for the shareholders to pass a resolution under section 180(1) (a) of the Companies Act, 2013, for the creation of the mortgage/charge as set out in this resolution.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. It is necessary to obtain approval of the members by means of a Special Resolution, to enable the Boards of Directors of the Company to create charge/ mortgage/hypothecation on the Company’s assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company’s bankers in the ordinary course of business).

As the documents to be executed between the Company and lenders may contain the power to take over the management of the Company in certain, it is necessary to obtain members approval under section 180(1) (a) of the Companies Act, 2013, by way of Special Resolution. Your Directors recommended the resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 13

The Directors recommended the resolution for member’s approval as a Special Resolution.

Item No. 13:

Keeping in view of fund requirements the Company may accept deposits from public including its members and directors as per the provisions of Section 73 and Section 76 and as per the provisions of Companies (Acceptance of Deposits) Rules, 2014.

For the above mentioned purpose a special resolution is to be passed by shareholders for authorizing the Board of Directors of accept the deposits from public including shareholders and directors of the Company aggregating to not more than 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) outstanding at any one point of time as per the latest audited balance sheet.

Item No. 14:

The Board of Directors accordingly recommends these resolutions for approval of the members.

The Company was incorporated under the provision of the Companies Act, 1956, in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of West Bengal. All senior Management team of the group is located in Bangalore.

is having its main activities in Textile Manufacturing & Trading, for effective Management control it is felt the registered office needs to be shifted.

The Company is having its main activities in Textile. Company is going for expansion in the state of Karnataka due to availability of specialized labour at cheap costs and abundant supply of raw materials required. The Board is of the view that the business carried on by the Company can be carried out more efficiently and economically by the Company in the state of Karnataka so the registered office of the Company need to be shifted to Bangalore, Karnataka. The Board of Directors recommends passing of the special resolution as contained in item No. 14 of the notice.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as member of the Company.

Item No. 15:

Modi Udyog Limited is a listed company in BSE Limited, Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Limited

The Company is engaged in Textile Business since incorporation in 1982. The Company is going to expand its projects in Textile Sector and coming with new brands. The Board of Directors has formed an opinion and is of prudent view to change its name from Modi Udyog Limited to Pincon Lifestyle Limited or any other name subject to the availability

As per the Provisions of Section 13 of the Companies Act, 2013 the approval of the shareholders is required to be accorded for changing the name of the Company by way of passing a Special Resolution. Hence the resolution is put up for shareholders approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as member of the Company.

Item No. 16:

The Authorised Share Capital of the Company as reflected in the Memorandum of Association as on date is Rs. 302,500,000 (Rupees Thirty Crores Twenty Five Lacs) divided into 30,250,000 (Three Crore Two Lac Fifty Thousand only) Equity Shares of Rs. 10/- each. The Board of Directors of the Company in their meeting held on 30th May, 2016 decided that, the Company is required to infuse more funds by way of capital for the strategic business expansion in future and hence it is proposed to increase the Authorized Capital of the Company, subject to requisite approvals and consents of the Members of the Company. In view of the earlier mentioned reason, the Authorised Share Capital of the Company needs to be increased from Rs. 302,500,000 (Rupees Thirty Crores Twenty Five Lacs) divided into 30,250,000 (Three Crore Two Lac Fifty Thousand only) Equity Shares of Rs. 10/- each to Rs. 1,000,000,000.00 (Rupees One Hundred Crores) divided into 100,000,000 (Ten Crores) Equity Shares of Rs. 10/- each by creation of additional Rs. 697,500,000.00 (Rupees Sixty Nine Crores Seventy Five Lacs Only) Equity Shares of Rs. 10/- ranking pari passu in all respect with the existing Equity Shares. Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No. 17 contained in the Notice convening the AGM. Your Directors recommend the Resolutions set out at Sl.No.17 for the approval of the Members of the Company. A copy of the Memorandum of Association together with the 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 (except Saturday) from the date hereof upto the date of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Item No. 17:

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub- rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non- convertible debentures on private placement, the company shall obtain previous approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes, the Board, which term shall include any Committee constituted by the Board, may at an appropriate time, offer or invite subscription for secured, redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par. Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No.1of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 17 of the Notice.

The Board commends the Special Resolution set out at Item No.17 of the Notice for approval by the members.

Date:30.05.2016
Place: Kolkata

By Order of the Board

Sd/-
Rozy Jain
Company Secretary

MODI UDYOG LIMITED

"WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR KOLKATA WB 700001

Phone : +91 33 2231 9135, 2262 4943, Fax: +91 33 40014642

Email: modiudyog ltd@gmail.com, Website: www.modiudyog.com

CIN: L51226WB1982PLC035312

ATTENDANCE SLIP
THIRTY FORTH ANNUAL GENERAL MEETING,
MONDAY, AUGUST 01, 2016

DP Id.	
Client Id./Regd. Folio No.	
Name and Address of the Sole/First Member	
Joint Holder 1	
Joint Holder 2	
No. of Share(s) held	

I/We hereby record my/our presence at the Thirty Forth Annual General Meeting of the Company at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal, on Monday 01 August, 2016 at 12.00 P.M

Member's Folio/DP ID- Client ID No.	Member's/ Proxy's name in Block Letters	Member's/ Proxy's Signature

NOTES:

1. Please Complete the Folio/DP ID Client ID No. and name of the Member/Proxy, Sign this attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for Reference at the meeting.

MODI UDYOG LIMITED

"WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR KOLKATA WB 700001

Phone : +91 33 2231 9135, 2262 4943, Fax: +91 33 40014642

Email: modiudyog ltd@gmail.com, Website: www.modiudyog.com

CIN: L51226WB1982PLC035312

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered Address:	
Email Id:	
Folio No./DP ID-Client ID No	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1	Name: _____ Address: _____ Email Id: _____ Signature: _____ or failing him;
2	Name: _____ Address: _____ Email Id: _____ Signature: _____ or failing him;
3	Name: _____ Address: _____ Email Id: _____ Signature: _____ or failing him;

As my / our proxy to addend and vote (on a poll) for me / us and on my/ our behalf at the Thirty Forth Annual General Meeting of the Company, to be held on Monday, August, 1 2016 at 12.00 P.M. The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description of Resolution	For	Against
1.	Consider and adopt: Audited Financial Statement, Reports of the Board of Directors and Auditors		
2.	Appointment of Auditor		
3.	Appoint Mr. Sumit Soni (DIN: 07509280), as an Independent Director for a period of five years		
4.	Appoint Ms. Richa Shukla (DIN: 07506239) as an Women Independent Director for a period of five years		
5.	Re-appointment of Mr. Monoranjan Roy (DIN : 02275811), Who was appointed as a Whole Time Director in Board Meeting subject to the approval of shareholder as Whole Time Director for aperiod of five year.		
6.	Re-appoint Mr. Subrata Basu (DIN: 06758717), who was appointed as a additional director as an Director of the Company		
7.	Re-appoint Mr. Partho Basu (DIN: 06758717), who was appointed as a additional director as an Director of the Company		
8.	Adoption Of New Set Of Memorandum Of Association		
9.	Adoption of New set of Articles of Association of the Company		
10.	Approval For Material Related Party Transactions		
11.	Approval Of Borrowing Limits Of The Company		
12.	Creation Of Charges		
13.	Acceptance Of Deposits From Members and Public		
14.	Change of Registered office of the Company		
15.	Change of Name of the Company		
16.	Increase of Authorised Capital:		
17.	Issue of Non-Convertible Debenture		

Signed this _____ day of _____, 2016

Signature of Shareholder: _____

Signature of First Proxy holders: _____

Affix Revenue Stamp

- Note:
1. THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 7, RED CROSS PLACE, "WELLESLEY HOUSE" 3RD FLOOR, KOLKATA – 700 001, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Forth Annual General Meeting.

MODI UDYOG LIMITED

"WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR KOLKATA WB 700001

Phone : +91 33 2231 9135, 2262 4943, Fax: +91 33 40014642

Email: modiudyogLtd@gmail.com, Website: www.modiudyog.com

CIN: L51226WB1982PLC035312

ANNEXURE TO THE NOTICE DATED 30TH MAY, 2016, OF THE 34TH ANNUAL GENERAL MEETING TO BE HELD ON MONDAY 01ST AUGUST, 2016

1. Name:	
2. Registered Address of the Sole/First Named Shareholder:	
3. Name of the joint Shareholder(s), if any:	
4. Registered Folio No./ DP ID No. /Client ID No. (*Applicable to investors Holding shares in demat form):	
5. Number of Share(s) held :	

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on Monday 01st August, 2016 at 12: 00 PM at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password
104300	Use Existing	Use Existing

The E-voting facility will be available during the following voting period:

Commencing Period of E-voting	End of E-voting
29 th July, 2016 at 09:00 A.M. (IST)	31 st July, 2016 at 5:00 P.M. (IST)

Please read the instructions given at Note No. 15 of the Notice of the 34th Annual General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 30th May, 2016 for the 34th Annual General Meeting to be held on 01st August, 2016.

Date: 30.05.2016
Place: Kolkata

By Order of the Board
For Modi Udyog Limited
Sd/-
Rozy Jain
Company Secretary

MODI UDYOG LIMITED

"WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR KOLKATA WB 700001

Phone : +91 33 2231 9135, 2262 4943, Fax: +91 33 40014642

Email: modiudyogLtd@gmail.com, Website: www.modiudyog.com

CIN: L51226WB1982PLC035312

ROUTE MAP

