

**NOTICE**

Notice is hereby given that the **23<sup>rd</sup> Annual General Meeting** of the members of **MODEX INTERNATIONAL SECURITIES LIMITED** (the "Company") will be held on Saturday, 23<sup>rd</sup> September, 2017 at Bhati Farms, Village Bhati, Mehrauli, Delhi-110030 at 12.00 noon to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone and consolidated Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2017, the Audited Balance Sheet as at that date and the Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dharmendra Kumar Arora, Whole-Time Director (**DIN: 00234555**), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors, and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and such other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Prakash and Santosh, Chartered Accountants (Firm Registration No. 000454C), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e. the 23<sup>rd</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

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

**"RESOLVED THAT** in supersession to the earlier resolution passed by the shareholders of the Company on 20<sup>th</sup> September, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and/or committee which the Board may have constituted or

hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time any sum or sums of money (in foreign currency or Indian Rupee), on such terms and conditions and with or without security as the Board may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any point of time exceed the limit of Rs. 50 Crores (Rupees Fifty Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

5. To re-appoint/confirm Mr. Dharmendra Kumar Arora (DIN: 00234555), as a Whole-Time Director, for a period of three years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company (the "Board") at its meeting held on 1st October, 2016, and subject to the approvals, permissions, sanctions, as may be required and terms and conditions, as may be prescribed by any of the Statutory Authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment/confirmation of Mr. Dharmendra Kumar Arora (DIN: 00234555), Key Managerial Personnel, as a Whole-Time Director of the Company, for a period of three years with effect from 1st October, 2016, liable to retire by rotation.

**RESOLVED FURTHER THAT** subject to such approvals as may be required, the Company hereby accords its approval for payment of an overall remuneration of a sum of Rs. 21,00,000 per annum to Mr. Dharmendra Kumar Arora, Whole-Time Director of the Company for a period of three years, as set out in the draft of the agreement to be entered into between the Company and Mr. Dharmendra Kumar Arora, for his re-appointment as Whole-Time Director of the Company, a copy whereof duly initialled by the Chairman for the purpose of identification and placed before the meeting.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and / or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and / or to the extent as may be required, by the concerned authority, if any, while according their approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including making of an application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and / or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

6. To re-appoint/confirm Mr. Pavan Sachdeva (DIN: 00257402), as a Whole-Time Director, for a period of three years and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company (the “Board”) at its meeting held on 1st October, 2016, and subject to the approvals, permissions, sanctions, as may be required and terms and conditions, as may be prescribed by any of the Statutory Authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for the re-appointment/confirmation of Mr. Pavan Sachdeva (DIN: 00257402), Key Managerial Personnel, as a Whole-Time Director of the Company, for a period of three years with effect from 1st October, 2016, liable to retire by rotation.

**RESOLVED FURTHER THAT** subject to such approvals as may be required, the Company hereby accords its approval for payment of an overall remuneration of a sum of Rs. 9,00,000 per annum to Mr. Pavan Sachdeva, Whole-Time Director of the Company for a period of three years, as set out in the draft of the agreement to be entered into between the Company and Mr. Pavan Sachdeva, for his re-appointment as Whole-Time Director of the Company, a copy whereof duly initialled by the Chairman for the purpose of identification and placed before the meeting.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and / or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act

and / or to the extent as may be required, by the concerned authority, if any, while according their approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including making of an application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and / or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

**For and on behalf of the Board of Directors of  
Modex International Securities Limited**

**Place: New Delhi  
Date: 9<sup>th</sup> August, 2017**

**Sd/-  
Dharmendra Kumar Arora  
Whole-Time Director  
DIN: 00234555**

**NOTES:**

- 1. IN TERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN BE A PROXY FOR MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE MEETING IS ENCLOSED.**
2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting..
3. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

5. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/ re- appointment at the Meeting, form integral part of the notice. The Directors have furnished the requisite declarations for the appointment/re-appointment/continuation.
6. Mr. Navneet Arora, Managing Partner at Navneet K. Arora & Co LLP, E-81, LGF, Near Geeta Bhawan Mandir, Malviya Nagar, New Delhi- 110017, or failing him Mr. Arvinder Singh Kindra, Designated Partner at Navneet K. Arora & Co LLP, E-81, LGF, Near Geeta Bhawan Mandir, Malviya Nagar, New Delhi- 110017 has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.modexindia.com](http://www.modexindia.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com), immediately after the results are declared by the Chairman.
8. The Register of Members and Share Transfer Books of the Company will remain closed from, **17th September, 2017 to 23rd September, 2017** (both days inclusive).
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
10. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Share Transfer Agent, **M/s MAS Services Limited, T - 34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020**. Members holding shares in electronic mode must intimate the change in their address if any to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
11. Members who have not encashed their dividend warrant out of Interim Dividend declared by the Company on 14th July, 2016 for the financial year 2016-17 are requested to make their claims to the Company's Registrar and Share Transfer Agent, **M/s MAS Services Limited, T - 34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020** without any further delay.
12. Members who are holding shares in more than one Folio are requested to intimate the Secretarial Department of the Company, about the details of their folio numbers for consolidation into a single folio.
13. Members desirous of having any information regarding accounts are requested to address their queries to the Company at the Registered Office of the Company at least seven days before the date of the Meeting, so that the requisite information is made available at the Meeting.
14. 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 the PAN to their Depository Participant with

whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

15. As an austerity measure, copies of the Annual Report of the Company will not be distributed at the Meeting. Members are requested to bring their copies to the Meeting.
16. Electronic copy of the Annual Report for 2016-2017, is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.
17. Members may also note that the Notice of the **23<sup>rd</sup> Annual General Meeting** and the Annual Report for 2016-2017 will also be available on the Company's website [www.modexindia.com](http://www.modexindia.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests by an e-mail to the Company at [investors@modexindia.com](mailto:investors@modexindia.com).

**INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

**Instructions for shareholders voting electronically are as under:**

- In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited. Instructions for e voting are given below:
  - 1) The voting period begins on **20th September, 2017** at 9:00 a.m. and ends on **22nd September, 2017** at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **16th September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - 2) Shareholders who have already voted prior to the Meeting ate would not be entitled to vote at the Meeting venue.
  - 3) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 4) Click on Shareholders.
  - 5) Now Enter your User ID
    - For CDSL: 16 Digits Beneficiary ID,

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

6) Next enter the Image Verification as displayed and Click on Login.

7) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

8) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number given in the Attendance Slip, PAN field.</li> <li>• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in Instruction (5).</li> </ul>

9) After entering these details appropriately, click on SUBMIT tab.

10) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12) Click on the EVSN for the relevant 'MODEX INTERNATIONAL SECURITIES LIMITED' on which you choose to vote.

13) On the voting page, you will see RESOLUTION DESCRIPTION and against the same the option YES/NO for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

14) Click on the RESOLUTIONS FILE LINK if you wish to view the entire Resolution details.

15) After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.

16) Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.

17) You can also take a print of the votes cast by clicking on Click here to print option on the Voting page.

18) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password tab and enter the details as prompted by the system.

**19) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android and IOS based mobiles. The m-Voting app can be downloaded from Google Play Store or App Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

- **Note for Non – Individual Shareholders and Custodians:**

a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.



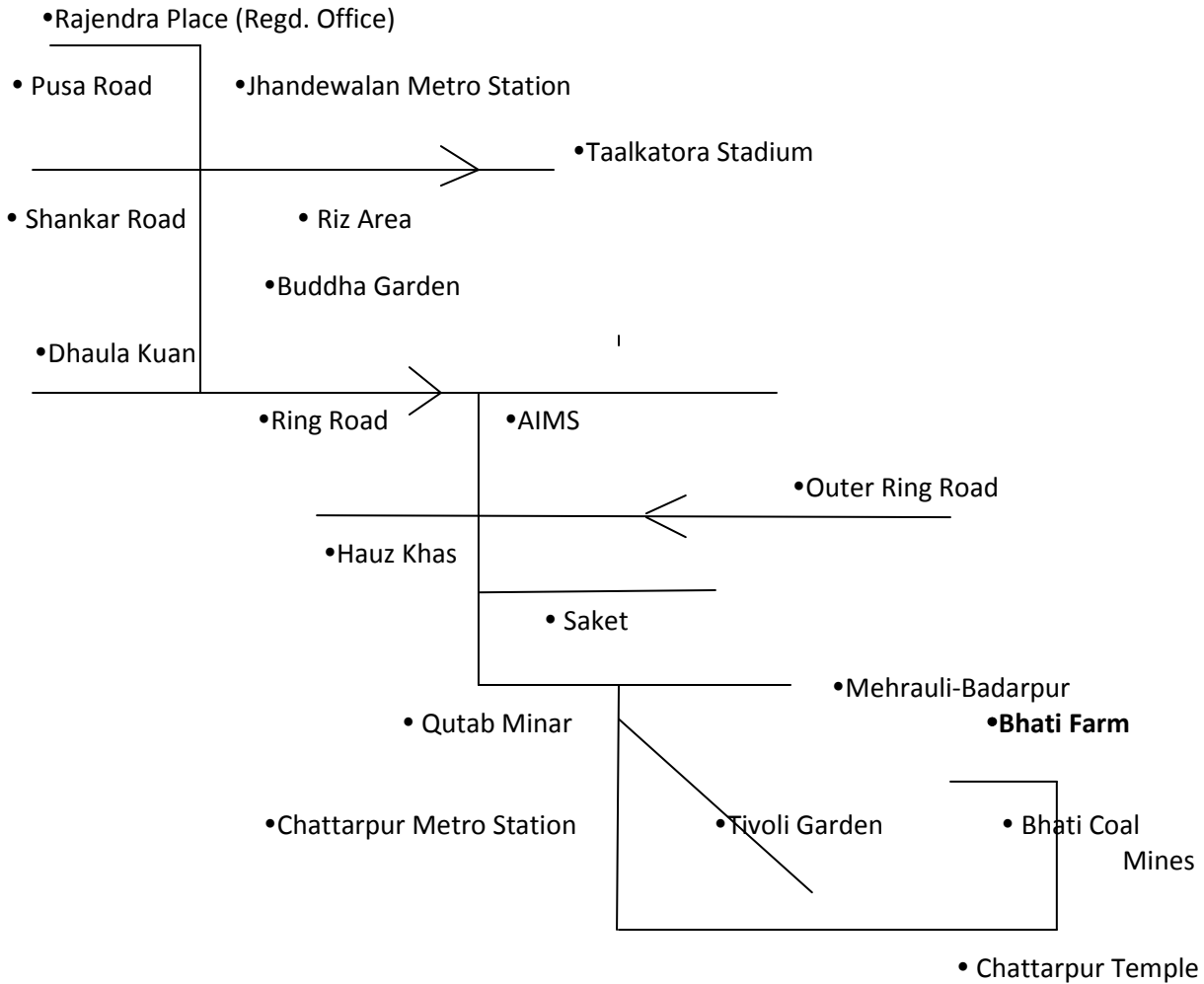
f) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For and on behalf of the Board of Directors of  
Modex International Securities Limited**

**Place: New Delhi  
Date : 9<sup>th</sup> August, 2017**

**Sd/-  
Dharmendra Kumar Arora  
Whole-Time Director  
DIN: 00234555**

**ROUTE MAP FROM REGISTERED OFFICE, RAJENDRA PLACE TO VENUE OF AGM, BHATI FARM, MEHRAULI.**



**A STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4:**

As per the provisions of the Section 180 (1) (c) of the Companies Act, 2013, approval of the shareholders is required for authorizing the Board of Directors to borrow money/moneys, where the amount to be borrowed together with the amount already borrowed by the Company exceeds the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

The shareholders of the Company have already accorded their approval to the Board of Directors of the Company to borrow money/moneys upto an amount of Rs. 25 Crores by passing a Special Resolution on 20<sup>th</sup> September, 2014.

The Company carries on the business of stock and share broking and its allied matters. In the capital market, there are enormous transactions leading to huge fluctuations and ultimately to uncertainty and risk. So as to ensure the liquidity of the Company and adequate availability of additional fund requirement and working capital, it is necessary that the Board of Directors have sufficient borrowing powers. Accordingly, it is now proposed to enhance the said borrowing limit from Rs. 25 Crores to Rs. 50 Crores.

Accordingly, consent of the Members is sought by way of an Special Resolution as set out in Item 4 of the Notice for increasing the borrowing limits of the Board under Section 180 (1) (c) of the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

**Item No. 5:**

Mr. Dharmendra Kumar Arora (DIN: 00234555), 55, is a Key Managerial Personnel of the Company appointed as Whole-Time Director of the Company. He was re-appointed as Whole-Time Director of the Company for a period of 3 years with effect from 1<sup>st</sup> October, 2013 at the Board Meeting held on 8<sup>th</sup> August, 2013. Unless re-appointed, he would cease to be the Whole-Time Director of the Company on 30<sup>th</sup> September, 2016. Being eligible, he has offered himself for re-appointment. The Board of Directors of the Company at its meeting held on 1<sup>st</sup> October, 2016 have approved re-appointment of Mr. Dharmendra Kumar Arora as Whole-Time Director of the Company for a period of three years with effect from 1<sup>st</sup> October, 2016 till 30<sup>th</sup> September, 2019 at a monthly remuneration of Rs. 175,000/- (Rupees One Lakh Seventy Five thousand only), whether paid as Salary, allowance(s), perquisites or a combination thereof as recommended by Audit Committee and Nomination and Remuneration Committee.

The Company has received from Mr. Dharmendra Kumar Arora (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules,

2014 and (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (3) a notice in writing disclosing his concerns or interests in Form MBP-1 pursuant to Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 184 (1) of the Companies Act, 2013. A brief profile of Mr. Dharmendra Kumar Arora seeking re-appointment, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairman

ship of the Committees of the Board of Directors and the particulars of the shareholding as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is appended to the Notice. The Board is of the opinion that his re-appointment, if made, will prove beneficial for the development and growth of the Company. The Board recommends the resolution as set out in the Notice for the consideration and approval of the members at the ensuing Annual General Meeting. A copy of the terms and conditions governing the re-appointment of Mr. Dharmendra Kumar Arora as Whole-Time Director is available for inspection by the members during business hours on any working day before the date of Annual General Meeting and shall also be placed before the meeting for the approval of the members.

No Director, Key Managerial Personnel or their relatives, except Mr. Dharmendra Kumar Arora, to whom the resolution relates, is interested or concerned in this resolution.

**Item No. 6:**

Mr. Pavan Sachdeva (DIN: 00257402), 58, is a Key Managerial Personnel of the Company appointed as Whole-Time Director of the Company. He was re-appointed as Whole-Time Director of the Company for a period of 3 years with effect from 1<sup>st</sup> October, 2013 at the Board Meeting held on 8<sup>th</sup> August, 2013. Unless re-appointed, he would cease to be the Whole-Time Director of the Company on 30<sup>th</sup> September, 2016. Being eligible, he has offered himself for re-appointment. The Board of Directors of the Company at its meeting held on 1<sup>st</sup> October, 2016 have approved re-appointment of Mr. Pavan Sachdeva as Whole-Time Director of the Company for a period of three years with effect from 1<sup>st</sup> October, 2016 till 30<sup>th</sup> September, 2019 at a monthly remuneration of Rs. 75,000 (Rupees Seventy Five thousand only), whether paid as Salary, allowance(s), perquisites or a combination thereof as recommended by Audit Committee and Nomination and Remuneration Committee.

The Company has received from Mr. Pavan Sachdeva (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (3) a notice in writing disclosing his concerns or interests in Form MBP-1 pursuant to Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 184 (1) of the Companies Act, 2013. A brief profile of Mr. Pavan Sachdeva seeking re-appointment, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairmanship of the Committees of the Board of Directors and the particulars of the shareholding as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is appended to the Notice. The Board is of the opinion that his re-appointment, if made, will prove beneficial for the development and growth of

the Company. The Board recommends the resolution as set out in the Notice for the consideration and approval of the members at the ensuing Annual General Meeting. A copy of the terms and conditions governing the re-appointment of Mr. Pavan Sachdeva as Whole-Time Director is available for inspection by the members during business hours on any working day before the date of Annual General Meeting and shall also be placed before the meeting for the approval of the members.

No Director, Key Managerial Personnel or their relatives, except Mr. Pavan Sachdeva, to whom the resolution relates, is interested or concerned in this resolution.

**For and On behalf of the Board of Directors of  
Modex International Securities Limited**

**Place: New Delhi  
Date : 9<sup>th</sup> August, 2017**

**Sd/-  
Dharmendra Kumar Arora  
Whole-Time Director  
DIN: 00234555**

**BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT / CONFIRMATION AT THE ENSUING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, READ WITH SECRETARIAL STANDARD 2 AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.**

PARTICULARS	PROFILE OF THE DIRECTOR	
Name of the Director	Mr. Dharmendra Kumar Arora	Mr. Pavan Sachdeva
DIN	00234555	00257402
Date of Birth	05/09/1961	01/03/1959
Age (in years)	55 years	58 years
Educational Qualification	B.Com (H), C.A.	B.Com, C.A Inter
Date of Re-appointment/ Confirmation	01/10/2016	01/10/2016
Date of first appointment in the Company	07/02/1995	01/11/2011
Category of the Director	Whole-Time Director	Whole-Time Director
Terms and Conditions of re- appointment / confirmation along with the details of remuneration sought to be paid	<p>He was re-appointed as a Whole-Time Director at the Board meeting held on 1<sup>st</sup> October, 2016.</p> <p>He shall be liable to retire by rotation and shall draw remuneration at Rs. 21,00,000 p.a. excluding annual performance linked incentives and shall not be eligible to get any sitting fees for attending the meetings of the Board and Committees of the Board of Directors of the Company. He shall perform such functions and duties as provided in the Companies Act, 2013 and the Rules made thereunder.</p>	<p>He was re-appointed as a Whole-Time Director at the Board meeting held on 1<sup>st</sup> October, 2016.</p> <p>He shall be liable to retire by rotation and shall draw remuneration at Rs. 9,00,000 p.a. excluding annual performance linked incentives and shall not be eligible to get any sitting fees for attending the meetings of the Board and Committees of the Board of Directors of the Company. He shall perform such functions and duties as provided in the Companies Act, 2013 and the Rules made thereunder.</p>
Remuneration last drawn, if any	Rs. 72,000 per month	Rs. 72,000 per month
No. of Board Meetings attended during the period	13	4
Expertise in specific functional areas	Has rich and extensive 35 years experience in the field of Audit, Income Tax, Financial	Has overall experience of 27 years which includes 10 years of experience in Tax and

	Consultant, and Corporate Advisory. He has an in- depth knowledge and strong understanding of various intricacies of Securities Market and Financial Services.	Accounts and 17 years experience in Real estate Market of NCR by proving his mettle in Capital market.
<b>Directorship held in other public companies (excluding foreign companies) as on 31/03/2017</b>	1) Earthcon Promoters Ltd.	1) All Heaven Holding and Estates Ltd. 2) Earthcon Promoters Ltd. 3) Shivraj India Ltd.
<b>Membership/Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)as on 31/03/2017</b>	Nil	Nil
<b>Shareholding in Modex International Securities Limited (MISL)</b>	50.00%	25.00%
<b>Relationships inter-se between Directors, Key Managerial Personnel and Mangers of the Company</b>	Nil	Nil