



**Annual Report**  
**2022-23**

**MODI NATURALS LIMITED**

# Board of Directors

**Mr. Anil Modi**

*Chairman & Managing Director*

**Mr. Akshay Modi**

*Jt. Managing Director*

**Mrs. Aditi Modi**

*Whole Time Director*

**Mr. Sudhir Shankar Halwasiya**

*Independent Director*

**Mr. Sulabh Singal**

*Independent Director*

**Mr. Alok Garg**

*Independent Director*

**Chief Financial Officer**

Mr. Pradeep Kapoor

**Company Secretary**

Mr. Ankit Agarwal

**Statutory Auditors**

K. K. Jain & Co.  
Chartered Accountants  
New Delhi

**Registrars & Transfer Agents**

Skyline Financial Services Pvt. Ltd.  
D-153A, Okhla Industrial Area  
Phase-I, New Delhi-110020  
[www.skylinerta.com](http://www.skylinerta.com)

**Registered Office**

405, Deepali Building  
92, Nehru Place, New Delhi-110 019  
Tel: 011-41889999  
[www.modinaturals.com](http://www.modinaturals.com)

**Corporate Office**

D-185 / 1B & 1C,  
2<sup>nd</sup> Floor, Okhla Phase-I  
New Delhi-110 020  
Tel: 011-41889999

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## Message to Shareholders



I would like to present to you the Annual Report FY 2022-23 of the Company.

*"The performance for FY23 has been relatively soft owing to many challenges faced on account of the war in Ukraine and the consequent volatility in oil and other commodities, government-imposed stock limits on retailers and wholesalers.*

*The continued reduction in oil prices has impacted the performance of our bulk oil business.*

*Going forward, demand has recovered as the stock limits imposed on retailers and wholesalers have been removed. Section trials of our ethanol distillery have started, and we expect to commission the unit in September 2023. On the foods business, we continue to extend our offerings and focus on distribution expansion and are very optimistic of high growth in this segment.*

***The upcoming financial year should be a watershed year for the company. This year our new ethanol distillery will commence production and contribute significantly to the top line and bottom line. We expect strong growth in the branded business due to the launch of new food products and further distribution expansion. Our bulk oil business should go back to profitability this year with oil prices stabilizing.***

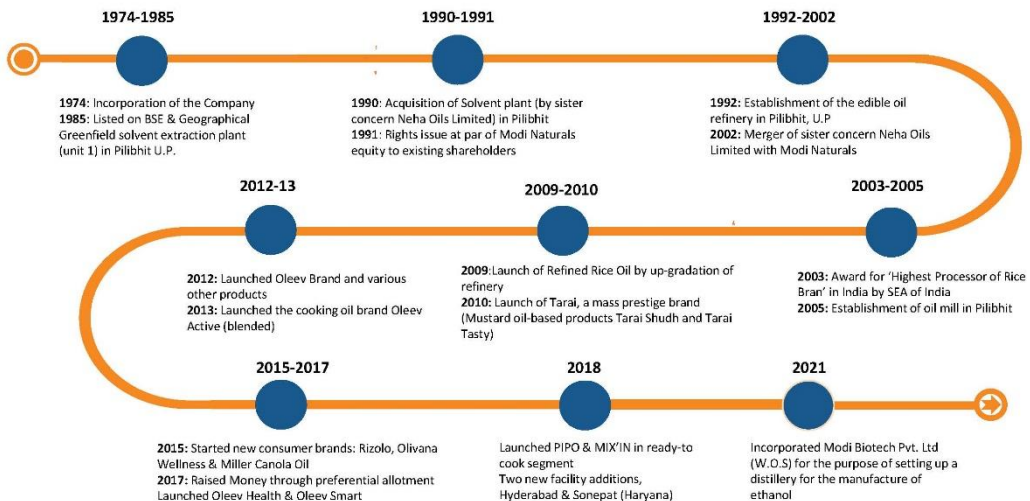
*In a nutshell, we are extremely enthusiastic about the company's prospects going forward."*

I would like to take this opportunity to thank the Board of Directors and our advisors for their continued guidance and trust. I would also like to thank our shareholders and customers for their unwavering support and faith in us and for making Modi Naturals, India's leading FMCG company. I look forward to your continued support while we remain committed to delivering quality and sustainable growth.

**Akshay Modi**

Jt. Managing Director  
DIN: 03341142

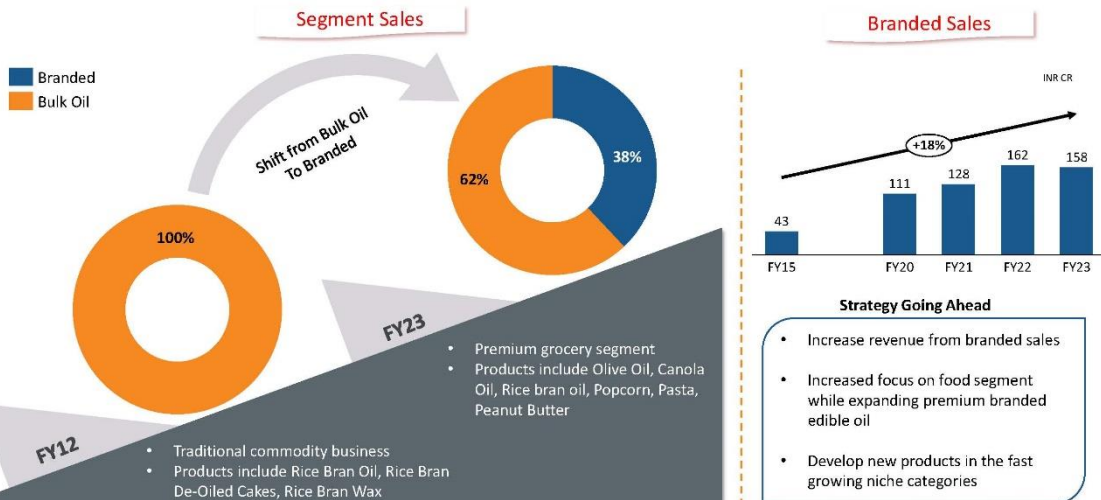
## Our Journey



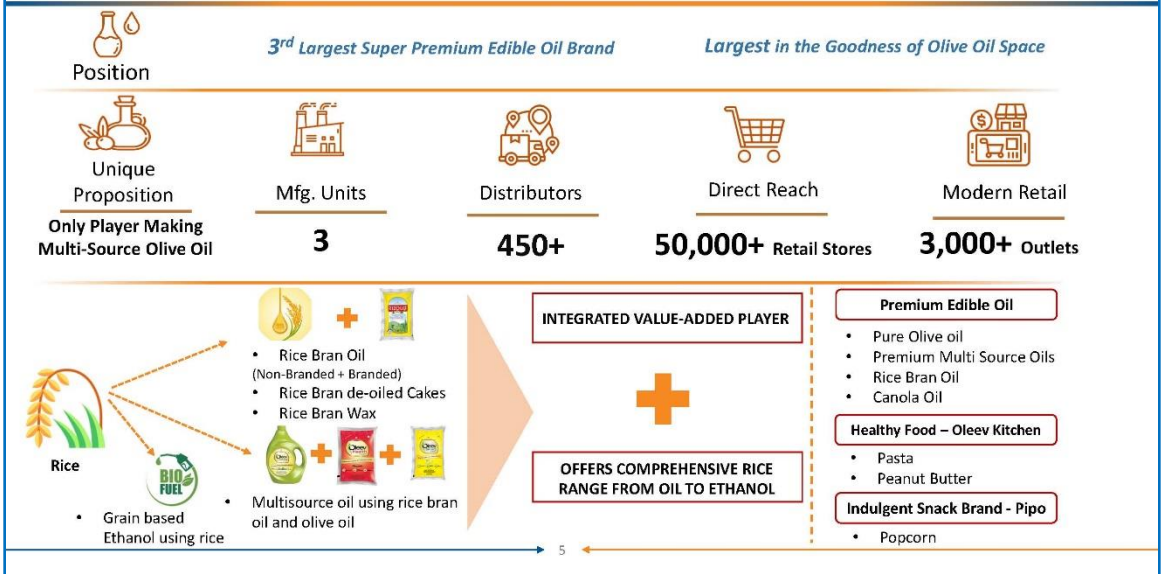
W.O.S – Wholly Owned Subsidiary

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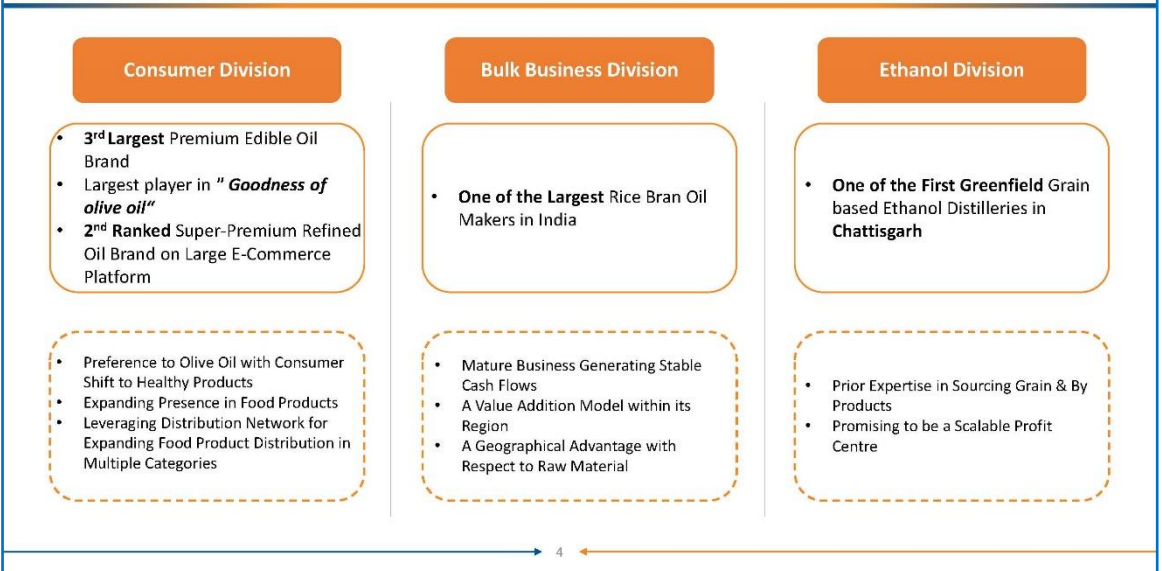
## Transforming Into A Multi Brand FMCG Company



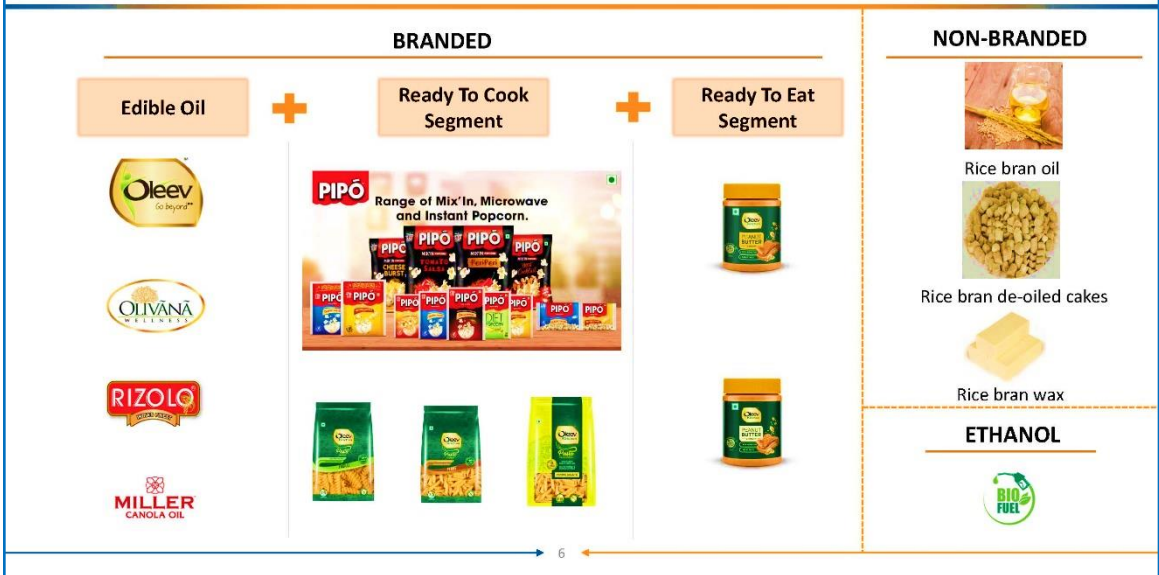
## Modi Naturals - At A Glance



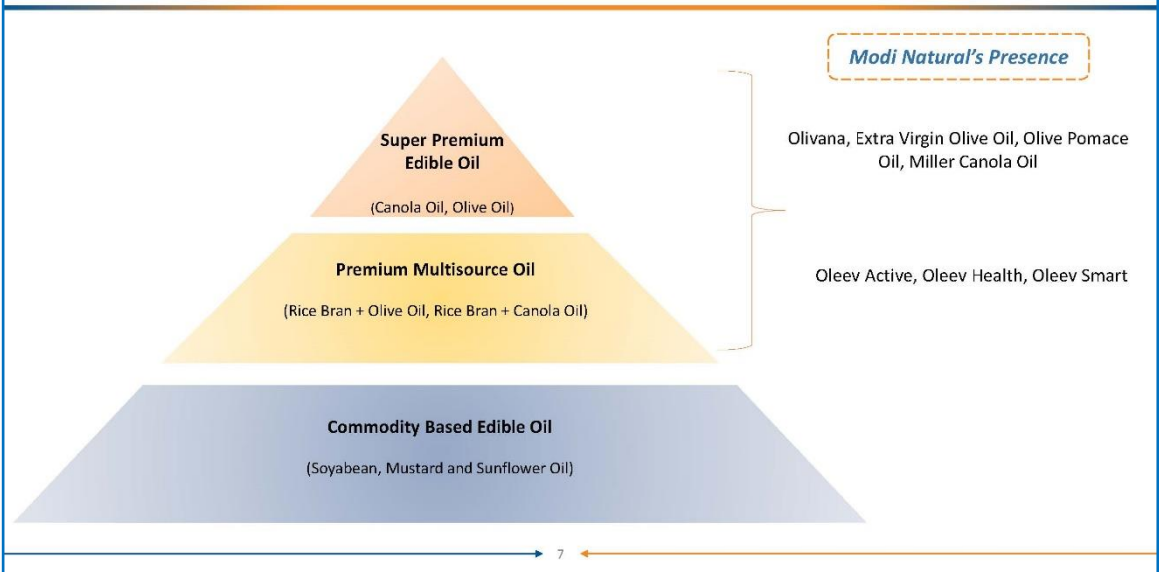
## Business Verticals



## Product Portfolio



## Consumer Business



## De-coding the Ethanol Business

Ethanol made from surplus and damaged food grain such as broken or surplus rice instead of molasses. Rice as a product is best understood due to the traditional rice bran oil business

Husk is used as a fuel for the plant, saving power and fuel cost

Plant is located in Chhattisgarh which is the only state that gets 3 crops in a year

Close proximity to procurement of raw materials saves transport costs and enhances margins

- Received an approval for 210 KLD distillery
- The investment over the next 2 years is expected to be ~Rs 250 cr, with the 1<sup>st</sup> phase of 110 KLD being completed within a year with an investment of Rs 160 cr
- Section-wise trials have begun. Aim to start production in Q2FY24

### Key Advantages

High Margin Product

Government Incentives

Low Cost of Production



Large Demand Supply gap

Proximity to Petroleum Depot

Environment Friendly

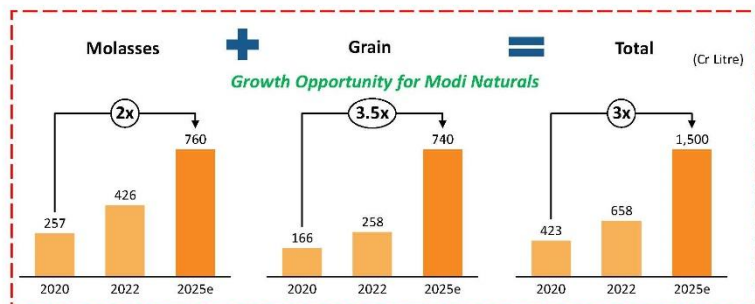
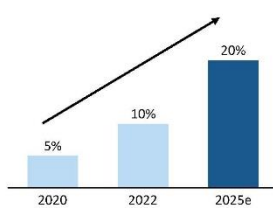
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## Ethanol – a step Towards “Growth.....!”

### Increasing Blending Rate

has led to

### Increased Production Capacity



The above requires grain capacity to treble over the next 3 years as molasses-based ethanol is relatively limited without large scale diversion of sugar which will hamper food security

### ADVANTAGES

Environment Friendly

Supports sugarcane, maize & rice farmers

Cuts Oil Import Bills

Increases investment & job creation in rural areas

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## Lara Dutta- Brand Ambassador for Oleev Brand

- Oleev has appointed former Miss Universe and actor, Lara Dutta as the brand ambassador for their range of olive and multisource cooking oils
- In the latest brand campaign released in Dec 2021, campaign has featured Lara Dutta's proactive approach to a healthy lifestyle while portraying multiple roles
- She is shown juggling between her professional and personal responsibilities and playing the most pivotal role of maintaining her family's health by being mindful of her cooking choices
- This defines a new era for the brand and reflects the brand positioning statement '*Behtar Kal Ki Shuruaat, Aaj Se*'



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## Performance Highlights



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## NOTICE

Notice is hereby given that the Forty-ninth Annual General Meeting of Modi Naturals Limited will be held on **Saturday, 30<sup>th</sup> September, 2023, at 2:30 P.M.**, through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 and the reports of the Auditors thereon, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
  - a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended 31<sup>st</sup> March 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March 2023, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Mr. Anil Modi (DIN:00187078), who retires by rotation as a Director and being eligible offers himself for reappointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Modi (DIN: 00187078), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS

3. **Regularization of Appointment of Statutory Auditor to fill casual vacancy:**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** appointment of M/s. Doogar & Associates, Chartered Accountants, (ICAI FRNo. – 000561N) as Statutory Auditors by the Board of Directors at its meeting held on 05.09.2023 to fill in the causal vacancy caused on account of resignation of M/s K. K. Jain & Co., Chartered Accountants, (ICAI FRN-002465N), the erstwhile Auditors be and is hereby approved at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee in consultation with the Auditors and duly approved 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 such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary return with the Registrar of Companies and to comply with all the requirements in this regard."

4. **Appointment of Statutory Auditor:**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Doogar & Associates, Chartered Accountants, (ICAI FRN – 000561N), be and are hereby appointed as the Statutory Auditor of the Company, to hold the office for a tenure of 5 (five) years, from the conclusion of 49<sup>th</sup> Annual General Meeting till the conclusion of 54<sup>th</sup> Annual General Meeting to be held in the year 2028, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved 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 such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary return with the Registrar of Companies and to comply with all the requirements in this regard."

## 5. Ratification of remuneration payable to Cost Auditors

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that the remuneration of 70,000/- (₹ Seventy Thousand only) plus Goods and Service Tax and out of pocket expenses, if any, payable to M/s. Manisha & Associates (FRNo.: 000321), Cost Accountants, who was appointed as the Cost Auditors of the Company for the Financial Year 2023-24 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified.”

### Registered Office:

405, Deepali Building, 92,  
Nehru Place, New Delhi-110019  
CIN: L15142DL1974PLC007349

for and on behalf of the Board

Sd/-  
**Anil Modi**

Chairman & Managing Director  
DIN – 00187078

05 September 2023, New Delhi

### NOTES:

- (a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out at Items no. 3 to 5 of the accompanying Notice is annexed hereto.
- (b) The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without physical presence of the members at a common venue for the calendar year 2023. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the 49<sup>th</sup> AGM will be the registered office of the Company.
- (c) **In terms of SEBI’s Circular dated 16<sup>th</sup> March 2023, it is mandatorily required for all members holding shares in physical mode to furnish PAN, KYC details (Address proof, Bank details, E-mail address and Mobile Number) and Nomination for all eligible folios to the RTA. The folios, wherein any of the cited documents /details are not made available on or after 01<sup>st</sup> October 2023, shall be frozen by the RTA.**

Shareholders of physical securities are requested to take note of the same and furnish their KYC details at the earliest to the Company’s RTA. The relevant forms for update of KYC are available on the websites of the Company at ‘www.modinaturals.com’ and the Company’s RTA at ‘www.skylinertal.com’. The Company, through the RTA, has sent individual letters, along with the relevant forms to the shareholders of physical securities with incomplete KYC details, requesting them to furnish/update their KYC details at the earliest.

Members, holding shares in electronic form, are requested to submit the details to their respective DPs only and not to the Company. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after 31 December 2025.

- (d) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Secretarial Standard -2 issued by ICSI, in respect of Director(s) seeking appointment/re-appointment at this AGM is annexed hereto.
- (e) Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (f) Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to investors@modinaturals.org on or before September 24, 2023.
- (g) The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.