

MODERN INDIA LIMITED

Registered Office: Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai-400011
CIN: L17120MH1933PLC002031, Website: www.modernindia.co.in, Tel no. +91 22 6744 4200,
e-mail ID: info@modernindia.co.in, FAX: 022 2307 5787/ 2300 4230

EOGM NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Modern India Limited will be held at the Registered Office of the Company at Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai 400 011 on **9**th **December, 2014** at 04.00 p.m. to transact the following business.

SPECIAL BUSINESS

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

Item no. 1

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, and all other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to Shri Sidhant Jatia (relative of Shri. Vijay Kumar Jatia, Chairman & Managing Director and Smt.Gauri Jatia, Director of the Company) to hold and continue to hold an office or place of profit in the Company as President of the Company for a period of 3 years with effect from 1st October, 2014 at an annual remuneration ranging from ₹45.00 Lacs per annum to ₹80.00 Lacs per annum but not exceeding ₹84.00 Lacs per annum on a cost to company basis spread over a period of 3 years as may be decided by the Board of Directors from time to time keeping in view the various perquisites provided including the amount of allowances, benefits, incentives, amenities, facilities and other perquisites provided by the Company or the cost whereof is borne by the Company, including leave encashment, contribution to provident fund, gratuity fund, superannuation fund, group insurance, etc. as are applicable to other employees in equivalent salary scale or grade.

RESOLVED FURHTER THAT the Board shall have the authority from time to time (a) to make applicable to Shri Sidhant Jatia such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote him to any higher position/designation or salary scale or grade in due course together with such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are applicable to other employees in equivalent salary scale or grade, with such annual increments as may be permissible under the rules or practices adopted by the Company or as the Board may deem fit and proper subject to the overall cost to the company not exceeding ₹84.00 Lacs per annum at any time."

Item no. 2

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 188 of the Companies Act, 2013, and all other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to Shri Mudit Jatia (relative of Shri. Vijay Kumar Jatia, Chairman & Managing Director and Smt. Gauri Jatia, Director of the Company) to hold and continue to hold an office or place of profit in the Company as President of the Company for a period of 3 years with effect from 1st October, 2014 at an annual remuneration ranging from ₹45.00 Lacs per annum to ₹80.00 Lacs per annum but not exceeding ₹84.00 Lacs per annum on a cost to company basis spread over a period of 3 years as may be decided by the Board of Directors from time to time keeping in view the various perquisites provided including the amount of allowances, benefits, incentives, amenities, facilities and other perquisites provided by the Company or the cost whereof is borne by the Company, including leave encashment, contribution to provident fund, gratuity fund, superannuation fund, group insurance, etc. as are applicable to other employees in equivalent salary scale or grade.

RESOLVED FURHTER THAT the Board shall have the authority from time to time (a) to make applicable to Shri. Mudit Jatia such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote him to any higher position/designation or salary scale or grade in due course together with such allowances,



benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are applicable to other employees in equivalent salary scale or grade, with such annual increments as may be permissible under the rules or practices adopted by the Company or as the Board may deem fit and proper subject to the overall cost to the company not exceeding ₹84.00 Lacs per annum at any time."

NOTES:

Dated: 18.10.2014

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special resolutions for the item no. 1 and 2 is annexed hereto. The said Resolutions and Explanatory Statement are being sent for approval of the Shareholders whose name appears in the Register of Members on 07.11.2014.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLCABLE.A proxy form is sent herewith.
- 3. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
- 4. The ISIN of the Equity Shares of ₹2/- each is INE251D01023.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a
 certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the
 Meeting.
- 6. Members are requested to bring along their Attendance Slip in the meeting
- 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.
- 8. The Notice of the EOGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL / NSDL.

Members can also cast their votes by giving assent or dissent through the Ballot Paper enclosed along with the notice. Details and Instructions for e-Voting are enclosed along with the Notice.

Company's website www.modernindia.co.in will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.

By Order of the Board of Directors

(Parind Badshah) Company Secretary FCS:5414

Address: Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai - 400011.

Registered Office: Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai - 400011.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT. 2013.

Item no 1

Shri. Sidhant Jatia was appointed as an Executive with effect from 1st October, 2012 by the Board of Directors in their meeting held on 26th October, 2012. His appointment and remuneration was approved by the Members through Special Resolution passed under erstwhile section 314 of the Companies Act, 1956 at the Annual General Meeting of the Company held on 23th July, 2013.

Shri. Sidhant Jatia is currently in charge of handling the subsidiaries of the Company and has also been given the authority to manage the operations of the Solar Power Plant which is being set up in Satara. In view of his active participation, business development and growth of his role in the day to day management of the Company, it is proposed to promote him as President and to increase his remuneration in line with the industry standards.

As per the provisions of section 188 of the Companies Act, 2013 and the Rules made thereunder, any appointment of a relative of director to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lacs rupees shall be made with the prior approval of the shareholders by a Special Resolution.

It is therefore proposed to obtain the permission of the Members to appoint Shri. Siddhant Jatia to an office or place of profit in the company under section 188 of the Companies Act, 2013 by passing a Special Resolution.

Approval of the Members in General Meeting is sought to comply with these provisions.

The particulars of the contracts/transactions, pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are as under:

1 Name of the related party : Sidhant Jatia.

2 Name of the director or Key managerial Personnel who is related : Shri. Vijay Kumar Jatia and Smt. Gauri Jatia

3 Nature of relationship : **Son**

4 Monetary value : Upto ₹ 84 Lacs

Nature, material terms and particulars of arrangement

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity payable at the rate not exceeding half a month's salary for each complete year of service.

Earned privilege leave at the rate of one month's leave for every eleven months of service. Shri. Sidhant Jatia can accumulate a maximum of 90 days leave, as per rules of the Company.

Provision of Car with driver for business of the Company and Telephone at the residence of Shri. Sidhant Jatia shall not be treated as perquisites.

Any other information relevant or important for the members to make a decision on the proposed transaction: Shri Sidhant Jatia is actively involved in the day to day activities of the Company and he is instrumental in setting up the Solar Power Plant. He is also handling the international business of export of construction material, luggage, textiles, etc. which is carried out through the subsidiary Modern International (Asia) Limited.

The memorandum of appointment and payment of remuneration to Shri. Siddhant Jatia is available for inspection on all working days during business hours at the registered office of the Company except on Saturday and Sunday.

Shri. Vijay Kumar Jatia and Smt. Gauri Jatia shall be regarded as interested in the said resolutions being relatives of Shri. Sidhant Jatia. None of the other directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution.

The Board recommends the said Special Resolution for your approval.

Item no. 2:

Shri. Mudit Jatia, Executive, was appointed as Executive w. e. f. 1st August, 2008 by the Shareholders at the 77th Annual General Meeting of the company held on 28th July, 2011, had pursuant to the provision of erstwhile Section 314 and other applicable provision if any of



the Companies Act, 1956, accorded their approval through Special Resolution to Shri. Mudit Jatia relative of Company's Directors Shri. Vijay Kumar Jatia and Smt. Gauri Jatia to hold and to continue to hold office or place of profit under the Company as its Executive at the salary and other allowances, perquisites, benefits and amenities as approved by the shareholders with effect from 1st August ,2008.

Shri. Mudit Jatia is currently in charge of handling the various business activities of Modern India Limited especially the development and execution of the Boisar project and also the proposed Re-development project of properties situated at Mahalaxmi, Mumbai.

In view of his active participation, business development and growth of his role in the day to day management of the Company, it is proposed to promote him as President and to increase his remuneration in line with the industry standards.

As per the provisions of section 188 of the Companies Act, 2013 and the Rules made thereunder, any appointment of a relative of director to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lacs rupees shall be made with the prior approval of the shareholders by a Special Resolution.

It is therefore proposed to obtain the permission of the members to appoint Shri. Mudit Jatia to an office or place of profit in the company under section 188 of the Companies Act, 2013 by passing a Special Resolution.

Approval of the members in General Meeting is sought to comply with these provisions.

The particulars of the contracts/transactions, pursuant to paragraph 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1 Name of the related party : Mudit Jatia.

2 Name of the director or Key managerial Personnel who is related : Shri. Vijay Kumar Jatia and Smt. Gauri Jatia

3 Nature of relationship : Son

4 Monetary value : Upto ₹ 84 Lacs

5 Nature, material terms and particulars of arrangement :

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity payable at the rate not exceeding half a month's salary for each complete year of service.

Earned privilege leave at the rate of one month's leave for every eleven months of service. Shri. Mudit Jatia can accumulate the maximum 90 days leave as per rules of the Company.

Provision of Car with driver for business of the Company and Telephone at the residence of Shri. Mudit Jatia shall not be treated as perquisites

Any other information relevant or important for the members to make a decision on the proposed transaction:

Shri. Mudit Jatia is actively involved in the day to day activities of Modern India Limited and he also handles the Joint development project at Boisar along with M/s Ashish Estate and Property Developers Limited and is very actively involved in the Re-development Project of properties situated at Mahalaxmi. Mumbai.

The memorandum of appointment and payment of remuneration to Shri. Mudit Jatia is available for inspection on all working days during business hours at the registered office of the company except on Saturday and Sunday.

Shri. Vijay Kumar Jatia and Smt. Gauri Jatia shall be regarded as interested in the said resolutions being relatives of Shri Mudit Jatia. None of the other directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution.

The Board recommends the said Special Resolution for your approval.

Dated: 18.10.2014

By Order of the Board of Directors

(Parind Badshah) Company Secretary FCS:5414

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Mahalaxmi, Mumbai - 400011.

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Dear Member,

Sub: Voting through electronic means

Pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Modern India Limited ("MIL" or "the Company") is offering e-Voting facility to its members in respect of the business to be transacted at the Extra Ordinary General Meeting scheduled to be held on 9th December, 2014 at 04.00 p.m.

The Company has engaged the services of Central Depository Services (India) Ltd as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

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

Commencement of e-Voting : 3rd December,2014

End of e-Voting : 5th December,2014

The cut-off date for the purpose of e-Voting is 07.11.2014

Please read the instructions printed overleaf before exercising the vote. This Communication forms an internal part of the Notice dated 18.10.2014 for the Extra Ordinary General Meeting scheduled to be held on 09.12.2014, Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

The Notice of the Extra Ordinary General Meeting and this Communication will also be available on the website of the Company at www.modernindia.co.in

Mumbai,

Dated: 18.10.2014

Yours faithfully For Modern India Limited Sd/-Parind Badshah

Company Secretary FCS:5414

Address : Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai-400011



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 3rd December, 2014 at 9.30 am and ends on 5th December, 2014 at 5.30 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 7th November, 2014, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-Voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * 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 folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held as on cut-off date.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.



- (x) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN for MODERN INDIA LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii)Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <u>www.evotingindia.com</u> and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details compliance user Id 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.
- The List of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to caste their vote.
- 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.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

The Board of Directors has appointed Ms. Jigyasa N. Ved, of M/s Parikh & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding Three (3) days from the conclusion of the e-Voting period unblock the votes in the presence of atleast 2 witnesses not in the employment of the Company and will make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting.

The result on the Resolutions shall be declared at or after the Extra Ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Extra Ordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

The results declared alongwith the Scrutinizer's report(s) will be available on the website of the Company (www.modernindia.co.in) within 2 days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited.



MODERN INDIA LIMITED

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Tel no. +91 22 6744 4200, Fax: 022 2307 5787 / 2300 4230

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP ld*	
Client Id*	
Folio No.	
No. of Shares	
	Shareholder: sence at the Extra Ordinary General Meeting of the Company held on Tuesday, 9th December, 2014 Centre Sane Guruji Marg, Mahalaxmi, Mumbai-400011
*Applicable for investor	rs holding shares in electronic form.
	Signature of Shareholder/Proxy



MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

MODERN INDIA LIMITED

Registered Office: Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai-400011. E-mail ID: <u>info@modernindia.co.in</u>, CIN: L17120MH1933PLC002031, Website: <u>www.modernindia.co.in</u> Tel No. +91 22 6744 4200, Fax: 022 2307 5787 / 2300 4230

ivallie (of the Member(s)				
Registe	ered address				
E-mail	Id				
DP ld*					
Folio N	lo./Client Id*		,		
I / We, be	eing the Member(s) of	fshares of Modern India Limite	ed, hereby app	oint:	
1	of _	having e-mail id	or failing him		
2	of _	having e-mail id	or failing him		
3	of .	having e-mail id			
Centre, S are indica	ane Guruji Marg, Mal ated below:	Meeting of the Company, to be held on Tuesday, 9th December alaxmi, Mumbai-400011 and at any adjournment thereof in in the manner as indicated in the box below			
Sr. No.	Resolution		For	Against	
1.	Consent for Prom	otion and increase in remuneration of Shri Sidhant Jatia		, ,	
2.	Consent for Prom	otion and increase in remuneration of Shri Mudit Jatia			
*Applicable for investor holding shares in electronic form. Signed this day of2014			Revenue Stamp One Rupee		
Notes:	e of first proxy holder		gnature of third		
		er to be effective should be duly completed and deposited a hours before the commencement of the meeting.	at the Register	ed Office of tl	
2. A Pro	oxy need not be a member of the Company.				
	son can act as proxy on behalf of the Member not exceeding fifty and holding in the aggregate not more than 10% of the to-				

- 3. A person can act as proxy on behalf of the Member not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4. This is only optional. Please put a "√" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.