

NOTICE

NOTICE is hereby given that the **86th Annual General Meeting** of the Members of Modern India Limited will be held on **Friday, the 21st day of August, 2020 at 4.00 pm** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) for the year ended 31st March, 2020, along with the reports of the Board and the Auditors thereon.
2. To appoint a Director in place of Smt.Gauri Jatia (DIN: 0096766) who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

CONSENT FOR RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI.SIDHANT JATIA- PRESIDENT OF THE COMPANY

“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 (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 for a period of 3 years as President of the Company with effect from 01st October, 2020

RESOLVED FURTHER THAT Shri Sidhant Jatia, President shall receive remuneration ranging from ` 84 lakhs p.a to ` 1.25 crores 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 an equivalent salary scale or grade.

RESOLVED FURTHER 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 an 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 an 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 ` .1.25 crores per annum at any time.”

Item no. 4

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

**CONSENT FOR RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SHRI. MUDIT JATIA-
PRESIDENT OF THE COMPANY**

“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 (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 for a period of 3 years as President of the Company with effect from 1st October, 2020

RESOLVED FURTHER THAT Shri Mudit Jatia, President shall receive remuneration ranging from ` 84 lakhs p.a to ` 1.25 crores 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 FURTHER THAT the Board shall have the authority from time to time (a) to make applicable to Shri. MuditJatia 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 ` 1.25 crores per annum at any time.

NOTES:

- 1** In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (“SEBI”) vide its circular dated 12th May 2020 (“SEBI Circular”) has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2** The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 and 5 set out above and details under Regulations 26(4) and 36(3) of the Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment and/or re-appointment at the AGM are annexed hereto.
- 3** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. 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 the AGM and hence the Proxy Form and Attendance Slip including route map are not annexed to this Notice.
- 4** Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at info@modernindia.co.in
- 5** The Register of Members and Share Transfer Books of the Company will remain closed from 07.08.2020 to 21.08.2020 (both days inclusive), for record purposes.
- 6** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7** As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated 5th May 2020, the matter of Special Business as appearing at Item Nos. 3 and 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
- 8** **The ISIN of the Equity Shares of ` 2/- each is INE251D01023.**
- 9** **As per Companies (Management And Administration) Rules, 2014 read with chapter VII of the Companies Act, 2013, the shareholders of the company have to furnish their information as per annexure attached herewith and shareholders who are yet to submit the same are requested to submit it to Satellite Corporate Services Private Limited – Registrar and Transfer Agent of Modern India Limited on or before 08th August, 2020.**

In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to intimate the Company's Registrars & Transfer Agents **particulars of their Bank Account viz. Name of Bank, Name of Branch, Complete address of the Bank with Pin Code Number, Account type – whether Saving Account or Current Account and Bank Account Number.** Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number to their DPs in case the shares are held by them in electronic form and to the Company's RTA i.e. Satellite Corporate Services Pvt Ltd in case the shares are held by them in physical form.

- 10 Members are hereby informed that Dividend which remains unclaimed/unpaid for a period of 7 years from the date of transfer to unpaid Dividend Account has to be transferred as per the provisions of Section 124 of the Companies Act, 2013, by the Company to The Investor Education & Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013. The unclaimed Dividend amounting to `4,36,638.50 (approx) for the year 2012-2013 is due to be transferred to the IEPF w.e.f **21st August, 2020.** For which Company Had intimated to all the Shareholder through Newspaper publication which was published in Business Standard (English) and Mumbai Lakshdeep (Marathi) on Saturday, 20th June, 2020 advising them to claim their unclaimed dividend for the year 2012-13 latest by 12.08.2020 to avoid transfer of dividend/shares and requested to correspond with the Company's Registrars & Transfer Agents, along with full particulars
- 11 Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Satellite Corporate Services Pvt. Ltd. The Members holding shares in demat form may contact their respective depository participants for such nominations.
- 12 Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Satellite Corporate Services Private Limited (RTA), for consolidation into a single folio.
- 13 **Unclaimed Share Certificates:** Pursuant to Regulation 39(4) read with Schedule VI of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, there are no unclaimed shares. It may be noted that there are 3,68,320 shares in 748 folios which are lying unclaimed **post sub-division** of shares from face value of `50/- to `10/- and subsequently from `10/- to `2/-, in spite of sending reminders.

Furthermore, In terms of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares of the Company in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Government of India.

Communication was sent by the Company to the concerned Members who had not claimed their dividend for seven consecutive years or more providing them an opportunity to claim such dividend. There are 15,521 equity shares of 40 folios upto 31st March, 2020 which is due to be transferred to the demat account of the IEPF. The said shares is due from the Financial year 2012-13 for seven consecutive years will be transferred to the demat account of the IEPF Authority in the month of September, 2020.

Shareholders may note that the shares/dividend transferred to IEPF can be claimed by making an application to the Authority in Form IEPF 5 (to be filed online) at the following link <http://iepf.gov.in/IEPFA/refund.html>

- 14 As per the General Exemption granted by the Central Government vide the General Circular No. 2/2011 dated 08.02.2011, copy of Balance Sheet, Statement of Profit and Loss, and Boards Report and the Report of the Auditors of the Subsidiary Companies are not attached with the Annual Report of the Company. However, the Annual Reports of all the Subsidiary Companies are available for inspection at the Registered Office of the Company to any Member of the Company. Further the Company will make available these documents to any Member upon request and the same is made available on the official website of the Company i.e www.modernindia.co.in
- 15 In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.modernindia.co.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL.
- 16 As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Satellite Corporate Services Pvt Ltd for assistance in this regard.
- 17 In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as e-voting during the AGM, will be provided by CDSL.
- 18 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 i.e only shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com
- 19 The Chairman shall, at the AGM allow voting by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The e-voting module during the AGM shall be disabled by CDSL for voting 30 minutes after the conclusion of the Meeting
- 20 All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 5.00 p.m) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting. Members who wish to inspect the relevant documents referred to in the Notice can send an email to info@modernindia.co.in to set up a prior appointment to come and inspect the said documents.

By Order of the Board of Directors

SD/-
PARIND BADSHAH
FCS 5414
Vice President & Company Secretary

Mumbai
Dated: 29th June, 2020

Registered Office: 1, Mittal Chambers, 228, Nariman Point, Mumbai-400 021.

Item no. 3

Shri. Sidhant Jatia was appointed as President of the Company with effect from 1st October, 2017 by the shareholders of Company in the meeting held on 08th August, 2017 wherein his appointment and remuneration was approved by the Members through Ordinary Resolution.

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 at 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 renew his tenure as President

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 shall be made with the prior approval of the shareholders by a Resolution.

It is therefore proposed to obtain the permission of the Members to re-appoint Shri. Sidhant Jatia to an office or place of profit in the company under section 188 of the Companies Act, 2013 by passing an Ordinary 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: Shri **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 `1,25crores per annum**
- 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. 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 to Shri.Sidhant Jatia would be available for inspection by the members, by writing an email to the Company at info@modernindia.co.in

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 Ordinary Resolution for your approval.

Item no. 4

Shri. Mudit Jatia, was appointed as President with effect from 1st October, 2017 by the shareholders of Company in the meeting held on 08th August, 2017 wherein his appointment and remuneration was approved by the Members through Ordinary Resolution.

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 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 renew his tenure as President of the Company.

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 shall be made with the prior approval of the shareholders by a Resolution.

It is therefore proposed to obtain the permission of the members to re-appoint Shri. Mudit Jatia to an office or place of profit in the company under section 188 of the Companies Act, 2013 by passing an Ordinary 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: Shri **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`1.25 crores** per annum
- 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 Development Project of properties situated at Mahalaxmi, Mumbai.

The memorandum of appointment to Shri.Mudit Jatia would be available for inspection by the members, by writing an email to the Company at info@modernindia.co.in

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 Ordinary Resolution for your approval.

By Order of the Board of Directors

SD/-

(Parind Badshah)

Vice-President & Company Secretary

FCS 5414

Address: 1, Mittal Chambers, 228, Nariman point, Mumbai-400 021

Place: Mumbai
Dated:29.06.2020

ANNEXURE TO NOTICE

Details of the Director seeking appointment and/or re-appointment at the Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Item no 2

Smt.Gauri Jatia (DIN:0096766) director of the Company would retire by rotation at the ensuing Annual General Meeting in terms of Section 152(3) of the Act and is eligible for re-appointment.

Name	Smt.Gauri Jatia
DIN	0096766
Date of Birth	03.01.1963
Date of Appointment	Re-appointed on 10.08.2018
Qualifications	Bachelor of Arts
Expertise in specific functional areas	Business
List of Other Directorship	Shree Rani Sati Investment & Finance Private Limited
	F Pudumjee Investment Company Private limited
	Sarat Leasing and Finance Private Limited
	Modern Derivatives and Commodities Private Limited
	Alcyone Trading Company Private Limited
	Vedant Mercantile Private Limited
	Candescent Traders Private Limited
	Camellia Mercantile Private Limited
	Jatia Properties Private Limited
	Vijay Jatia Foundation
	Mahabirprasad Jatia Foundation
Chairmanship/Membership of Committees of other Boards	NIL
The Attendance of meeting of Board and Committees	During the year Smt.Gauri Jatia attended 3 meeting of Board of Directors and 1 committee meeting of Modern India Limited
Company's Shares held (No of shares)	17850-Equity shares of Modern India Limited
Relationship with other Directors ,Manager and other KMP	Promoter and wife of CMD of the Company

REMOTE E-VOTING INSTRUCTIONS

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.modernindia.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 18th August,2020 at 9.00 hrs and ends on 20th August,2020 at 17.00 hrs .During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14.08.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their shares held in the paid up equity share capital of the Company as on cut-off date i.e. 14.08.2020
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR 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"> • 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **MODERN INDIA LIMITED**
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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 & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance atleast **6 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **6 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@modernindia.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi 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 or call 1800225533.

- xxii. The Board of Directors has appointed Shri. P.N.Parikh (FCS 327) or failing him Shri.Mitesh Dhaliwala(FCS 8331) or failing him Ms. Sarvari Shah(FCS 27572) of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner
- xxiii The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting before the Meeting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- xxiv. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.modernindia.co.in and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
- XXV Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. 21ST August, 2020
- xxvi. Please note the important dates

Event	Date	Time
CUT OFF DATE FOR VOTING	14.08.2020	17.00 hrs
EVOTING TO START	18.08.2020	09.00 hrs
EVOTING TO END	20.08.2020	17.00 hrs
AGM DATE	21.08.2020	16.00 hrs

ANNEXURE – FOR NOTE 9 OF THE NOTICE
Date:

To,

M/s.Satellite Corporate Services Pvt.Ltd.,
Unit: Modern India Limited,
 Unit No.49, Bldg No,13-A-B,2nd Floor, Samhita Commercial Co-op. Soc. Ltd.
 Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400 072

Dear Sir,

With reference to section 88(1) of the Companies Act, 2013 we give the following information.

Name	
Name of Joint Holder, if any	1.
	2.
Address	
Folio No.	
Contact No.	Res: Mob:
Email Id	
CIN RegistrationNo. (in case of companies)	
Unique Identification No.	
Father's/Mother's/SpouseName	1. 2.
Occupation	
Date of Birth	
Pan No.	
Nationality	
Bank Name	
Branch Name	
Account Number	