



**MODERN**<sup>®</sup> INDIA LTD

# 82<sup>nd</sup> Annual Report 2015-2016



## BOARD OF DIRECTORS



**Mr. Vijay Kumar Jatia**  
Chairman & Managing Director



**Mr. Anand Didwania**  
Director



**Mr. Shivkumar Israni**  
Director



**Mrs. Gauri Jatia**  
Director



**Mr. Rajas R. Doshi**  
Director



**Mr. Kaiwan Kalyaniwalla**  
Director



**Mr. Pradip Kumar Bubna**  
Director

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**BANKERS**

PUNJAB NATIONAL BANK  
SHAMRAO VITHAL CO-OPERATIVE BANK  
KOTAK MAHINDRA BANK  
BARCLAYS BANK PLC  
YES BANK LIMITED

**AUDITORS**

M/s. K. S. AIYAR & COMPANY, CHARTERED ACCOUNTANTS

**VICE PRESIDENT & COMPANY SECRETARY**

PARIND BADSHAH

**REGISTERED OFFICE**

MODERN CENTRE, SANE GURUJI MARG  
MAHALAXMI, MUMBAI - 400 011.

**CORPORATE OFFICE**

1, MITTAL CHAMBERS, 228, NARIMAN POINT,  
MUMBAI 400 021. TEL: +91 (22) 6744 4200  
Email: [info@modernindia.co.in](mailto:info@modernindia.co.in)

**SHARE TRANSFER AGENTS**

SATELLITE CORPORATE SERVICES PVT. LTD.  
B-302, SONY APARTMENT, OPP. ST. JUDE HIGH SCHOOL  
OFF. ANDHERI KURLA ROAD, JARIMARI, SAKINAKA,  
ANDHERI (EAST), MUMBAI 400 072.  
TEL. NO. +91-22-28520461  
Email : [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

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## FROM THE DESK OF THE CHAIRMAN

My Dear Fellow Shareholders,

There is a sense of feeling in the markets that there is no visible change in the economy at the ground level. However it is the view of a few people that reform is a painful and slow process and that there is an invisible hand guiding the economy and that things are moving towards the right direction albeit at a slow pace. We are hopeful that the government shall pass the GST legislation soon which will create a level playing field across industries, in the country. The Government is also taking steps to open the Indian economy to the global markets as announced by the Prime Minister of India recently. The global economy seems to be reviving cautiously as the fears and repercussions of "BREXIT" loom large.

It is regrettable that there has been no movement in the NSEL scam and that the part of the Company's valuable resources are stuck in the scam, owing to which the Company is unable to maximize its treasury yield. There is some hope however that the impending merger of NSEL and FTIL will see investors getting back their hard earned money. The Government has proposed certain measures like supersession of the FTIL Board and the formation of a Committee to oversee the sale of assets, in an attempt to return back the money to the investors. We are hopeful that the Company will retrieve its money at the earliest.

The Company is looking forward to commission its balance 2 MW capacity at Solar Power Plant at Satara, Maharashtra in this financial year. The Company is also looking at other opportunities in this sector to enhance its presence, in the renewable energy sector.

The Company is on track to develop its properties in South Mumbai and the same is expected to takeoff shortly. The Company is treading a cautious path with its Boisar project owing to subdued market conditions.

Your subsidiary M/s Verifacts Services Pvt Ltd which is in the field of carrying out background /antecedents verification services has posted a robust growth clocking over 25% growth in income and over 200% growth in profits. We shall endeavor to maintain this upward trajectory. The capital expenditure incurred by Verifacts in the past financial year has borne dividend and the Company intends to carry out more capital expenditure in the coming year to improve its scale and reach.

Your overseas subsidiary M/s Modern International (Asia) Ltd has posted revenues of US\$ 10.82 Million as compared to US\$ 23.25 Million last year. This is mainly due reduction in volumes of baggage sales and overall downturn in the Chinese market. Steps are being taken to improve volumes.

Your Company has witnessed a rise in revenues, clocking standalone sales of Rs 80.53 Crores as opposed to Rs 55.93 crores in the previous corresponding year. The Company has posted a net profit after tax of Rs 0.14 crores against a loss of Rs 2.49 crores. The Directors are pleased to recommend a dividend of 15% for the year 2015-16.

We shall continue to strive to improve our performance.

Best Wishes,

Vijay Kumar Jatia

Chairman and Managing Director

## NOTICE

**NOTICE** is hereby given that the 82<sup>nd</sup> Annual General Meeting of the Members of Modern India Limited will be held at M.C.Ghia Hall, 4<sup>th</sup> Floor, K. Dubash Marg, Kala Ghoda, Mumbai-400 001 on **Friday, the 22<sup>nd</sup> day of July, 2016 at 4.00 p.m.** to transact the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements (including Audited Consolidated Financial Statement) for the year ended 31<sup>st</sup> March, 2016 and the reports of Directors and the Auditors thereof.
2. To declare dividend on the Equity Shares for the year ended 31<sup>st</sup> March, 2016, if any.
3. To appoint a Director in place of Smt. Gauri Jatia (DIN 00096766), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
4. To ratify the appointment of the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 83<sup>rd</sup> Annual General Meeting of the Company, and to fix their remuneration, and for that purpose, to pass the following Resolution, as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, Messrs. K.S. Aiyar & Company, Chartered Accountants (Firm Registration No. 100186W), appointment as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the 83<sup>rd</sup> Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

### NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 APPLICABLE. A proxy form is sent herewith.**
- 2) **The ISIN of the Equity Shares of ₹ 2/- each is INE251D01023.**
- 3) **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 – RTA OF MODERN INDIA LIMITED ON OR**

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**BEFORE 30<sup>TH</sup> SEPTEMBER, 2016.**

- 4) 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.
- 5) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 6) 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.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 09.07.2016 to 22.07.2016 (both days inclusive) –for annual closing and determining the entitlement of the shareholders to the dividend, if declared
- 8) The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company, will be made payable within 30 days of the date of declaration i.e. **Friday the 22<sup>nd</sup> July, 2016** to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members:
  - a. As Beneficial Owners as at the end of business hours on **8<sup>th</sup> July, 2016** as per the list provided by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in the electronic form and
  - b. As Members in the Register of Members of the Company after giving effect to valid transfers in physical form lodged with the Company before **9<sup>th</sup> July, 2016**.
- 9) 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.
- 10) Members are hereby informed that Dividend which remains unclaimed/un-encashed over a period of 7 years has to be transferred as per the provisions of (Sec. 205 of the Companies Act, 1956) Section 124 of the Companies Act, 2013, (not yet enforced) by the Company to The Investor Education & Protection Fund, constituted by the Central Government under Section (205C of the Companies Act, 1956). The unclaimed Dividend for the year 2008-2009 is due to be transferred to the IEPF on **24<sup>th</sup> August, 2016**. Members wishing to claim dividends, which remain unclaimed for the year **2009-2010 and onwards**, are 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. However, there are 1163325 shares in 1937 folios which are unclaimed post sub-division of shares from face value of ₹ 50/- to ₹ 10/- and subsequently from ₹ 10/- to ₹ 2/-, in spite of sending reminders.
- 14) It has been observed that some Members have still not surrendered their old Share Certificates for Equity Shares of ₹ 50/- each for exchange with the then new Share Certificates for Equity Shares of ₹ 10/- each. Subsequently, the Company has further sub-divided its Equity Shares of ₹ 10/- each in 5 Equity Shares of ₹.2/- each, on **February 1, 2008**. The Members are once again requested to surrender the old Share Certificates for Equity Shares of ₹ 50/- each or ₹ 10/- each, as the case may be, to the RTA or the Company in exchange for the Equity Shares of ₹ 2/- each.
- 15) As per the General Exemption granted by the Central Government vide the General Circular No. 2/2011 dated 8.2.2011, 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 Corporate Office of the Company to any Member of the Company. Further the Company will make available these documents to any Member upon request.
- 16) The Notice of the Annual General Meeting along with the Annual Report 2015-16 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.
- 17) 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 82<sup>nd</sup> Annual General Meeting(AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- 18) For the convenience of the Members, the route map of the meeting venue from the nearest railway station is annexed to this Notice. Details and Instructions for E-voting are enclosed along with the Notice. Company's website [www.modernindia.co.in](http://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

Sd/-

**PARIND BADSHAH**

FCS:5414

Vice President & Company Secretary

Mumbai Dated: 26<sup>th</sup> May, 2016

**Registered Office:** Modern Centre, Sane Guruji Marg, Mahalaxmi, Mumbai-400 011.

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



**ANNEXURE TO THE DETAILS OF THE DIRECTOR TO BE REAPPOINTED IN  
82<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

<i>Name of Director</i>	<i>Date of Birth</i>	<i>Date of Appointment</i>	<i>Qualifications</i>	<i>Expertise in specific functional area</i>	<i>List of Other Directorships held excluding foreign companies, Companies under sec 8 of the Companies Act, 2013 &amp; Private Companies</i>	<i>Chairman/ Member of the committees of the Board of other Companies in which he/she is a Director</i>	<i>The attendance of meetings of Board and Committees</i>	<i>Company's Shares held (No. of Shares)</i>
<b>Smt. Gauri Jatia</b>	03.01.1963	30.06.2003	Bachelors of Arts	Business	M/s. Shree Rani Sati Investment and Finance Limited	-	During the year Smt. Gauri Jatia attended all the meetings of Board of Directors	17850 Equity Shares

## **REMOTE E-VOTING INSTRUCTIONS**

**The instructions for shareholders voting electronically are as under:**

- i. The instructions for shareholders voting electronically are as under: (i) The voting period begins on 18<sup>th</sup> July, 2016 at 09:30 hrs and ends on 21<sup>st</sup> July, 2016 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 15<sup>th</sup> July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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](http://www.evotingindia.com).
- iv. Click on Shareholders.
- 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. Members 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](http://www.evotingindia.com) and voted on an earlier 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 Members holding shares in Demat Form and Physical Form**

<b>PAN</b>	<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 in the PAN field.</li> <li>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<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 (V).</li> </ul>