



MODERN[®] INDIA LTD

85th Annual Report 2018 - 2019



BOARD OF DIRECTORS



Mr. Vijay Kumar Jatia
Chairman & Managing Director



Mr. Anand Didwania
Director



Mr. Shivkumar Israni
Director



Mrs. Gauri Jatia
Director



Mr. Kaiwan Kalyaniwalla
Director



Mr. Pradip Kumar Bubna
Director

BANKERS

PUNJAB NATIONAL BANK
KOTAK MAHINDRA BANK LTD
YES BANK LTD
ICICI BANK LTD

AUDITORS

M/s. KHANDELWAL JAIN & CO.
CHARTERED ACCOUNTANTS

VICE PRESIDENT & COMPANY SECRETARY

PARIND BADSHAH

REGISTERED OFFICE

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

SHARE TRANSFER AGENTS

SATELLITE CORPORATE SERVICES PVT. LTD.
Unit No. 49, Bldg No.13-A-B, 2nd Floor,
Samhita Commercial Co-Op. Soc. Ltd.,
Off Andheri Kurla Lane, MTNL Lane,
Sakinaka, Mumbai - 400 072.
Email: service@satellitecorporate.com
Tel. No. +91-22-28520461

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FROM THE DESK OF THE CHAIRMAN

My dear fellow Shareholders,

The Global economic scenario continues to be a cause of concern with factors such as Iran, North Korea, Brexit and the US-China trade war still looming large. It appears that this is the new normal and that conducting business will continue to remain challenging. On the domestic front, the NDA government has returned with an even larger mandate, thereby instilling confidence in the Modi government. There are several challenges that behold the new government and we are all confident that their policies will herald in a new era of growth for the Indian economy.

At the outset, the company would like to thank Mr Rajas Doshi our Director for his invaluable guidance that he has provided to the company. He has unfortunately resigned as Director of the company due to personal pre occupation.

The Company has experienced some setback in the NSEL crisis as the merger order has been set aside by the Hon'ble Supreme Court of India thereby dampening our chances of a quicker recovery of the dues owed to the company. The company is hopeful that the Representative suit filed by us in the Hon'ble High Court of Bombay will culminate in the company receiving its dues at the earliest.

This past year, the company has merged into itself two of its subsidiaries, M/s Modern India Property Developers Limited and M/s Modern India Free Trade Warehousing Pvt Ltd. The merger is expected to bring about better operational synergies for the company.

The construction activity at its South Mumbai location has commenced and is expected to bring in a big boost to the company's financials in the coming years. The Company is also in the process of taking clearances for its Boisar project. The renewable energy sector is once again looking favourable and the company shall be evaluating whether or not it would like to once again initiate the development of the balance 2 MW capacity available at the Satara location.

Your company's subsidiary M/s Verifacts Services Pvt Ltd has achieved a turnover of ₹ 18.86 crores against ₹18.45 crores in the corresponding previous year, up by 2.2 %. The company has brought about a change in the management of Verifacts and is confident of the growth story of Verifacts. Several new initiatives are in the pipeline and is expected to yield good results in the coming years. Verifacts is undertaking many new steps to retain its competitive advantage that it enjoys.

Your overseas subsidiary M/s Modern International (Asia) Ltd (MIAL) has registered a turnover of US \$ 13.76 million for the year 2018-19 as against US\$ 6.75 million for the year 2017-18. MIAL has set out aggressive growth plans and they are exploring opportunities in other emerging markets in Asia.

The company on a consolidated basis has achieved turnover of ₹ 206.06 crores as against ₹152.25 crores in the year 2017-18. Unfortunately the company has sustained a loss of ₹ 2.48 crores after tax in the past financial year; however we are optimistic that these losses will be contained and the Company will see a turnaround once the project commences. The Directors are pleased to recommend a dividend of 12 % for the year.

As always, we shall continue to strive to improve our performance.

Best Wishes,

Vijay Kumar Jatia

Chairman & Managing Director

NOTICE

NOTICE is hereby given that the **85th Annual General Meeting** of the Members of Modern India Limited will be held at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai-400021 on **Friday, the 27th day of September, 2019 at 4:00 pm** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2019, along with the reports of the Board and the Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2019.
3. To appoint a Director in place of Shri. Pradip Kumar Bubna (DIN:00135014) who retires by rotation, and being eligible, offers himself for re-appointment.

NOTES:

- 1) The Members would be aware that during the year 2018-19, the Company had made an application to the Hon'ble NCLT, Mumbai Bench for Merger of two wholly owned subsidiaries viz Modern India Free Trade Warehousing Private Limited and Modern India Property Developers Limited with the Company. The NCLT, Mumbai Bench vide its order dated 11th July 2019 has sanctioned the Scheme of Amalgamation of the two wholly owned subsidiaries viz Modern India Free Trade Warehousing Private Limited and Modern India Property Developers Limited with the Company with effect from the appointed date i.e. 1st April 2018. In view of this Order of Amalgamation the Management was required to restate the financial results (standalone and consolidated) of the Company, which were earlier adopted on 30th May, 2019. The Board of Directors at their meeting held on 13th August, 2019 have approved and adopted the restated financial statement (standalone and consolidated) for the year ended on 31st March, 2019.
- 2) The relevant details as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India, of persons seeking appointment/re-appointment as Director as set out at Item No. 3 of the Notice, is also annexed.
- 3) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A proxy form is sent herewith.
- 4) **The ISIN of the Equity Shares of ₹ 2/- each is INE251D01023.**
- 5) **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 30th September, 2019.**
- 6) Members are requested to bring the Attendance Slip along with their copy of Annual Report to the Meeting.

- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13.09.2019 to Friday, 27.09.2019 (both days inclusive), for determining the names of Members eligible for dividend on Equity Shares, if declared at Annual General meeting (AGM)
- 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. from **Friday, 27th September, 2019** to the Company's Equity Shareholders, whose names stand registered on the Company's Register of Members as under:
 - a. As Beneficial Owners as at the end of business hours on **Friday, 13th September, 2019** 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 upto **Friday, 13th September, 2019**
- 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/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 ₹3,55,700.40 (approx) for the year 2011-2012 is due to be transferred to the IEPF w.e.f **06th September, 2019**. Members wishing to claim dividends, which remain unclaimed for the year 2011-12 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.

It may be noted that there are 3,70,220 shares in 750 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 been transferred to IEPF 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. 17,175 equity shares have been transferred to IEPF are required of 51 folios of shareholders upto 31st March 2019. The shares on which dividends is

due from the Financial year 2011-12 for seven consecutive years will be transferred to the demat account of the IEPF Authority in the month of September, 2019.

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) The Notice of the Annual General Meeting along with the Annual Report 2018-19 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. Members may note that this Notice and Annual Report 2018-2019 will also be available on the Company's website, www.modernindia.co.in
- 16) 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 exercise their right to vote at the 85th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services Limited (CDSL).
- 17) For the convenience of the Members, the route map of the meeting venue from the nearest railway station is annexed to this 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.
- 18) All documents referred to in the accompanying Notice 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.
- 19) The business of ratification of Auditors, shall not be placed before the shareholders for their approval subsequent to notification of section 40 of the Companies (Amendment) Act, 2017 which corresponds to section 139 of the principal Companies Act, 2013 on 07th May, 2018 by which the Company shall no longer be required to ratify the appointment of auditors at every Annual General Meeting.
- 20) Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("SEBI Listing Regulations"), with effect from April 1, 2019, transfer of securities of the Company would be carried out in dematerialized form only, except in case of transmission or transpositions of securities.

By Order of the Board of Directors

Sd/-
PARIND BADSHAH
FCS 5414

Vice President & Company Secretary

Mumbai

Dated: 13th August, 2019

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

ANNEXURE TO NOTICE

DETAILS AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LORD) REGULATIONS, 2015.

Shri. Pradip Kumar Bubna (DIN:00135014) 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	Shri. Pradip Kumar Bubna
DIN	00135014
Date of Birth	13.05.1958
Nationality	Indian
Date of Appointment	Re-appointed on 08.08.2017
Qualifications	Bachelor of Commerce
Expertise in specific functional areas	Business
List of Other Directorship	NIL
Chairmanship/Membership of Committees of other Boards	NIL
The Attendance of meeting of Board and Committees	During the year Shri. Pradip Kumar Bubna attended all the meeting of Board of Directors of Modern India Limited
Company's Shares held (No of shares)	1230 -Equity shares of Modern India Limited
Relationship with other Directors ,Manager and other KMP	-

By Order of the Board of Directors

Sd/-

PARIND BADSHAH

FCS 5414

Vice President & Company Secretary

Mumbai

Dated: 13th August, 2019

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

REMOTE E-VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (“AGM”) by electronic means and the business may be transacted through e-voting services arranged by Central Depository Services (India) Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”).
- ii. The facility of polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The instructions for shareholders voting electronically are as under: (i) The voting period begins on 23rd September, 2019 at 9:00 hrs and ends on 26th September, 2019 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 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- v. The shareholders should log on to the e-voting website www.evotingindia.com.
- vi. Click on Shareholders.
- vii. 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.
- viii. Next enter the Image Verification as displayed and Click on Login
- ix. 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.
- x. If you are a first time user follow the steps given below:

For Members 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"> • 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.
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