

NOTICE

NOTICE is hereby given that the **Seventy Ninth** Annual General Meeting of the Members of **Modern Shares and Stockbrokers Limited (CIN:L45200MH1939PLC002958)** will be held at Kilachand Hall, Indian Merchant Chambers, 2nd Floor, Opp. Churchgate Station, Churchgate, Mumbai - 400020 on **Thursday, August 02, 2018** at 11.00 A.M. to transact the following Business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements and Cash Flow Statement of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Ghansham Shewakramani {DIN: 00413343}, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance

equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the dispatch of the document by the Company and that no such request shall be entertained by the Company to post the dispatch of such document by the Company to the shareholder.’

‘RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited**

**Sd/-
Anil Sugno Manghnani
Whole Time Director
(DIN No.: 00012806)**

Mumbai, dated 23rd May 2018

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website:www.modernshares.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business at item no. 4 set out in the notice, wherever applicable, is annexed hereto.
2. A statement giving the relevant details of the Director seeking re-appointment under item no. 3 of the accompanying Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges is annexed herewith.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the meeting.**

A person can act as a proxy on behalf of Member not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slip sent herewith duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days of the Company (except Saturdays) between

11:00 a.m. and 1:00 p.m. upto the date of the ensuing Annual General Meeting.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday July 26, 2018 to Thursday August 02, 2018 (both days inclusive)**, for payment of final dividend, if declared at the Meeting.
9. Members are required to send all the communication relating to shares to Company's **Registrar and Transfer agents-Link Intime India Pvt Ltd, C-101, 247, Park, L B S Marg, Vikhroli West, Mumbai-400083**. Members holding the shares in electronic mode should address all the correspondence to their respective Depository Participants (DPs).
10. After the declaration of the dividend at the Annual General Meeting, the same will be paid to those Members of the Company whose names stand on the Register of Members of the Company on Thursday August 02, 2018. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as on Thursday August 02, 2018, as per the list provided by the Depositories for this purpose. The dividend will be payable on and from August 16, 2018.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company or to the Registrar and Share Transfer Agents of the Company.
12. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website www.modernshares.com.
13. Pursuant to provisions of Section 101 and Section 136 of the Companies Act, 2013, read with Rules made thereunder. Copies of Annual Report 2018, Notice of 79th AGM and instruction for e- voting alongwith the attendance slip and Proxy Form are being sent through electronic mode to all members whose email address are registered with the

Company/ Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of Annual Report 2018 are being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to rnt.helpdesk@linkintime.co.in quoting their folio number and Name of the Company.

14. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, and Circulars etc from the Company electronically.
15. Members desiring any information with regard to the Accounts are requested to write to the Company at least 7 days in advance so as to enable the Company to keep the information ready at the Annual General Meeting.
16. Pursuant to the provisions of Section 125 of the Companies Act, 2013, (205C of the Companies Act, 1956) any money transferred to the Unpaid Dividend Account of the Company and the equity shares on which the dividend remains unpaid or unclaimed for a continuous period of seven years from the date they become due for payment, shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.
17. Those members who have so far not en-cashed their Final Dividend for the years March 31, 2011, March 31, 2012, March 31, 2013, March 31, 2014, March 31 2015 March 31 2016 and March 31 2017 are requested to approach the Registrars and Share Transfer Agents of the Company for payment.
18. The Company has transferred all dividend and Equity shares on which the Dividends up to financial year ended March 31, 2010 remained unpaid/unclaimed for a continuous period of seven years from the date it became first due for payment to the Investor Education and Protection Fund (IEPF) Authority constituted by the Central Government and the same can be claim from the IEPF Authority by following the prescribed procedure as laid down in the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2017 as amended in respect of individual amount(s) and Equity shares so credited to the IEPF.
19. Pursuant to provisions of the Companies Act, 2013, final dividend and equity shares on which dividend were not en-cashed for the financial year ended March 31, 2011 and dividends declared thereafter,

which remain unclaimed for continuous period of seven years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013 (Section 205C of the Companies Act 1956).

20. Information in respect of such unclaimed dividends due for transfer to the said fund is given below:

Financial Year Ended Dividend	Date of Declaration Dividend	Last Date for Claiming Unclaimed Dividend	Due Date for Transfer to IEPF
2010-11	23-Sep-11	22-Sep-18	22-Oct-18
2011-12	27-Sep-12	26-Sep-19	26-Oct-19
2012-13	19-Jul -13	18-Jul-20	18-Aug-20
2013-14	25-Sep-14	24-Sep-21	24-Oct-21
2014-15	04-Aug-15	03-Aug-22	03-Sep-22
2015-16	12-Jul-16	11-Jul-23	11-Aug-23
2016-17	28-Jul-17	27-Jul-24	27-Aug-24

21. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th July, 2017 (date of last Annual General Meeting) on the website of the company (www.modernshares.com), as also on the Ministry of Corporate Affairs website.
22. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. The Members, whose name appears in the Register of Members/List of Beneficial owners as on July 25, 2018 i.e the date prior to the commencement of book closure date are entitled to vote on Resolutions set forth in the notice. Members have option to vote either through e-voting or through the ballot form. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For e-voting facility, the Company has entered into an agreement with the LIPL through their instavote for facilitating e-voting.

23. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting in terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015.

24. Voting Options

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number 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 number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the

particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

❖ Voting at AGM:

The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM.

The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on July 25, 2018, are entitled to vote on the Resolutions set forth in this Notice.
- II. The remote e-voting period will commence at 9.00 a.m. on July 30, 2018 and will end at 5.00 p.m. on August 01, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 25, 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting

thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 25, 2018.
- IV. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- VI. CS Mr. Anil Jani, Practicing Company Secretary of Anil Jani & Company has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock

the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairperson or a person authorised by him in writing.

- VIII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of LIPL and shall be communicated to BSE Limited.

**By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited**

**Sd/-
Anil Sugno Manghnani
Whole Time Director
(DIN No.: 00012806)**

Mumbai, dated 23rd May 2018

Registered Office:

Wankhede Stadium, North Stand,
Staircase No. 13, 'D' Road, Churchgate,
Mumbai - 400020

CIN: L45200MH1939PLC002958

Website: www.modernshares.com

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

ITEM NO. 4:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 for approval of the Members.

**By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited**

**Sd/-
Anil Sugno Manghnani
Whole Time Director
(DIN No.: 00012806)**

Mumbai, dated 23rd May 2018

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ANNEXURE TO THE NOTICE
Annexure to item no. 3 of the Notice

Details of Director seeking appointment/re-appointment at the forth coming Annual General Meeting (in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Directors	Mr. Ghansham Shewakramani (DIN-00413343)
Date of Birth	08/04/1946
Date of Appointment on Board	25/01/1995
Qualification	Graduate B.Sc. (Hons)
List of Directorship held in other Companies	<ol style="list-style-type: none"> 1. Monish Investments Private Limited 2. Surang Investments Private Limited 3. Calicut Premises Private Limited 4. Bright Lands Hotel Pvt Ltd 5. R P Hotels And Restaurants Pvt Ltd 6. Rasayani Hotels Pvt Ltd 7. Super Coal Manufacturers Pvt Ltd 8. Mahabaleshwar Holiday Resort Pvt Ltd 9. Rohan Premises Pvt Ltd 10. Garden Health Resort And Hotel Private Limited 11. Monish Financial Services Private Limited 12. Rangoli Hotels Pvt Ltd 13. Ramani Builders Pvt Ltd 14. Ras Estates Private Limited 15. Billimoria Marbles And Stones Private Limited 16. Matheran Green Field Hotels And Developers Private Limited 17. Lotus Exhibitors Private Limited 18. Hyderabad Birdpark And Gardens Private Limited 19. Hotel And Restaurant Association (Western India) 20. National Litho Works Pvt Ltd 21. Narwani Investments Private Limited 22. Sun Valley Hotels Private Limited
Expertise in specific functional areas	Personnel, Finance & Management
Membership of Committees in other Public Limited Companies (includes only Audit & Investor Grievance Committee)	Member of the Stake Holder & Grievance Committee (in Modern Shares & Stock Brokers Limited)
No. of shares held in the Company as on March 31, 2018	49,600 (1.6922%)

Mumbai, dated 23rd May 2018
Registered Office:
Wankhede Stadium, North Stand,
Staircase No. 13, D Road,
Churchgate, Mumbai - 400 020.
CIN: L45200MH1939PLC002958
Website: www.modernshares.com

By Order of the Board of Directors
For Modern Shares and Stockbrokers Limited

Sd/-
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