

MODERN CONVERTERS LIMITED

56E, Hemanta Basu Sarani, Old 4 BBD Bagh East
Room No 14A, Kolkata - 700 001

Email Id : info@modernconvertors.com
Website : www.modernconvertors.com
CIN : L01132WB1945PLCC13314
Ph. : 033 - 3263 5873

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Date: 07.12.2020

Sir/Madam,

**REF: Regulation 30(6) of SEBI (Listing Obligation and Disclosure Requirements),
Regulations, 2015**

Subject: Submission of Notice of Annual General Meeting for the year 2019-20

In compliance with Regulations 30(6) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we hereby submit the Notice of Annual General Meeting for the year 2019-20 which shall be held on 30th December, 2020 at 23A, Giri Babu Lane, Ground Floor, Kolkata-700012.

You are requested to take the same on your records.

Thanking You,

**Yours Faithfully
For Modern Converters Limited**

MODERN CONVERTERS LTD.

Director/Authorized Signatory

**Yash Saraogi
Managing Director
DIN: 00402101**

MODERN CONVERTERS LIMITED

Regd Office: 56E, HemantaBasu Sarani, Old 4 BBD Bagh East,
Room No. 14A, Kolkata - 700001, West Bengal

Tel No: 8961691201, email: info@modernconvertors.com Website: www. modernconvertors.com
CIN: L01132WB1946PLC013314

NOTICE

NOTICE is hereby given that the 74thAnnual General Meeting(“AGM”) of the Members of Modern Converters Limited(“the Company”)will be held on Wednesday, 30thDecember, 2020 at 2.00 P.M at 23A, Giri Babu Lane, Ground Floor, Kolkata-700012 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Pankaj Kumar Agarwal (DIN:05131265), who retires by rotation and being eligible, offers himself for re-appointment.

Place: Kolkata

Date: 05.12.2020

**By Order of the Board
For Modern Converters Limited**

**Sd/- (Yash Saraogi)
Managing Director
DIN: 00402101**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per section 105 of the Companies Act, 2013 and Rules there under, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In view of the pandemic Covid-19, we are following all the Social distancing norms for the Members present at the AGM. Following precautions and rules shall be strictly followed by each and every member present at the AGM:
 - No entry will be allowed without mask.
 - For those who will attend the AGM, the Company will set up a screening point at the entrance of the meeting room to measure every attendee's body temperature. The Company reserves the right to deny entry to anyone with a temperature of 37.5 degrees Celsius or higher, anyone showing symptoms of fever, or anyone who has returned from a high-risk country (according to the announcement of the Ministry of Public Health) less than 14 days before the Meeting.
 - Planned speeches are limited to a minimum in order to reduce the length of the AGM. The AGM will conclude immediately after the mandatory items of the agenda have been discussed.
 - Sitting arrangements for the members is done at a distance of 6 feet at the AGM.
 - Members have to keep their personal belongings outside the meeting room.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Thursday, December 24th, 2020 to Wednesday, December 30th, 2020 (both days inclusive).
6. Members are requested to send all communications relating to shares, change of address, etc. to the Registrar and transfer agents at the following address:
M/s Maheswari Datamatics Pvt Ltd, Address: 23 R. N Mukherjee Road, 5th Floor, Kolkata-700 001.

7. Proxies shall be made available for inspection during 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
9. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 74th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.modernconvertors.com for their download.
10. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.
11. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard- 2 of ICSI, with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is annexed.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the date of meeting.
13. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically.
14. Distribution of Gifts: In conformity with regulatory requirements, the Company will **NOT** be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of

Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.

16. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
17. The entire Annual Report is also available on the Company's website www.modernconvertors.com.
18. A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice.

19. VotingOption:

a. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2, the Company has provided e-voting facility to all the members holding shares in physical/electronic form using Central Depository Securities (India) Limited (CDSL) platform. All the business to be transacted at the annual general meeting can be transacted through electronic voting system. The instruction for members for voting electronically is given in a separate sheet.

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. Wednesday 23rd December, 2020 only shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

b. VOTING ATAGM

The members who have not casted their votes electronically, can exercise their rights at the AGM through ballot form. 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.

Other Instructions

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then

voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

2. The Company has appointed Ms. Sharma Praveen & Associates, Practicing Company Secretaries to act as the Scrutinizer for remote e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first 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 and make, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, within 48 hours of the conclusion of the AGM, forthwith to the Managing Director.
3. The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
4. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 27th November, 2020.
5. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd December, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of jointholders.
6. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23rd December, 2020 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., **Maheshwari Datamatics Pvt. Ltd., Mr. S. Rajagopal (Vice President) 23 R. N Mukherjee Road, 5th Floor, Kolkata- 700 001 Contact No.: 033-2248 2248, Fax- 033-2248 4787, E- Mail: mdpldc@yahoo.com.** Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

Place: Kolkata
Date: 05.12.2020

By Order of the Board
For Modern Converters Limited

Sd/
Yash Saraogi
Managing Director
DIN: 00402101

The process and manner for remote e-voting are as under:

- i) The voting period begins on 27th December, 2020 from 9.00 A.M and ends on 29th December, 2020 till 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meetings who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company

	records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Detail	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(vii).</p>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **Modern Converters Limited** on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
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- xviii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 they have to create 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 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.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 2005533.
- xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Place: Kolkata
Date: 05.12.2020

By Order of the Board
For Modern Converters Limited

Sd/-
(Yash Saraogi)
Managing Director
DIN: 00402101

Annexure I

Details of Directors seeking appointment at 74th Annual General Meeting to be held on Wednesday, December 30th, 2020

Name of Director	Mr. Pankaj Kumar Agarwal
Din	05131265
Date of Birth	28/02/1970
Date of Appointment	12/02/2019
Expertise in specific field	He is a Commerce Graduate having more than 16 years of experience in the field of Capital Market, Financial Sector and Business Strategy
Directorship of other public company (including foreign company)	M/s Hirise Infracon Limited
Chairman/ Member of the Audit and Stakeholders' Relationship Committee of the Board of Directors of other Listed Companies in which he is a Director	-
Shareholding in the Company	-
Relationships between the Directors inter-se	-

MODERN CONVERTERS LIMITED

Regd Office: 56E, HemantaBasu Sarani, Old 4 BBD Bagh East,
Room No. 14A, Kolkata - 700001, West Bengal

Tel No: 8961691201, email:info@modernconvertors.com; Website: www.modernconvertors.com
CIN : L01132WB1946PLC013314

ATTENDANCE SLIP I/We hereby record my/our presence at the 74thAnnual General Meeting of the Company to be held on Wednesday, 30th December,2020 at 2.00P.M. at 23A, Giri Babu Lane, Ground Floor, Kolkata - 700012	Folio/DP ID & Client ID No.:
	Name :
	Address :
	Joint holders Name :
	Shares

.....
Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
201205014		

Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically.

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

From <Sunday, 27.12.2020 at 9.00 AM > End of e-Voting:Up to <Tuesday, 29.12.2020 at 5.00 PM>

MODERN CONVERTERS LIMITED

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Room No. 14A, Kolkata - 700001, West Bengal

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CIN : L01132WB1946PLC013314

Proxy Form

MGT-11

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

Name of the shareholder:

Registered address:

E-mail ID:

Folio No. / Client ID:

DP ID:

I / we, being the shareholder(s) of..... shares of the above named company, hereby appoint

Name _____ Address _____

Email Id _____ Signature _____

Or failing him Name _____ Address _____

Email Id _____ Signature _____ or

failing him Name _____ Address _____

Email Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 74thAnnual General Meeting of the Company, to be held on Wednesday, 30thDecember, 2020 at 2.00P.M at23A, Giri Babu Lane, Ground Floor, Kolkata - 700012, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Votes (Optional)	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Pankaj Kumar Agarwal (DIN: 05131265), who retires by rotation and being eligible, offers himself for re-appointment		
Affix Revenue Stamp			

Signed this.....day of.....2020

Member’s Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s).....

- **Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked “For”. If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked “Against”. If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

ROUTE MAP

