



# **Modern Threads (India) Limited**

**Registered Office :**

Modern Woollens, Pragati Path,  
**BHILWARA-311001 (Rajasthan), INDIA**  
Phone : +91-1482-241801  
E-mail : [cs@modernwoollens.com](mailto:cs@modernwoollens.com)  
Website : [www.modernwoollens.com](http://www.modernwoollens.com)  
CIN : L17115RJ1980PLC002075

**Date: 01.01.2025**

The Manager,  
Department of Corporate Services  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street  
MUMBAI - 400 001  
Script Code: 500282

The Manager,  
Department of Corporate Services  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block Bandra Kurla Complex  
Bandra (E) Mumbai – 400051  
Script Code: MODTHREAD

Dear Sir/Madam,

**SUB: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice being sent electronically to Shareholders. Kindly note that the Postal Ballot Notice shall also be uploaded on the Company website at [www.modernwoollens.com](http://www.modernwoollens.com).

The Notice is being sent to all the Members, whose names appear with the Company Registrar and Share Transfer Agent or their respective Depository Participants as on Friday, 27<sup>th</sup> December, 2024 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The e-voting period will commence from Thursday, 02<sup>nd</sup> January, 2025 at 09.00 a.m. and will end on Friday, 31<sup>st</sup> January, 2025 at 05:00 p.m.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully  
For Modern Threads (India) Limited

(Anil Kumar Jain)  
Company Secretary & Compliance Officer



## **Modern Threads (India) Limited**

Regd. Off: Modern Woollens, Pragati Path, Bhilwara-311001 (Raj.)

CIN: L17115RJ1980PLC002075 Phone: 01482-241801

Web: [www.modernwoollens.com](http://www.modernwoollens.com), Email: [cs@modernwoollens.com](mailto:cs@modernwoollens.com)

---

### **NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS**

(Pursuant to Section 110 and 108 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and amendments thereto)

To,  
The Members of the Company,

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular No. 09/2023 issued on 25 September 2023 read along with other connected circulars issued from time to time in this regard (the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the items of special business as set out in this Notice are proposed for consideration by the Members of Modern Threads (India) Limited (the 'Company') and for approval by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

#### **Item No. 1**

#### **Re-appointment and Payment of Remuneration of Shri Ram Awatar Kabra (DIN:00945603) as a Whole-Time Director designated as an Executive Director of the Company**

To consider and if thought fit to pass, with or without modifications, the following resolution(s) as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), and all other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting

such approvals, consent of the members of the Company be and is hereby accorded to the re-appointment and payment of remuneration of Shri Ram Awatar Kabra (DIN: 00945603) as a Whole-Time Director designated as an Executive Director of the Company for a period of three years with effect from 19<sup>th</sup> November, 2024.”

**“RESOLVED FURTHER THAT** the terms & conditions and remuneration payable to Shri Ram Awatar Kabra be and is hereby recommended as under:

**i) Basic Salary:-**

Rs. 1,30,000/- per month from 19/11/2024 with such increments as the Board may decide from time to time .

**ii) Perquisites and allowances:-**

a) General Allowance Rs. 10,400/- per month.

b) House Rent Allowance Rs. 32,500/- per month.

c) Company’s contribution towards Provident Fund as per Company’s Rules but not exceeding 12% of the basic salary.

d) Gratuity not exceeding half month’s salary for each completed year of service as provided in the Gratuity Act.

e) Free use of car with driver, for Company’s business.

f) Free Telephone facility for Company’s business.

g) Encashment of leaves as per Company’s Rules.

iii) He shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

iv) Shri Ram Awatar Kabra shall be subject to retire by rotation during his tenure as the Executive Director of the Company.

**“RESOLVED FURTHER THAT** where in any financial year during the tenure of Shri Ram Awatar Kabra, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration as the minimum remuneration by way of salary subject to the requisite approvals, if any.”

**“RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to alter, amend or vary the terms and conditions of re-appointment including remuneration structure as may be agreed between the Board of Directors and Shri Ram Awatar Kabra, subject to the limits within such guidelines/amendments as may be made to the Companies Act, 2013 or subject to such other authority / shareholders’ approval as may be required.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 2**

**Appointment of Shri Mukesh Kumar Soni (DIN: 10804913) as an Independent Director of the Company**

To consider and if thought fit to pass, with or without modifications, the following resolution(s) as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Mukesh Kumar Soni (DIN: 10804913), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director in category of Non-Executive Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing him candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 14<sup>th</sup> November, 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors**

**Sd/-**

**Anil Kumar Jain  
(Company Secretary)**

**M. No.: F7842**

**Date: 14<sup>th</sup> November, 2024**

**Place: Bhilwara**

## NOTES:

1. Statement pertaining to the aforesaid resolutions setting out the material facts, as required under Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations is annexed to this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose name appear on the register of members / register of beneficial owners as on Friday, 27<sup>th</sup> December, 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at <https://modernwoollens.com>, websites of the Stock Exchange, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.eservices.nsdl.com>
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person, who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The e-voting period commences at 9:00 a.m. (IST) on Thursday, 02<sup>nd</sup> January, 2025 and ends at 5:00 p.m. (IST) on Friday, 31<sup>st</sup> January, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [cs@modernwoollens.com](mailto:cs@modernwoollens.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN

card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email the e-mail address, Members may write to [cs@modernwoollens.com](mailto:cs@modernwoollens.com).

9. CS Rajendra Kumar Jain, Practicing Company Secretary (Membership No. FCS 4584) has been appointed as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
10. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman & Managing Director of the Company or any person authorised by the Chairman. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website at <https://modernwoollens.com> as well as website of NSDL at <https://www.eservices.nsdl.com> and will also be communicated to the stock exchanges, within two working days from last date of voting.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.  
Members seeking to inspect such documents can send an email to [cs@modernwoollens.com](mailto:cs@modernwoollens.com) mentioning his / her / its folio number / DP ID and Client ID.

## **12. PROCEDURE FOR E-VOTING FOR POSTAL BALLOT**

The Company is providing e-voting facility of National Securities Depository Limited (NSDL) to its members to exercise their right to vote on the proposed resolutions by electronic means.

The remote e-voting period begins on Thursday, 02<sup>nd</sup> January, 2025 at 9:00 A.M. and ends on Friday, 31<sup>st</sup> January, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 27<sup>th</sup> December, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 27<sup>th</sup> December, 2024.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**  
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
  
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the

check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rkjainbhilwara@gmail.com](mailto:rkjainbhilwara@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Kartik Sharma at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@modernwoollens.com](mailto:cs@modernwoollens.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [cs@modernwoollens.com](mailto:cs@modernwoollens.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

### **Item No. 1**

Shri Ram Awatar Kabra was appointed as an Executive Director of the Company with remuneration for a period of three years with effect from 19<sup>th</sup> November, 2021. The Board of Directors at its meeting held on 14<sup>th</sup> November, 2024 re-appointed Shri Ram Awatar Kabra (DIN: 00945603) as Whole time Director designated as Executive Director of the Company with effect from 19<sup>th</sup> November, 2024 for a further period of three years with remuneration subject to the approval of the shareholders of the Company.

Shri Ram Awatar Kabra has about 40 years vast and rich experience in the field of Finance, Accounts, Taxation, Administration and Management etc. The Board of Directors considered his contribution to the overall progress of the Company, therefore the Board is of the opinion that his services should continue to be available to the Company by re-appointing him as Executive Director of the Company.

Shri Ram Awatar Kabra is Graduate in Commerce from the University of Rajasthan. He is also fellow member of the Institute of Chartered Accountants of India (ICAI) and the fellow member of the Institute of Company Secretaries of India (ICSI).

The terms and conditions of the reappointment and payment of remuneration to Shri Ram Awatar Kabra have also been approved by the Nomination and Remuneration Committee of Directors of the Company.

The terms and conditions of remuneration is as under:-

#### **i) Basic Salary:-**

Rs. 1,30,000/- per month from 19/11/2024 with such increments as the Board may decide from time to time.

#### **ii) Perquisites and allowances:-**

a) General Allowance Rs. 10,400/- per month.

b) House Rent Allowance Rs. 32,500/- per month.

c) Company's contribution towards Provident Fund as per Company's Rules but not exceeding 12% of the basic salary.

d) Gratuity not exceeding half month's salary for each completed year of service as provided in the Gratuity Act.

e) Free use of car with driver, for Company's business.

f) Free Telephone facility for Company's business.

g) Encashment of leaves as per Company's Rules.

iii) He shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

iv) Shri Ram Awatar Kabra shall be subject to retire by rotation during his tenure as the Executive Director of the Company.

Where in any financial year during the tenure of Shri Ram Awatar Kabra, Whole time Director, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration as the minimum remuneration by way of salary subject to the requisite approvals, if any.

The disclosure relating to Shri Ram Awatar Kabra, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is set out as an annexure to the notice.

The resolution seeks the approval of members in terms of section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder for the reappointment and payment of remuneration of Shri Ram Awatar Kabra, Whole-Time Director of the Company for a period of three years with effect from 19/11/2024.

Except Shri Ram Awatar Kabra, none of the Directors and key managerial personnel of the Company and their relatives is concerned or interested in the said resolution. The Board recommends the Special Resolution for the approval of the members.

## **Item No. 2**

The Board of Directors has appointed Shri Mukesh Kumar Soni (DIN: 10804913) as Additional Director in the category of Non-Executive Independent Director with effect from 14/11/2024. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period upto five consecutive years and shall not be liable to retire by rotation.

Shri Mukesh Kumar Soni is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Mukesh Kumar Soni is Master of Commerce from the MDS University, Ajmer. Shri Mukesh Kumar Soni has about 30 years' experience in field of Accounts & Taxation etc.

The Board of Directors considered the matter of his appointment in its meeting held on 14<sup>th</sup> November, 2024 and felt that his association would be of immense benefit to the Company and proposed his appointment as Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of five years commencing with effect from 14<sup>th</sup> November, 2024. In the opinion of the Board, he fulfills the conditions of

appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The disclosure relating to Shri Mukesh Kumar Soni, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice. The Board recommends the Special Resolution for the approval of the members.

Except Shri Mukesh Kumar Soni, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution.

**By Order of the Board of Directors  
For Modern Threads (India) Limited**

**Sd/-  
Anil Kumar Jain  
(Company Secretary)  
M.No: F7842**

**Date: 14<sup>th</sup> November, 2024**

**Place: Bhilwara**

## Annexure

### PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED IS FURNISHED BELOW:

Name of Directors	Shri Ram Awatar Kabra	Shri Mukesh Kumar Soni
Designation	Whole time Director	Non-Executive-Independent Director
Director Identification Number (DIN)	00945603	10804913
Date of Birth	03/09/1956	26/02/1971
Qualifications	FCA, FCS	M.Com
Brief Resume	Shri Ram Awatar Kabra is Graduate in Commerce from the University of Rajasthan. He is also fellow member of the Institute of Chartered Accountants of India (ICAI) and the fellow member of the Institute of Company Secretaries of India (ICSI). He has about 40 years vast and rich experience in the field of Finance, Accounts, Taxation, Administration and Management etc.	Shri Mukesh Kumar Soni is Master of Commerce from the MDS University, Ajmer. He has about 30 years' experience in field of Accounts & Taxation etc.
Nature of expertise in specific functional areas	Finance, Corporate Laws, Administration	Accounts & Taxation
Date of first Appointment on the Board of the Company	19/11/2021	14/11/2024
Shareholding of non-executive directors (in the listed entity, including shareholding as a beneficial owner)	Nil	Nil
Number of share held in the company	Nil	Nil
Name of listed entities in which the person holds directorship and the membership of Committees of the Board	Modern Threads (India) Limited	Modern Threads (India) Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Shareholding of non-executive directors (in the listed entity, including shareholding as a beneficial owner)	Nil	Nil



Remuneration proposed to be paid	Rs. 1,30,000/- per month from 19/11/2024 with such increments as the Board may decide from time to time.	Shri Mukesh Kumar Soni will be paid remuneration by way of sitting fees for attending meetings of the Board and Committees thereof.
Terms and conditions of appointment/ reappointment	As stated in this Postal Ballot Notice	As stated in this Postal Ballot Notice
Relationship between directors inter-se and Key Managerial Personnel	Not related to any other Directors/ Key Managerial Personnel of the Company	Not related to any other Directors/ Key Managerial Personnel of the Company
Membership / Chairmanships of Audit and Stakeholders relationship committees	Member of Audit and Stakeholders relationship committees	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Having experience in the field of Accounts and Taxation etc.