



# Modern Threads (India) Limited

**Registered Office :**

Modern Woollens, Pragati Path,  
Bhilwara-311001 (Rajasthan), India  
Phone : 91-1482-241801  
E-mail : cs@modernwoollens.com  
Website : www.modernwoollens.com  
CIN : L17115RJ1980PLC002075'

**Dated : May 25, 2024**

To,  
BSE Limited  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 023  
**Scrip Code : 500282**

To,  
National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, C/1, Block-G,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Code : MODTHREAD**

Sub.: Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2024

Ref: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

With reference to SEBI Circular CIR/CFD/CMDI/27/2019 dated 8<sup>th</sup> February, 2019 and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are enclosing herewith Annual Secretarial Compliance Report dated 24/05/2024, issued by R.K. Jain & Associates, Practicing Company Secretaries, Bhilwara, of the Company for the financial year ended 31<sup>st</sup> March, 2024.

The above submission shall also be made available on the website of the Company at <https://www.modernwoollens.com>

This is for your information and records.

Thanking You,

Yours faithfully,  
FOR Modern Threads (India) Limited



(BANWARI LAL SAINI)  
Company Secretary and Compliance Officer

**Corporate Head Office** : 5, Bhima Building, Sir Pochkhanwala Road, Worli, Mumbai-400 030

**Plants :** **Woollens Division** : Pragati Path, Bhilwara-311001 (Rajasthan)  
**Yarn Division** : NH-79, Ajmer-Bhilwara High Way, Village Raila, District - Shahpura-311024 (Rajasthan)

**R K Jain & Associates**

Company Secretaries

5-A-25, "Shubham"

R C Vyas Colony

Bhilwara-311001

Rajasthan

+91 98 291 25844, 94 141 10844

Phone 01482-725844

Email [rkjainbhilwara@gmail.com](mailto:rkjainbhilwara@gmail.com)

**SECRETARIAL COMPLIANCE REPORT**

OF

**MODERN THREADS (INDIA) LIMITED**

For the year ended 31<sup>st</sup> March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

We, R K Jain & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Modern Threads (India) Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes –

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity during the Review Period);
- e) Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the listed entity during the Review Period)




- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity during the Review Period);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the Review Period);
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable for the period
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the listed entity during the Review Period);



and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	PARTICULAR	COMPLIANCE STATUS (YES/ NO/ NA)	OBSERVATIONS/ REMARKS BY PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b> <del>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</del>  • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	<b>Maintenance and disclosures on Website:</b> The Listed entity is maintaining a functional website  •Timely dissemination of the documents/ information under a separate section on the website  •Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4.	<b>Disqualification of Director:</b>		

*[Handwritten Signature]*

**R.K. JAIN & ASSOCIATES**  
Bhilwara  
COMPANY SECRETARIES

	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<b>To examine details related to Subsidiaries of listed entities:</b> a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	NA	The Listed Entity does not have any subsidiaries
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	N.A.	The Company has obtained the prior approval of Audit Committee for all Related Party transactions
9.	<b>Disclosure of events or information</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	No	As informed by the listed entity, there was a Delay in submission of Letter sent to Physical Shareholders pursuant SEBI Circular No. SEBI/HO/MIRSD /MIRSD-PoD-1/P/ CIR/2023/37 dated 16" March, 2023.
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	The Company has initiated the process for maintaining the Structured Digital database (SSD)
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any</b>		




	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action taken during the review period
12.	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	None

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019

Sr. No	PARTICULAR	COMPLIANCE STATUS (YES/NO/NA)	OBSERVATIONS/REMARKS BY PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	N. A	No such event of resignation of the Statutory Auditors of the Company has been occurred during the review period.
2	<b>Other conditions relating to resignation of statutory auditor</b>		

*Signature*



	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>ii. Disclosure in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>N. A</p>	<p>No such event of resignation of the Statutory Auditors of the Company has been occurred during the review period</p>
	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019</p>	<p>N. A</p>	<p>No such events during the Audit Period</p>

*[Handwritten Signature]*






(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr No	Compliance Requirement (Regulation s/circulars/g uidelines including specific clause)	Regulation Circular No.	De via tions	Act ion Ta ken by	Ty pe of Act ion	Details of Violation	Fin e A mo unt	Observations /Remarks of the Practicing Company Secretary	Managemen t Response	R e m a r k s
1	Regulation 33(3) of SEBI (LODR) Regulations, 2015 regarding Submission of Quarterly Financial Results, Limited Review Report to Stock Exchanges	Regulation 33(3) of SEBI (LODR) Regulations, 2015	-	-	-	Delay in submission of Quarterly Financial Results to Stock Exchange for the Quarter ended on 30 <sup>th</sup> June, 2023 of 2023-2024 approved in BM held on 14.08.2023 submitted on both stock exchanges on 15/08/2023 in PDF and XBRL.	-	The Financial Results were not submitted to Stock Exchange within specified time as per SEBI (LODR) Regulations.	As informed by the listed entity, due precautions will be taken to avoid such delay in the future.	
2	Regulation 47(3) of SEBI (LODR) Regulations, 2015 regarding Advertisements in Newspapers	Regulation 47(3) of SEBI (LODR) Regulations, 2015	-	-	-	Delay in Publication in English News Paper for the Quarter ended on 30.06.2023 in PDF Format submitted on both stock exchanges on 18/08/2023	-	Delayed Publication in English News Paper for the Quarter ended on 30.06.2023	As informed by the listed entity, due precautions will be taken to avoid such delay in the future	
3.	Regulation 44(3) of SEBI (LODR) Regulations, 2015 regarding Voting Results.	Regulation 44(3) of SEBI (LODR) Regulations, 2015	-	-	-	Delay in submission of Voting results for the AGM Held On 30.09.2023 in PDF Format on 03.10.2023 submitted on NSE		Delayed submission of Voting results for the AGM Held On 30.09.2023	As informed by the listed entity, due precautions will be taken to avoid such delay in the future	
4.	Regulation 30 of SEBI (LODR) Regulations, 2015, regarding disclosures	Regulation 30 of SEBI (LODR) Regulations, 2015,	-	-	-	Delay in submission of Letter sent to Physical Shareholders for mandatory Furnishing of		Delayed submission for Letter sent to Physical Shareholders pursuant	As informed by the listed entity, due precautions will be taken to	

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of events or information					PAN, KYC details and Nomination by holders of Physical Securities pursuant SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16" March, 2023,		SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16" March, 2023	avoid such delay in the future	
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(B) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
-	-	-	-	-	-	NA	-	-	-	-

**ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For R K Jain & Associates  
Company Secretaries



Proprietor  
FCS-4584, COP-5866  
UDIN: F004584F000442285

Place: Bhilwara  
Date: 24.05.2024