



Date: - 10/09/2019

BSE Ltd.
Department of Corporate Services
1st Floor, New Trading Ring,
Rotunda Building
P J Towers, Dalal Street,
Fort Mumbai - 400 001

Dear Sir,

Sub: - Notice of Postal Ballot

Scrip Code: BSE 515008

The Board of Directors at their meeting held on 14th August, 2019 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company as set out in the said Notice.

Pursuant to regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith Postal Ballot Notice together with the Explanatory Statement and Postal Ballot Form, are being sent to the members of the Company whose name appear on the Register of Members/List of Beneficial Owners as on Friday, 6th September, 2019.

This is for your information and record.

Thanking you

Yours Faithfully

For Modern Insulators Limited


Gaurav Goyal
Company Secretary &
Compliance Officer

Encl: - As above



Modern Insulators Limited

Registered Office : A-4, Vijay Path, Tilak Nagar, Jaipur-302 004

Phone : +91-141-4113645 Fax : +91-141-2621382

E-mail : modernjaipuroffice@gmail.com Website : www.moderninsulators.com

CIN : L31300RJ1982PLC002460

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or reenactment thereof for the time being in force) (the "Postal Ballot Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), that the resolutions appended below are proposed to be passed by the members through postal ballot/electronic voting (remote e-voting). The Explanatory Statement pursuant to section 102 of the Act pertaining to the said resolution setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the Postal Ballot Rules, appointed Ms. Anshika Gupta, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 10th October, 2019 at 5:00 P.M. Postal Ballot Form, if sent at the expense of member, will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-address envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic means'. Reference to postal ballot in this Postal Ballot Notice includes votes received electronically (e-voting).

The Scrutinizer will submit his report to the Managing Director or any other authorized director or Company Secretary of the

Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot will be declared on 11th October, 2019 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website i.e. www.moderninsulators.com and on the website of NSDL i.e. www.nsdl.co.in. The Resolution will be deemed to become effective on and from 10th October, 2019, i.e. the last date specified above for receipt of Postal Ballots in accordance with Secretarial Standard-2 on General Meetings.

SPECIAL BUSINESS:

Item No. 1- Shifting of Registered office of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from 'A-4, Vijay Path, Tilak Nagar, Jaipur - 302004 to 'Modern Insulators Limited, Talheti, Village Karoli, Tehsil Abu Road, Dist. Sirohi - 307510 (Rajasthan)'.
"RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) or Company Secretary of the Company, be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors
For Modern Insulators Limited

Place : Jaipur
Date : 14th August, 2019

Gaurav Goyal
Company Secretary

Notes :

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Act stating all material facts and the reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/statement of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 6th September, 2019 will be considered for the purpose of voting. A person who is not a member as on the cut-off date should treat this

notice for information purposes only.

3. In accordance with the provisions of Section 101 of the Act, as amended and as read with Rules 18 and 22 of the Postal Ballot Rules, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through Speed Post/Registered Post/Courier.

4. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on 6th September, 2019.
 5. The Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the Registered Office. The Members holding shares in electronic form may update their email ids and such details with their respective Depository Participant(s).
 6. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
 7. Kindly note that the Members can opt for only one mode of voting i.e. either by post or by e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote both by post and e-voting, then vote(s) cast through e-voting shall prevail and vote(s) cast by post will be treated as invalid.
 8. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected.
 9. The Postal Ballot Notice has been uploaded on the Company's website i.e. www.moderninsulators.com and on the website of NSDL at www.nsdl.co.in
 10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
 11. Members can cast their vote online from 11th Day of September, 2019 from 09:00 A.M. to 10th Day of October, 2019 till 05:00 P.M.
 12. Members who have registered their e-mail IDs for receipt of documents in electronic mode have been sent Postal Ballot notice by e-mail and who wish to vote through ballot form can obtain the ballot form from the Registrar and Share Transfer Agents, M/s. Beetal Financial and Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi-110062 or from the Company at the registered office and fill in the details and send the same to the Scrutinizer by post.
 13. The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The resolutions would be deemed to have been passed on 10th October, 2019, if passed by requisite majority.
 14. In case of any grievances connected with postal ballot including e-voting, members may write to the Company Secretary at the e-mail ID : compliance@moderninsulators.com or to the Registrar of the Company at beetalrta@gmail.com
 15. Voting through electronic means
In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with related rules, the Company has also extended remote e-voting facility, provided by NSDL, as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).
- Instructions to members for voting electronically are as under:-**
1. Open the attached PDF file "MIL remote e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
 3. Click on "Shareholder - Login".
 4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 7. Select "EVEN" of "Modern Insulators Limited". Members can cast their vote online 11th September, 2019 (9:00 am) and ends on 10th October, 2019 (5:00 pm).
Note: e-Voting shall not be allowed beyond said time.
 8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 10. The members who have not provided email Id to the Company may contact to the concerned person on following numbers to get the "User ID" and "Password for e-voting", who will provide you the same after due verification of information of members available with the Company:-
Mr. Gaurav Goyal/Mr. Nadeem Zaki
Phone: 0141-4113645
Email Id: - modernjaipurooffice@gmail.com
 11. Institutional shareholders (i.e., other than Individuals, HUF,



Modern
Insulators Limited

NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer's e-mail anshugupta.cs@gmail.com with a copy to evoting@nsdl.co.in.

12. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO.1

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot.

With a view to improve co-ordination and communication for ease of management, the Board of directors considered that subject to approval of shareholders, the registered office of the Company be shifted from 'A-4, Vijay Path, Tilak Nagar, Jaipur 302004' to 'Modern Insulators Limited, Talheti, Village Karoli, Abu Road, Dist. Sirohi 307510 (Rajasthan)'. Since, the proposed location is outside the local limits of Jaipur city and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to 'Modern Insulators Limited, Talheti, Village Karoli, Tehsil Abu Road, Dist. Sirohi - 307510 (Rajasthan)'.
None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1 as set out in this Notice.

By order of the Board of Directors
For **Modern Insulators Limited**

Place: Jaipur
Date: 14th August, 2019

Gaurav Goyal
Company Secretary



Modern Insulators Limited
Registered Office : A-4, Vijay Path, Tiliak Nagar,
Jaipur - 302 004 (India)



Modern Insulators Limited

Registered Office : A-4, Vijay Path, Tilak Nagar, Jaipur-302 004
Phone : +91-141-4113645 Fax : +91-141-2621382
E-mail : modernjaipuroffice@gmail.com Website : www.moderninsulators.com
CIN : L31300RJ1982PLC002460

POSTAL BALLOT FORM

Serial No. _____

1.	Name(s) of the Shareholder(s) including Joint holder holder(s) if any	
2.	Registered address of sole / first named Shareholder	
3.	Registered Folio No./DP ID No.*/Client ID No.* (*Applicable to shareholders holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

S. No.	Resolution	No. of Shares	I/We assent to the Resolution Please (✓) tick	I/We dissent to the Resolution Please (✓) tick
1.	Special Resolution for Shifting of Registered Office of the Company			

Place:

Date:

(Signature of Shareholder)

Notes:

- Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 10th October, 2019 at 5:00 P.m

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. if the Postal Ballot Form is incomplete or incorrectly filled;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. if the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Thursday, October 10, 2019 at 5:00 P.m. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at anshugupta.cs@gmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the cut-off date, i.e. Friday, 6th September, 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.