



NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of Modern Threads (India) Limited will be held on Thursday the 28th September, 2017 at 3:00 P.M. at Registered Office of the Company at A-4, Vijay Path, Tilak Nagar, Jaipur - 302004 to transact the following business:

A. ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, and the reports of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Shri Jagdish Narayan Sharma (DIN: 07552825) who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint Statutory Auditors of the Company and to fix their remuneration and to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, Goyal D. Kumar & Co, Chartered Accountants (Firm Registration No.007817C), be appointed as statutory auditors of the Company in place of retiring auditors, S.S. Surana & Co., Chartered Accountants, Jaipur (Firm Registration No. 001079C) whose tenure expires at the ensuing Annual General Meeting, to hold office for a period of five years, from the conclusion of this 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the company subject to ratification of the appointment by Members at every Annual General Meeting, as applicable, at such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

B. SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Shri Naresh Devpura (DIN 07526062), Director of the Company in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Shri Naresh Devpura as a candidate for the office of director of the company, be and is hereby appointed as an Independent Director of the Company with effect from 01.04.2017 for a period of three years, whose office shall not be liable to retire by rotation."
 "RESOLVED FURTHER THAT Shri Rajesh Ranka Chairman & Managing Director of the Company and Shri Kapil Kumar Kumawat, Company Secretary of the Company be and are hereby severally authorized to do all such necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

- (5) To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M. Goyal & Co., Cost Accountants (Firm Registration No. 000051), appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid the remuneration of ₹ 35,000/- per annum plus applicable taxes and reimbursement of expenses upto ₹ 15,000/- be and is hereby ratified and approved."

By order of the Board

Place : Bhilwara
 Date : 25th May, 2017

(Kapil Kumar Kumawat)
 Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 and/or any other applicable provisions of the Companies Act, 2013 in respect of Item No. 3, 4 & 5 set out in the Notice is annexed hereto and form part of this Notice.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and the proxy need not be a member of the Company. In terms of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in the aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.
3. The proxy form duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Share transfer books and Register of members shall remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).
8. Members holding shares in physical mode are requested to dematerialize their shares by surrendering their share certificates to their Depository Participants (DPs). Members are requested to quote ISIN: INE794W01014 of the Company for dematerialization of the shares.
9. Members who have not registered their email addresses so far are requested to register their e-mail ID's with M/s. Beetal Financial & Computer Services Pvt. Ltd, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective DPs in case the same is still not registered.
10. In terms of Section 101 and 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ID's with their respective depository participants or with the share transfer agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to cs@modernwoollens.com mentioning your Folio/DP ID & Client ID. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website www.modernwoollens.com.
11. All the documents referred to in accompanying Notice and other Statutory Registers are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
12. Members are requested to send all communications relating to shares and change of address etc. to the Registrar and Share Transfer Agents at the following address: Beetal Financial & Computer Service Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi-110062.
13. A Member desirous of getting any information on the accounts of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
14. A route map showing directions to reach the venue of the Annual General Meeting is given with the Annual Report.
15. **Voting**
 All persons whose names are 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. 22nd September, 2017 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.
- (1) **Voting through Electronic means**
 1. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) to exercise their right to vote at the AGM. The business may be transacted through e-voting services provided by National Securities Depository Limited ("NSDL").
 2. The facility for voting through Ballot/Poll Paper shall also be made available at the AGM and the members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their right at the AGM.
 3. 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.
 4. The Board of Directors of the Company has appointed Shri R. K. Jain, Practicing Company Secretary, Bhilwara as Scrutinizer for scrutinizing the voting and remote e-voting process in a fair and transparent manner.
 5. The remote e-voting period commences on Monday, 25th September, 2017 (9:00 am) and ends on Wednesday, 27th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 6. The Results shall be declared within 48 hours 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 www.modernwoollens.com and on the website of NSDL www.evoting.nsdl.com and the same shall also be communicated to BSE & NSE.

7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 22nd September, 2017, may obtain the login ID and password by sending a request to Company at modernjaipuroffice@gmail.com or cs@modernwoollens.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

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

In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

1. Open the attached PDF file "MTIL 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 remote e-Voting: Active Voting Cycles.
7. Select "EVEN" of "Modern Threads (India) Limited". Members can cast their vote online 25th September 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "remote e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted. Upon confirmation, the message Vote cast successfully will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. The members who have not provided email IDs to the Depository Participants/Company, may contact to the concerned person on following numbers to get the "User ID" and "Password for "remote e-voting", who will provide you the same after due verification of information of members available with the Company:-
Mr. Nadeem Zaki/ Kapil Kumar Kumawat
Phone: 0141-4113645
Email Id: - modernjaipuroffice@gmail.com or cs@modernwoollens.com
11. Institutional shareholders (i.e., other than Individuals, HUF, 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 rkjainbhilwara@gmail.com with a copy to evoting@nsdl.co.in.
"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.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 3

Though not mandatory, this statement is provided for reference.

As per the provisions of the Section 139(2) of the Act read with Rule 6 of the Companies (Audit and Auditors) Rules 2014, no listed company can appoint or reappoint an Audit Firm as Auditor for more than two terms of five consecutive years. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

S.S. Surana & Co., Chartered Accountants, Jaipur had completed more than two terms of five consecutive years and in terms of their appointment made at the 33rd Annual General Meeting held on 22nd September 2014, they are holding office of the auditors upto the conclusion of the 36th Annual General Meeting and hence, would retire at the conclusion of the forthcoming 36th Annual General Meeting of the Company.

Accordingly, as per the said requirements of the Act, Goyal D. Kumar & Co, Chartered Accountants are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting, subject to ratification of the appointment by Members at every Annual General Meeting, as may be applicable. Goyal D. Kumar & Co Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the ordinary resolution set forth in item No. 3 of the notice for approval of the members.

Item No. 4

Shri Naresh Devpura (DIN: 07526062) was appointed as an Additional Director (Non-Executive) of the Company with effect from 1st July, 2016 by the Board of Directors of the Company and subsequently was regularized through shareholders' resolution in 35th Annual General Meeting of the Company. The Board of directors at their meeting held on 22nd March 2017 have appointed him as an Independent Director of the Company subject to approval of the shareholders in the ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Shri Naresh Devpura for the office of an Independent Director. The Board considers it desirable that the Company should continue to avail of his services. Shri Naresh Devpura is B.COM from the University of Rajasthan. He has more than 36 years vast experience in the field of accounts, auditing and finance.

The resolution seeks the approval of members for the appointment of Shri Naresh Devpura as an Independent Director of the Company for a period of three years from 1st April, 2017, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. Shri Naresh Devpura is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Naresh Devpura fulfills the conditions specified in the Companies Act, 2013 & the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for his appointment as an Independent Director of the Company and he is independent of the Management. A copy of draft letter for the appointment of Shri Naresh Devpura as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days

No director, key managerial personnel or their relatives, except Shri Naresh Devpura, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the special resolution set out in Item No. 4 for the approval of the members.

Item No. 5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M. Goyal & Co., Cost Accountants, Jaipur as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a remuneration of ₹ 35,000/- per annum plus applicable taxes and reimbursement of expenses upto ₹ 15,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, key managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution set out at item No. 5.

Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting :

Name	Shri Naresh Devpura	Shri Jagdish Narayan Sharma
Director Identification Number (DIN)	07526062	07552825
Date of Birth	01/10/1959	10/05/1968
Qualifications	B.COM.	Higher Secondary
Expertise in Specific Area	Accounts & Finance	Industrial Relations and Human Resources
Date of first Appointment on the Board of the Company	July 1, 2016	July 1, 2016
Shareholding in the Company	Nil	Nil
Directorship held in other companies	Nil	Nil
Membership/Chairmanships of Audit and stake holders relationship committees	2	2

MODERN THREADS (INDIA) LIMITED

Registered Office : A-4, Vijay Path, Tilak Nagar, Jaipur-302 004 Phone : 0141-4113645
 E-mail : modernjaipuroffice@gmail.com/cs@modernwoollens.com
 Website : www.modernwoollens.com CIN : L17115RJ1980PLC002075

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)
36th Annual General Meeting - 28th September, 2017

I hereby record my presence at the THIRTY-SIXTH ANNUAL GENERAL MEETING of the Company held at Registered Office of the Company at A-4, Vijay Path, Tilak Nagar, Jaipur-302 004 on Thursday the 28th September, 2017 at 3:00 P.M.

Full Name of Member (IN BLOCK LETTERS)

Reg. Folio No./CLIENT ID DP ID No. of Shares held

Full Name of Proxy (IN BLOCK LETTERS)

Member's/Proxy's Signature

NOTE : ADMISSION WILL BE STRICTLY PERMITTED FOR SHAREHOLDERS/VALID PROXY HOLDERS ONLY.

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MODERN THREADS (INDIA) LIMITED

Registered Office : A-4, Vijay Path, Tilak Nagar, Jaipur-302 004 Phone : 0141-4113645
 E-mail : modernjaipuroffice@gmail.com/cs@modernwoollens.com
 Website : www.modernwoollens.com CIN : L17115RJ1980PLC002075

PROXY FORM

Name of the member(s) :

Registered Address :

E-mail ID : Folio No./Client ID :

DP ID :

I/We, being the members(s) of Shares of the Modern Threads (India) Limited, hereby appoint.

1. Name : Address :

E-mail ID : Signature :, or failing him

2. Name : Address :

E-mail ID : Signature :, or failing him

3. Name : Address :

E-mail ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, the 28th September, 2017 at 3:00 P.M. at A-4, Vijay Path, Tilak Nagar, Jaipur - 302 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 2 3 4 5

Signed this day of 2017.

Signature of Shareholder :

Signature of Proxy Holder(s) :


Affix Re 1/- Revenue Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at A-4, Vijay Path, Tilak Nagar, Jaipur-302 004 not less than FORTY EIGHT HOURS before the commencement of the meeting.

Route Map to the venue of AGM



Book Post
(Printed Matter)


If undelivered please return to :
Modern Threads (India) Limited
A-4, Vijay Path, Tilak Nagar,
Jaipur-302 004 (India)