



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

Date: 06.09.2025

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.: Notice of 44th Annual General Meeting, E-voting and Book Closure

In terms of Regulation 30, 42 and 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we wish to inform you that:

- (i) The 44th Annual General Meeting (AGM) of the Shareholders of the Company is scheduled to be held on Tuesday, 30th September, 2025 at 11:00 A.M. (IST) at the registered office of the Company at Modern Woollens, Pragati Path, Bhilwara —311 001 (Rajasthan), India. The notice of 44th AGM are being dispatched electronically to the members of the Company whose email ids are registered with Company/Depositories/Registrar & Share Transfer Agent.
- (ii) The Register of Members and Share Transfer book of the Company will remain closed from Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
- (iii) The Company has fixed Tuesday, 23rd September, 2025 as the cut of date for determining the eligibility of the members to vote by remote e-voting.
- (iv) The Company will be availing services of National Securities Depository Limited (NSDL) for remote e-voting system and for casting vote prior to AGM. The remote e-voting period commences on Saturday, 27th September, 2025 (9:00 A.M) and end on Monday, 29th September, 2025 (5:00 P.M).



Corporate Head Office : 5, Bhima Building, Sir Pochkhanwala Road, Worli, Mumbai - 400030
Plant { **Woollens Division** : Pragati Path, Bhilwara - 311001 (Rajasthan)
Yarn Division : NH-79, Ajmer-Bhilwara High Way, Village Raila, District - Shahpura - 311024 (Rajasthan)



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This is for your information and record.

Thanking you,

Yours faithfully

For Modern Threads (India) Limited



(Anil Kumar Jain)

Company Secretary & Compliance Officer

M.No: F7842

Corporate Head Office : 5, Bhima Building, Sir Pochkhanwala Road, Worli, Mumbai - 400030

Plant [**Woollens Division** : Pragati Path, Bhilwara - 311001 (Rajasthan)

[**Yarn Division** : NH-79, Ajmer-Bhilwara High Way, Village Raila, District - Shahpura - 311024 (Rajasthan)



NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of the Members of **Modern Threads (India) Limited** will be held on Tuesday, 30th September, 2025 at 11:00 A.M. (IST) at Registered Office of the Company at Modern Woollens, Pragati Path, Bhilwara-311 001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board and Auditors thereon.

2. Appointment of Mrs. Veena Jain (DIN: 07148606) as a Director, liable to retire by rotation

To appoint a Director in place of Mrs. Veena Jain (DIN: 07148606), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment and Payment of Remuneration of Shri Rajesh Ranka (DIN: 03438721) as Chairman and Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **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 and based on the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to the re-appointment and payment of remuneration of Shri Rajesh Ranka (DIN: 03438721) as Chairman and Managing Director of the Company for a period of three years with effect from 01st July, 2025.”

RESOLVED FURTHER THAT the terms & conditions and remuneration payable to Shri Rajesh Ranka be and is hereby recommended as under:

- i) Basic Salary :-
Rs. 4,40,000/- per month with effect from 01 /07/2025 and thereafter increase of Rs. 40000/- per month every year for next two year.
- ii) Perquisites and allowances:-
 - a) Company's contribution towards Provident Fund as per Company's Rules but not exceeding 12% of the basic salary
 - b) Gratuity not exceeding half month's salary for each completed year of service as provided in the Gratuity Act
 - c) Free use of car with driver, for Company's business.
 - d) Free Telephone facility for Company's business.
 - e) 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.

“RESOLVED FURTHER THAT where in any financial year during the tenure of Shri Rajesh Ranka, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration, subject to the applicable provisions of Schedule V of Companies Act, 2013 or subject to such other authority / shareholders' approval as may be required.”

“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 Rajesh Ranka, 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/jointly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this

4. **Contribution of funds to Bonafide Charitable or other funds, in excess of the Limit laid down in section 181 of the Companies Act, 2013**
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) to contribute to bonafide Charitable and other funds , in any financial year, any amounts or in case of loss or inadequate profit for contributing and/or such aggregate of which shall not exceed 5% of its average net profit for the three immediately preceding financial years or Rupees Three Crores whichever is greater.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally/jointly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Appointment of M/s. R.K. Jain & Associates, Practicing Company Secretaries as a Secretarial Auditors of the Company for first term of five consecutive years commencing from the financial year 2025-26**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Section 204 and the rules 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, on the recommendation of Audit Committee, consent of the members of the Company be and is hereby accorded for the appointment of M/s R.K. Jain & Associates, Practicing Company Secretaries, (Proprietor Mr. Rajendra Kumar Jain, Membership No. F4584; CP No. 5844; Peer Review Certificate No. 1361/2021) as Secretarial Auditors of the Company for first term of five consecutive years commencing from the financial year 2025-26 at a remuneration of Rs. 75,000/- per annum plus applicable taxes for the financial year 2025-26 and thereafter as may be mutually agreed.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally/jointly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. **To ratify the Remuneration of the Cost Auditors for the Financial Year 2025-26**

To consider and if thought fit, to pass, with or without modification(s), 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 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable GST and reimbursement of actual out of pocket expenses to M/s S. Goyal & Co., Cost Accountants (Firm Registration No. 005883), who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally/jointly authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

Place : Bhilwara
Date : 30th May, 2025

(Anil Kumar Jain)
Company Secretary
M. No. : F7842

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 3 to 6 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. In pursuant to General Circular numbers 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 02/2022 and 10/2022 dated 08.04.2020, 13.04.2020, 15.06.2020, 29.09.2020, 31.12.2020, 23.06.2021, 08.12.2021, 05.05.2022 and 28.12.2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular dated 12.05.2020, 15.01.2021, 13.05.2022, 03.06.2022 and 05.01.2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), the Notice of 44th AGM along with the Annual Report for the financial year 2024-25 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories / RTA as on Friday, 29th August, 2025. The AGM notice and Annual Report of the Company are made available on the Company's website at www.modernwoollens.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.
3. Members may also note that the notice of the 44th AGM, Attendance Slip, Proxy Form, Ballot Paper and the Annual Report for FY 2024-25 will also be available on the Company website at www.modernwoollens.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (10:00 am to 5:00 pm) on working days, upto and including the date of AGM of the Company.
4. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
5. The proxy form duly completed and signed, 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.
6. Institutional/Corporate Members intending to send their authorized representatives to the 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 to those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting. The said certified true copy of the Board Resolution should be sent to the scrutinizer by email through its registered email address to rkjainbhilwara@gmail.com with a copy marked to cs@modernwoollens.com, before e-voting/attending annual general meeting.
7. 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 during the meeting.
8. Only bonafide members of the Company whose name appear on the Register of Members /Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. Details of Directors retiring by rotation/seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the notice.
10. The Company's Register of members and share transfer books shall remain closed from Wednesday, the 24th September, 2025 to Tuesday, the 30th September, 2025 (both days inclusive) in connection with the Annual General Meeting.
11. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
12. As per Regulation 40 of SEBI (LODR) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holdings shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
13. As a part of the green initiatives the Members, who have not yet registered their E-mail addresses, are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address.
14. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.
15. Updation of Members' details: The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or RTA. Members holding shares in electronic form are requested to furnish the details to their respective DP.
16. Non-resident Indian Shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if no furnished earlier.
17. Members are requested to send all communications relating to shares and change of address etc. to the Registrar and Share Transfer Agent to the following address:
Beetal Financial & Computer Service Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi-110 062.
18. 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.
19. Members holding shares in physical form who have not registered their email address with the Company / RTA can obtain Annual Report by providing a duly signed request letter with folio no, name of the shareholders, scanned copy of the share certificate (front and back). Self-attested scanned copy of PAN and Aadhar by email to cs@modernwoollens.com.
20. Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, as amended, it shall be mandatory for all holders of physical securities to furnish PAN, Nomination, Address, Mobile Number, Bank Account Details and Specimen Signature. The members are requested to update their above KYC details (if not yet done) with the Company /RTA. The relevant forms for updation of KYC details can be downloaded from the website of the Company at www.modernwoollens.com or RTA website: www.beetalfinancial.com.
21. A route map showing directions to reach the venue of the Annual General Meeting is given with the Notice/Annual Report.
22. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available at registered office of the company for inspection by the members at the AGM.
23. CS Rajendra Kumar Jain, Practicing Company Secretary (Membership No. FCS 4584) has been appointed as the Scrutinizer for the conduct of remote e-voting and e-voting process to be carried out at the AGM of the Company in a fair and transparent manner.
24. **Voting Options**
E-Voting System - For e-voting and attending the 44th AGM
 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 44th AGM, through the remote e-voting services provided by National Securities Depository Limited ("NSDL").

2. The facility for voting through Polling 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 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.nsd.com and the same shall also be communicated to BSE & NSE.
5. 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. Tuesday, 23rd September, 2025, may obtain the login ID and password by sending a request to Company at 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.modernwoollens.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsd.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 27th September, 2025 at 9:00 A.M. and ends on Monday, 29th September, 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. Tuesday, 23rd September, 2025, 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 Tuesday, 23rd September 2025.

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 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"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 and click on login icon & New System Myeasi Tab and then user 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 e-voting 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 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 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 e-voting 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting 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?

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 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.
- 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***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- Now, you will have to click on "Login" button.

- 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?

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 with a copy marked to 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.
- 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 to reset the password.
- 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 or call on : 022 - 4886 7000 or send a request to Shri Manish Sharma at 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:

- 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.
- 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. 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.**

- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 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. 3

Shri Rajesh Ranka was re-appointed as Chairman & Managing Director of the Company with remuneration for a period of three years with effect from 1st July, 2022. As such, his term of office will expire on 30/06/2025. 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 Chairman & Managing Director of the Company for a further period of three years with effect from 1st July, 2025.

The Board of Directors at its meeting held on 30th May, 2025, re-appointed Shri Rajesh Ranka (DIN : 03438721) as Chairman & Managing Director of the Company with effect from 1st July, 2025 for a further period of three years with remuneration subject to the approval of the shareholders of the Company. The terms and conditions of the re-appointment and payment of remuneration to Shri Rajesh Ranka as Chairman & Managing Director have also been approved by the Nomination and Remuneration Committee of Directors of the Company. The terms & conditions and remuneration payable to Shri Rajesh Ranka be and is hereby recommended as under:

i) Basic Salary:-

Rs. 4,40,000/- per month with effect from 01/07/2025 and thereafter increase of Rs. 40000/- per month every year for next two year.

ii) Perquisites and allowances:-

- Company's contribution towards Provident Fund as per Company's Rules but not exceeding 12% of the basic salary
- Gratuity not exceeding half month's salary for each completed year of service as provided in the Gratuity Act
- Free use of car with driver, for Company's business.
- Free Telephone facility for Company's business.
- 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.

Where in any financial year during the tenure of Shri Rajesh Ranka, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration, subject to the applicable provisions of Schedule V of Companies Act, 2013 or subject to such other authority / shareholders' approval as may be required.

The disclosure relating to Shri Rajesh Ranka, 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 re-appointment and payment of remuneration to Shri Rajesh Ranka as Chairman & Managing Director of the Company for a further period of three years with effect from 01/07/2025. Except Shri Rajesh Ranka, 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.

The specified information while seeking approval/consent of the shareholders as required under Part-II of Schedule V of the Companies Act, 2013 is given below:

GENERAL INFORMATION:

- Nature of Industry:**
The Company is in the business of manufacturing and export of worsted yarn, wool yarn and synthetic yarn.

- Date or Expected date of commencement of commercial production:
The Company was incorporated on 28th August 1980.
- Financial performance based on given indicators:

Particular	Rs. in Crores		
	2024-25	2023-24	2022-23
Revenue from operations & other Income	269.89	304.08	305.31
Total Expenses	265.14	278.14	279.94
Profit before taxation (PBT)	4.75	25.93	214.12
Profit after taxation (PAT)	3.37	25.43	214.12

INFORMATION ABOUT THE APPOINTEE

- Background details:**
The background details and profile of Shri Rajesh Ranka (DIN: 03438721) are provided in "Annexure" to the Notice.
- Past remuneration:**
The Remuneration paid to Shri Rajesh Ranka for the last financial year is as follow:
Basic Pay Rs. 4.00 Lakhs P.M. Other perquisites as mentioned in the resolution were already passed by the shareholders.
The Proposed revised remuneration is as follows:
Basic Pay Rs. 4.40 Lakhs P.M. Other perquisites as mentioned in the resolution.
- Recognition or Awards:**
Shri Rajesh Ranka is associated with various Chambers/ Organizations relating to trade and industry.
- Job Profile and his suitability:**
Shri Rajesh Ranka (DIN: 03438721), Chairman & Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards the growth and overall performance of the Company. He has vast experience of more than 31 years in the field of Textile management and Business.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**
The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company.
- Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:**
Except the payment of remuneration for their services detailed in the resolution, they have no other pecuniary relationship with the Company.

OTHER INFORMATION:

- Reason of loss or inadequate profit:**
In the current era of unprecedented global change, businesses are navigating several geopolitical risks that are profoundly impacting our woollen yarn market demand and growth.
- Steps taken or proposed to be taken for improvement:**
The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
- Expected increase in productivity and profits in measurable terms:**
The Company has taken initiatives to improve the profitability of the Company and will continue in its endeavor to improve performance.

Item No. 4

Section 181 of the Companies Act, 2013 enables the Company to make contributions to bona fide charitable and other funds, subject to the approval of the members in general meeting in case such contribution exceeds 5 per cent of the Company's average net profits for 3 immediately preceding financial years. Consequently, the Board of Directors of the Company proposes the above resolution as an Special Resolution for approval of the members to contribute to bonafide charitable and other funds, in any financial year, any amounts the aggregate of which shall not exceed 5% of average net profits for the three immediately preceding financial years or Three Crores, whichever is greater. As required under section 181 of the Companies Act, 2013, resolution are being proposed to seek your consent / approvals. None Directors and key managerial personnel of the Company and their relatives are interested or concerned financially or otherwise in the proposed resolution. Your Directors recommend the aforesaid resolutions for the approval by the members as Special Resolution

Item No. 5

On the recommendation of the Audit Committee, the Board has approved the appointment of M/s R.K. Jain & Associates, Practicing Company Secretaries, (Proprietor Mr. Rajendra Kumar Jain, Membership No. F4584; CP No. 5844; Peer Review Certificate No. 1361/2021) as Secretarial Auditors of the Company for first term of five consecutive years commencing from the financial year 2025-26 at a remuneration of Rs. 75,000/- per annum plus applicable taxes for the financial year 2025-26 and thereafter as may be mutually agreed.

In accordance to the provisions of the Section 204 and the rules 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations,

2015, the appointment of M/s R.K. Jain & Associates have to be approved by the shareholders of the Company. Hence, the Members approval is being sought by way of Ordinary Resolution.

The Board recommends the resolution for approval of the members. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

Item No. 6

On the recommendation of the Audit Committee, the Board has approved the re-appointment and remuneration of M/s S. Goyal & Co, Cost Accountants, Jaipur (Firm Registration No. 005883) to conduct the audit of cost records of the Company's respectively for the financial year 2025-26 at a fee of Rs. 50,000/-, subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2025-26.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors have to be ratified by the shareholders of the Company. Hence, the Members approval is being sought by way of Ordinary Resolution.

The Board recommends the resolution for approval of the members. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

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

Anil Kumar Jain
Company Secretary
M. No. : F7842

Place : Bhilwara
Date : 30th May, 2025

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 Rajesh Ranka	Smt. Veena Jain
Designation	Chairman & Managing Director	Non-Executive Director
Director Identification (DIN)	03438721	07148606
Date of Birth	07/10/1966	06/09/1978
Qualifications	MBA	M.A.
Brief Resume	Shri Rajesh Ranka is MBA from Rajasthan University. He is Chairman & Managing Director of the Company and having vast experience of more than 31 years in the field of Textile management and Business.	Smt. Veena Jain is M.A. She has vast experience in field of business etc.
Nature of expertise in specific functional areas	Business Administration	Business
Date of first Appointment on the Board of the Company	01/02/2011	18/06/2015
Shareholding of non-executive directors (in the listed entity, including shareholding as a beneficial owner)	-	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
Remuneration proposed to be paid	Rs. 4,40,000/- per month with effect from 01/07/2025 and thereafter increase of Rs. 40000/- per month every year for next two year	Smt. Veena Jain is paid remuneration by way of sitting fees for attending meetings of the Board and Committees thereof. For the Financial Year 2024-25 She has been paid sitting fee of Rs. 10500/-
Terms and conditions of appointment/ reappointment	As stated in this AGM notice and Corporate Governance Report	Retire by Rotation
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	Nil	Nil
In case of Independent Directors, the skills and capabilities required	Not Applicable	Not Applicable

MODERN THREADS (INDIA) LIMITED

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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)
44th Annual General Meeting - 30th September, 2025

I hereby record my presence at the FORTY FOUR ANNUAL GENERAL MEETING of the Company held at Registered Office of the Company at Unit : Modern Woollens, Pragati Path, Bhilwara-311001 (Rajasthan) on Monday the 30th September, 2025 at 11:00 A.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.



MODERN THREADS (INDIA) LIMITED

Registered Office : Modern Woollens, Pragati Path, Bhilwara-311001 (Rajasthan)
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 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 44th Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2025 at 11:00 A.M. at Modern Woollens, Pragati Path, Bhilwara-311001 (Rajasthan) (India) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 2 3 4 5 6

Signed this day of 2025.

Signature of Shareholder :

Signature of Proxy Holder(s) :

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Modern Woollens, Pragati Path, Bhilwara-311001 (Rajasthan) (India) not less than FORTY EIGHT HOURS before the commencement of the meeting.

Affix Re 1/- Revenue Stamp

Route Map to the venue of AGM



**Book Post
(Printed Matter)**

If undelivered please return to :

**Modern Threads (India) Limited
Unit : Modern Woollens, Pragati Path
Bhilwara-311001 (Rajasthan) (India)**

