

**ANNUAL REPORT  
2016-2017**



**Modern**  
**INSULATORS LIMITED**

---

---

---

**BOARD OF DIRECTORS**

Shri Sachin Ranka	– Chairman & Managing Director
Shri S.B.L. Jain	– Independent Director
Shri R. Raniwala	– Independent Director
Shri P.K. Rao	– Independent Director
Smt. Meenu Sacheti	– Independent Director
Shri D.B. Deshpande	– Executive Director
Shri T.C. Chejara	– Additional Director

**CHIEF FINANCIAL OFFICER**

Shri D.S. Singhvi

**COMPANY SECRETARY**

Shri Gaurav Goyal

**AUDITORS**

M/s B.L. Verma & Co.,  
Chartered Accountants,  
Jaipur - 302 001

**SECRETARIAL AUDITORS**

M/s. JAKS & Associates,  
Practicing Company Secretaries,  
Jaipur - 302 005

**REGISTERED OFFICE**

A-4, Vijay Path, Tilak Nagar,  
Jaipur - 302 004 (Rajasthan)  
Ph. : 0141-4113645  
E-mail : modernjaipuroffice@gmail.com

**CORPORATE HEAD QUARTER**

68/69, Godavari, Pochkhanwala Road,  
Worli, Mumbai - 400 030

**PLANTS****Insulators Division**

Abu Road - 307 026  
Distt. Sirohi (Rajasthan)

**Yarn Division**

Village : Nana Borsara - 394 125  
Distt. Surat (Gujarat)

**Terry Towels Division**

Village : Nidrad  
Taluka : Snand - 382110  
Ahmedabad (Gujarat)

## NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Modern Insulators Limited will be held on Wednesday, 27th September, 2017 at 4.00 P.M. at Registered Office of the Company at A-4, Vijay Path, Tilak Nagar, Jaipur - 302 004 to transact the following business:

### A. ORDINARY BUSINESS

- (1) To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
- (2) To appoint a director in place of Shri D.B. Deshpande (DIN: 06463412), who retires by rotation and being eligible, offers himself for re-appointment.
- (3) Appointment of Statutory Auditors

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and 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 recommendation of the Board of Directors, M/s R.B. Verma & Associates, Chartered Accountants, Jaipur (Firm Registration No. 012650C) be and are hereby appointed as Statutory Auditors of the Company in place of M/s B.L. Verma & Co., Chartered Accountants, Jaipur (Firm Registration No. 001064C) whose tenure expires at the ensuing Annual General Meeting, at such remuneration as may be determined by the Audit Committee in consultation with Auditors.”

**“RESOLVED FURTHER THAT** M/s R.B. Verma & Associates, Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this Thirty Second Annual General Meeting till the conclusion of Thirty Seventh Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

### B. SPECIAL BUSINESS

- (4) **To appoint Shri T.C. Chejara as Non-Executive Director of the Company and in this regards, pass the following resolution as a Ordinary Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri T.C. Chejara (DIN 07619881) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from October 1, 2016 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Director of the Company whose office shall be liable to retire by rotation.”

- (5) **To re-appoint Shri Sachin Ranka as Chairman & Managing Director of the Company and in this regards, pass the following resolution as a Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196 & 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and 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 pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the Company be and is hereby accorded for re-appointment and payment of remuneration to Shri Sachin Ranka (DIN:00335534) as Chairman and Managing Director of the Company for a period of five years with effect from 01.04.2017 on the terms and conditions of his remuneration as specified in the explanatory statement annexed thereto.”

- (6) **To re-appoint Shri D.B. Deshpande as Executive Director of the Company and in this regards, pass the following resolution as a Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and 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 pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the Company be and is hereby accorded for re-appointment and payment of remuneration to Shri D.B. Deshpande (DIN:06463412) as an Executive Director of the Company for one year with effect from 01.04.2017 to 31.03.2018 on the terms and conditions of his remuneration as specified in the explanatory statement annexed thereto.”

- (7) **To appoint Smt. Meenu Sacheti as Independent Director of the Company and in this regards, pass 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, Smt. Meenu Sacheti (DIN 02266703), Director of the Company who retires by rotation at the Annual General Meeting be and is hereby appointed as Independent Director of the Company with effect from 01.01.2017 for a period of five years whose office shall not be liable to retire by rotation.”

- (8) **To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regards, pass 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Rajesh & Company, Cost Accountants (Firm Registration No. 000031), the Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration of Rs. 70,000/- and reimbursement of expenses upto Rs. 35,000/- be and is hereby ratified and approved.”

**(9) 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 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for already mortgaged/to be mortgaged and/or charged/to be charged present and/or future properties, which is situated at Abu Road, Rajasthan whether movable or immovable on first charge basis in favour of:

1. Central Bank of India for its working capital assistance of Rs. 8450 Lacs (Fund Based) & Rs. 4500 Lacs (Non-Fund Based) and forward exchange contract limit Rs. 1200 Lacs respectively.
2. Punjab National Bank for its working capital assistance of Rs. 3650 Lacs (Fund Based) & Rs. 1500 Lacs (Non-Fund Based) respectively.

In connection with the working capital facilities already sanctioned/to be sanctioned by the working capital bankers to the Company to secure the said working capital facilities together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable by the Company in terms of letter of sanction(s)/memorandum of the terms and conditions entered into by the Company in respect of working capital facilities, such security, to rank as the case may be to mortgage and/or charges already created or to be created in future by the Company or in such manner as may be agreed to by the banks and as may be thought expedient by the Board of Directors of the Company.”

By the Order of the Board

Place : Ahmedabad  
 Date : 29th May, 2017

**(Gaurav Goyal)**  
 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 to 9 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.
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 23rd September, 2017 to 27th September, 2017 (both days inclusive).
8. 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.
9. 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 ids 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 [compliance@moderninsulators.com](mailto:compliance@moderninsulators.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 2017 will also be available on the Company's website [www.moderninsulators.com](http://www.moderninsulators.com).
10. The Statutory Registers maintained under the provisions of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. Members are requested to send all communications relating to shares, 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
12. A route map showing directions to reach the venue of the Annual General Meeting is given with the Annual Report.
13. **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: INE219W01012 of the Company for dematerialization of the shares.**
14. **Voting**  
 All persons whose names are recorded in the Register of Members maintained by the Depositories as on the cut-off date i.e. 20th September, 2017 shall also be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.  
**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 Disclosures 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 Board of Directors of the Company has appointed Shri Deepak Arora, Practicing Company Secretary as Scrutinizer for scrutinizing the voting and remote e-voting process in a fair and transparent manner.
4. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the company's website [www.moderninsulators.com](http://www.moderninsulators.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same shall also be communicated to BSE Limited.
5. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 20th September, 2017 may obtain the User ID and password in the manner as mentioned below.

**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](http://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 23rd, September, 2017 (9:00 am) and ends on 26th September, 2017 (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/Nadeem Zaki

Phone: 0141-4113645

Email Id: - [modernjaipuroffice@gmail.com](mailto:modernjaipuroffice@gmail.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 [aroracs2@gmail.com](mailto:aroracs2@gmail.com) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
12. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) 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 Section 102 of the Companies Act, 2013)

**Item No. 3**

As per the provisions of the Companies Act, 2013, no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. M/s B.L. Verma & Co. Chartered Accountants, Jaipur have completed period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting.

Accordingly, the term of the present Auditors, M/s B.L. Verma & Co. Chartered Accountants, Jaipur, expires at the conclusion of the forthcoming Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s B.L. Verma & Co. Chartered Accountants, Jaipur during their association with the Company as its auditors. For the purpose of appointment of new Auditors, the Audit Committee along with the Management invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with

representatives of those firms and recommended M/s R. B. Verma & Associates, Chartered Accountant, Jaipur (Firm Registration No. 012650C), as Statutory Auditor. The Board of Directors based on the recommendation of the Audit Committee proposes the appointment of M/s R.B. Verma & Associates, Chartered Accountant, Jaipur as the Statutory Auditors of the Company to the Members for their approval. If approved by the Members, the appointment of M/s R.B. Verma & Associates, Chartered Accountant as a Statutory Auditor will be for a period of five years commencing from the conclusion of Thirty Second Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting). M/s R.B. Verma & Associates, Chartered Accountant have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor 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.

The Board of Directors recommends the Resolution at Item No. 3 of the Notice for your approval. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

#### Item No. 4

Pursuant to provisions of Section 161 of the Companies Act, 2013, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 22nd September, 2016, appointed Shri T.C. Chejara (DIN 07619881), as an Additional Director of the Company, w.e.f. 1st October, 2016.

As an Additional Director, Shri T.C. Chejara holds office upto the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director of the Company. Pursuant to the provisions of Section 160 of the Act, the Company has received a notice in writing along with the deposit of requisite amount from Shri T.C. Chejara, signifying his candidature for the office of the Director of the Company.

Shri T.C. Chejara is B.Com and also a fellow member of the Institute of Chartered Accountants of India. He has more than 40 years rich experience in the field of accounts, finance and management and has consented to act as a Director of the Company.

The disclosure relating to Shri T.C. Chejara, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 4 of this Notice for the approval by the Members.

Except Shri T.C. Chejara, being an appointee, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

#### Item No. 5

The Board of Directors at its meeting held on 28th March, 2017 re-appointed Shri Sachin Ranka (DIN 00335534) as Chairman & Managing Director of the Company with effect from April 1, 2017 for a period of five years with remuneration subject to approval of shareholders in ensuing Annual General Meeting. The terms and conditions of the re-appointment and payment of remuneration to Shri Sachin Ranka as Chairman & Managing Director have also been approved by the Nomination & Remuneration Committee of Directors of the Company.

The term and conditions of remuneration to Shri Sachin Ranka are as under :-

- i) Basic Salary:-  
₹ 500000/- per month for first year and thereafter increase not exceeding 20% per annum.
- 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) Company's contribution towards National Pension System (NPS) as per Company's rules but not exceeding 10% of the basic salary.
  - c) Reimbursement of medical expenses for self and family upto ₹ 15000/- per annum.
  - d) Gratuity not exceeding half month's salary for each completed year of service as provided in Gratuity Act.

- e) Free use of car with driver for Company's business.
- f) Free Telephone facility at residence for Company's business.
- g) Fees of Clubs – subject to maximum of two clubs, the total amount of which shall not exceed ₹ 200000/- per annum.
- iii) He shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

The disclosure relating to Shri Sachin Ranka, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice.

The resolution seeks the approval of members in terms of Sections 196 and 197 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 Sachin Ranka as Chairman & Managing Director of the Company for a period of 5 year from 1st April, 2017.

Except Shri Sachin Ranka, being an appointee, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

#### Item No. 6

The Board of Directors in their meeting held on 28th March, 2017 had re-appointed Shri D.B. Deshpande as an Executive Director of the Company for 1 year from 1st April, 2017 with remuneration subject to approval of shareholders in the Annual General Meeting. The terms and conditions of the re-appointment and payment of remuneration to Shri D.B. Deshpande as an Executive Director have also been approved by the Nomination & Remuneration Committee of Directors of the Company.

The term and conditions of remuneration to Shri D.B. Deshpande are as under :-

- i) Basic Salary:-  
₹ 5,16,000/- per month and increase not exceeding Rs.100000/- per month from 01.04.2017.
- ii) Perquisites and allowances:-
  - a) Furnished residential accommodation with water, gas, electricity etc. monetary value of which will be evaluated as per rule 3(a) of the Income Tax Rules, 1962, subject to an amount equivalent to 10% of basic salary deductible every month.
  - b) Company's contribution towards Provident Fund as per Company's Rules but not exceeding 12% of the basic salary.
  - c) Reimbursement of medical expenses and leave travel concession for self and family, the total cost of which to the company shall not exceed 3% of the basic salary.
  - d) Gratuity not exceeding half month's salary for each completed year of service as provided in Gratuity Act.
  - e) Free use of car with driver, for Company's business.
  - f) Free Telephone facility at residence. All personal long distance calls shall be billed by the Company.
  - g) Encashment of leaves as per Company's Rules.
- iii) He shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

The disclosure relating to Shri D.B. Deshpande, as required under the provisions of Securities and Exchange Board of India (Listing Obligations



and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice.

The resolution seeks the approval of members in terms of Sections 196 and 197 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 D.B. Deshpande as an Executive Director of the Company for a period of one year from 1st April, 2017.

Except Shri D.B. Deshpande, being an appointee, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

#### Item No. 7

As per the provisions of SEBI (Listing obligation and Disclosure Requirement) Regulation, 2015, atleast half of the Board of Directors shall comprise of Independent Directors and to comply the Listing provisions. Smt. Meenu Sacheti who was appointed as Non-executive Director of the Company and who meets the criteria of Independence in terms of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirement), Regulations, 2015, it is recommended to change the designation of Smt. Meenu Sacheti from Non-executive Director to Independent Director.

The disclosure relating to Smt. Meenu Sacheti, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice.

The resolution seeks the approval of members in terms of Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder for the appointment of Smt. Meenu Sacheti as an Independent Director of the Company for a period of 5 year from 1st January, 2017.

Except Smt. Meenu Sacheti, being an appointee, none of the other

Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 7 of the Notice.

#### Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across for the financial year ending March 31, 2018. 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 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 of resolution for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2018.

No Director, Key Managerial Personnel or their relatives is concerned or interested in the resolution. The Board recommends the resolution set out at Item No. 9 for approval of the members.

#### Item No. 9

Working capital bankers of the Company have sanctioned enhanced limits on the basis of creation of first charge on the fixed assets of the Insulator division of the Company.

As the mortgage or charge on properties to secure the working capital facilities on first charge basis may be regarded as disposal of the whole or substantially the whole of the Insulators division of the Company, it is considered necessary to seek members approval pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013.

No Director, Key Managerial Personnel or their relatives is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 8 for approval of the members.

### ANNEXURE TO THE NOTICE

#### Details of Director Seeking Appointment/Re-Appointment at the Forthcoming Annual General Meeting

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name	Shri T.C. Chejara	Shri Sachin Ranka	Shri D.B. Deshpande	Smt. Meenu Sacheti
DIN	07619881	00335534	06463412	02266703
Date of Birth	10/09/1953	28/01/1963	11/11/1952	17/07/1962
Qualifications	Chartered Accountant	MBA (Finance)	B.E Electricals	B.Com
Expertise in Specific area	Finance and Accounts	Finance & Corporate Management	Electric Engineering and Corporate Management	Management and Administration
Date of First appointment on the Board of the Company	01/10/2016	30/11/1992	01/01/2013	31/03/2015
Relationship with other Director	None	None	None	None
Shareholding in the Company	150	500	Nil	Nil
Directorship held in other Public companies	Modern Denim Limited	Modern Denim Limited	Nil	Modern Denim Limited
Chairman/ Member in the Committees of the Boards of companies in which he is Director	Chairman of the Audit Committee and Stakeholders Relationship committee of Modern Denim Limited	Chairman of the Board and CSR committee of Modern Denim Limited	Nil	Nil

## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

### The Members

Your Directors are pleased to present the 32nd Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2017.

### FINANCIAL PERFORMANCE

(₹ in Crores)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Net Sales and Other Income	<b>520.02</b>	467.51
Profit before exceptional items & tax	<b>21.93</b>	27.07
Add : Exceptional Items	<b>5.03</b>	4.56
Profit before tax	<b>26.96</b>	31.63
Less : Tax expense (Deferred tax)	<b>(2.92)</b>	2.42
Profit for the year after tax	<b>29.88</b>	29.21
Balance Brought forward from previous year	<b>243.03</b>	213.82
Less : Impact of Amalgamation (Net)	<b>59.13</b>	—
Balance carried to Balance sheet	<b>213.78</b>	243.03

Note : Pursuant to the scheme of amalgamation of Modern Terry Towels Limited with the Company approved by Hon'ble BIFR under the provision of Sick Industrial Companies (Special Provisions) Act, 1985, the financial results of the year ended March 31, 2017 are not comparable with the year ended March 31, 2016.

### OPERATIONS

The overall performance of the Company has been satisfactory. Various factors have contributed for satisfactory performance of your Company inter alia includes balancing of plant and machinery, continuous efforts for production of value added insulators and diversification. The net turnover for the year has been ₹ 514.17 crores and profit before interest & depreciation ₹ 44.24 crores.

During the year under review, no amount from the profit was transferred to General Reserve. Keeping in view the need to conserve the Company's resources for meeting the enhanced working capital requirement and balancing the manufacturing equipments, your directors deemed it prudent not to recommend any dividend for the year.

#### Insulators Division

During the financial year 2017, despite challenging business environment the division has registered a growth of 6.14%. The net turnover for the year has been ₹ 342.25 crores as against ₹ 322.47 crores and profit before interest & depreciation of ₹ 46.70 crores as against ₹ 41.42 crores of previous year.

#### Yarn Division

The turnover of the division has been ₹ 128.10 crores as against ₹ 138.54 crores in previous year and profit before interest & depreciation has been ₹ 5.82 crores as against ₹ 6.68 crores in previous year. Turnover and profitability has been marginally lower due to competitive market conditions.

#### Terry Towels Division

During the year Modern Terry Towels Limited has been merged with the Company and has become division of the Company. The turnover of this division has been ₹ 43.82 crores and loss before interest & depreciation has been ₹ 8.28 crores. It is mainly due to low capacity utilization and shortage of working capital. However post merger the company is expecting to achieve constant growth of the division and increase in capacity utilization and profitability.

### EXPORTS

The Company is one of the major exporters of H.T. Porcelain Insulators from India. The Company has achieved export turnover of ₹ 101.14 crores during the year under review as compared to ₹ 84.00 crores in previous year showing an impressive growth of 20%. In spite of stiff competition from China and slowdown of global economy, export has increased because of sustained quality and by tapping & revival of potential customers. In addition, the company possesses the ability to cater to the diverse needs of global customers and is concentrating to strengthen its presence in all corners of global market. Your company is a regular supplier to all the major multinational OEMs for their world wide requirements of quality Porcelain Insulators.

### ANALYSIS AND REVIEW

Your Company continues to be a leader in the manufacture of Extra High Voltage Insulators in the country. Despite stiff competition buyers show interest in your company's product for its quality & timely delivery and hence your directors are confident of achieving better working results in the coming years. Your Company is having well equipped R & D laboratory recognized by Govt. of India, Ministry of Science & Technology which takes care of the stringent quality requirements of customers and ensures quality and reliability in each and every product manufactured. In-house R&D activities have a thrust on qualitative development to replace expensive input raw material & to bring consistency in quality of the products under manufacture. The future of the Insulator industry looks promising due to major thrust on power sector reforms and speedy implementation of new power projects. Major Railway electrical projects as well as dedicated freight corridor project will increase demand for Railway Insulators. We are putting our efforts to promote Long Rod Insulators to all potential SEB's and increase our share in domestic market. Your company has established fully equipped SGI and Aluminium foundry to cater demand from various segments apart from fulfilling company's major captive requirement of SGI and aluminium castings in time. This will give further boost to the revenue of the Company in coming years.

### Industry Overview

The power generation, transmission and distribution sector is the key growth driver for the Insulators industry. The Government of India is putting emphasis on power sector reforms in overcoming impediments; it will however take some time before on-ground demand improvement is visible. Over the past few years, demand in domestic insulators market has been sluggish, primarily due to poor financial health of state utilities, which has impacted new projects and delay in the execution of on-going projects.

The Indian Textile Industry is one of the leading textile industries in the world. It is one of the key sectors of India's manufacturing segment as it contributes significantly to the economy in terms of employment generation and foreign exchange revenue. The industry is taking all steps to promote textile exports, which is the need of the hour. Costs are increasing due to rising input costs, including labour and power. Focus on new product development and value added products is continuing in this segment.

### Opportunities & Challenges

Your Company is engaged in the manufacturing of High Quality Solid core post insulators for Disconnectors and sub-station requirements, Hollow insulators for Circuit Breakers, Lightning Arrestors and Instruments Transformers, Long rod Insulators for Overhead Transmission Lines, Railway Insulators, line Post Insulators for Distribution Segment. Your Company makes sustainable efforts to provide varieties of Insulators to the whole world and in the process nurtures long-term relations with customers. Your company has also invested in plant and machinery and equipments for making investment to increase the production capacity of finished products to grab the opportunity in the emerging global markets.



The market share of China in the international trade has been steadily increasing in recent years. Additionally, increased acceptance of alternate technologies has further impacted the domestic insulators industry.

The future for the Indian textile industry looks promising, due to strong domestic consumption. India has the potential to double its market size in the long run as China is losing its competitive advantage in textiles mainly on account of increasing labour & power costs and focus on the domestic market with high value products. The shift from China to India is expected to happen in the long run, to make India a dependable source of supply for the World. However, there are several challenges ahead for the Textile industry for enhancing its competitive strength and global positioning in terms of inflexible labour laws, poor infrastructure, competition from low cost neighbouring countries which will have to be addressed to sustain the growth momentum of the industry.

#### **Risks & Challenges**

The current economic environment, in combination with significant growth ambitions of the Company, carries with it an evolving set of risks. Your Company recognizes that these risks need to be managed to protect customers, employees, shareholders and other stakeholders to achieve our business objectives. In line with this, your Company has put in place a detailed Risk Management Policy which identifies the various types of risks at all levels of the Company. Early risk identification along with appropriate measures has enabled the Company to mitigate all threats which may arise from time to time. Also, the possibility of occurrence of the risk event and the magnitude of their consequences on the organization is determined and used to prioritize risk management.

#### **Outlook**

Government initiatives are expected to catalyse demand improvement in near future. With Government's focus on 'Power for All' by 2019 the medium to long term fundamentals look encouraging. The company is alert and in touch with the ground realities of the changing business environment and is confident of increasing the Indian share in the world market.

The overall business outlook for the company is promising with improvement in overall economic environment. The company continues to examine the possibilities of expansion and shall make the necessary investments when attractive opportunities arise.

#### **AMALGAMATION OF MODERN TERRY TOWELS LIMITED WITH THE COMPANY**

During the year, Hon'ble Board for Industrial & Financial Reconstruction (BIFR) has sanctioned the scheme of amalgamation of Modern Terry Towels Limited (MTTL) with your Company with effect from 01.01.2008 (the Appointed Date) under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985. The Scheme has been made effective on 15th September, 2016. The merger results in consolidation of two companies which facilitate savings in the administrative cost and also beneficial in terms of saving of Income Tax under the provisions of Section 72A of the Income Tax Act, 1961.

#### **DEMERGER OF YARN DIVISION OF THE COMPANY**

As reported earlier, a scheme of Demerger under section 391 to 394 of the Companies Act, 1956 was pending before the High Court of Rajasthan at Jaipur to demerge the Yarn Division of the Company. However, the Ministry of Corporate Affairs has notified the provisions related to National Company Law Tribunal (NCLT) and therefore the proceedings pending before Rajasthan High Court have been transferred to NCLT which is under consideration before Hon'ble NCLT, New Delhi. The demerger would result in benefit to the shareholders, creditors, employees and general public.

#### **SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANIES**

During the year under review, the Company has sold its Investments in Subsidiary Company i.e. M/s Motile Power Trade Private Limited and

therefore ceased to be a subsidiary of the Company. Hence, the company has not prepared the Consolidated Financial Statement.

The Company does not have any Joint Ventures & Associate Companies during the year.

#### **SHARE CAPITAL**

During the year under review, the Company has allotted 25400400 Equity Shares of the Company to the eligible shareholders of erstwhile Modern Terry Towels Limited pursuant to the scheme of Amalgamation approved by Hon'ble BIFR. Consequently, the paid up equity share capital of the Company stood at ₹ 47.14 crores.

#### **PARTICULAR OF LOANS, GUARANTEES AND INVESTMENT**

Pursuant to the provisions of Section 186(4) of the Act and SEBI (LODR), disclosures on particulars relating to loans, advances and investments are provided as part of the Financial Statements. There are no guarantees issued or securities provided by your Company in terms of Section 186 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

#### **DEPOSITS**

During the year under review, your Company has not accepted or renewed any Deposit within the meaning of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement of furnishing details of deposits which are not in compliance with Chapter V of the Act is not applicable.

#### **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the financial year under review, all contracts/ arrangements/ transactions entered into by your Company with Related Parties were on arm's-length basis and in the ordinary course of business. There were no transactions with Related Parties, which qualify as material transaction under the SEBI (LODR). Since all the contracts/arrangements/transactions with Related Parties, during the year under review, were in the ordinary course of business and at arm's-length and were not considered material, disclosure in Form AOC-2 under Section 134(3)(h) of the Act, read with the Companies (Accounts of Companies) Rules, 2014, is not applicable. The details of contracts and arrangement with Related Parties of your Company for the financial year ended 31st March, 2017, are given in Note No. 33 to the Financial Statements forming part of this Annual Report. The Policy on Related Party Transactions, as approved by the Board, is available on your Company's website, [www.moderninsulators.com](http://www.moderninsulators.com).

#### **CORPORATE GOVERNANCE**

Your Directors are committed to best practices of Corporate Governance. Corporate Governance principles form an integral part of the core values of your Company. In terms of Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance, along with a certificate from the Practicing Company Secretaries on its compliance, forms an integral part of this Annual Report.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, the Board accepted the request of Shri H.L. Sharma for an early retirement from the office of the Whole-Time Director, with effect from 30th September, 2016. The Board placed on record its deep appreciation for the valuable contribution and services rendered by Shri H.L. Sharma during his association, spanning over three decades, with the Group.

Subject to the approval of the shareholders, the Board has, on the recommendation of the Nomination and Remuneration Committee, appointed Shri T.C. Chejara (DIN: 07619881) as an Additional Director under the category Non-Executive Non- Independent Director of the Company w.e.f. 1st October, 2016. As an Additional Director, Shri T.C.

Chejara holds office upto the date of the ensuing AGM and is eligible to be appointed as a Director of the Company. The Company has received a notice from Shri T.C. Chejara, along with the requisite deposit, signifying his candidature for appointment as a Director at the ensuing AGM. The resolution seeking the appointment of Shri T.C. Chejara as Director w.e.f. 1st October, 2016 have been included in the Notice of the AGM. Your Directors recommend the resolution for your approval.

During the year, Shri Sachin Ranka (DIN: 00335534), Chairman & Managing Director of the Company whose term expires on 31st March, 2017 has been reappointed by the Board of Directors for a period of five years from 1st April, 2017 with remuneration. The resolution seeking the re-appointment of Shri Sachin Ranka as Chairman & Managing Director w.e.f. 1st April, 2017 has been included in the Notice of the AGM. Your Directors recommend the resolution for your approval.

During the year, Shri D.B. Deshpande (DIN: 06463412), Executive Director of the Company whose term expires on 31st March, 2017 has been reappointed by the Board of Directors for a period of one year from 01.04.2017 with remuneration. The resolution seeking the re-appointment of Shri D.B. Deshpande as Executive Director w.e.f. 1st April, 2017 has been included in the Notice of the AGM. Your Directors recommend the resolution for your approval.

In compliance with the provisions of Section 149 and other applicable provisions of Companies Act, 2013 and in terms of SEBI (LODR), Regulations, 2015, Smt. Meenu Sacheti, Director of the Company is proposed to be appointed as an Independent Director of the Company for a period of five year w.e.f. 1st January, 2017. Smt. Meenu Sacheti fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company. The resolution seeking the appointment of Smt. Meenu Sacheti as an Independent Director w.e.f. 1st January, 2017 has been included in the Notice of the AGM. Your Directors recommend the resolution for your approval.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Shri D.B. Deshpande (DIN: 06463412), Executive Director of the Company, will retire by rotation at the ensuing AGM and, being eligible, have offered himself for re-appointment. Resolutions seeking their appointment have been included in the Notice of the AGM. Your Directors recommend the Resolutions for your approval.

In terms of the provisions of Sections 2(51) and 203 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri Sachin Ranka, Chairman & Managing Director, Shri D.B. Deshpande, Executive Director, Shri D.S. Singhvi, Chief Financial Officer and Shri Gaurav Goyal, Company Secretary are the Key Managerial Personnel (KMP) of the Company. The appointment and remuneration of Directors and KMPs are as per policy of the Company.

The Company has received declarations from all the Independent directors of the Company that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) and in terms of the Framework of the Board Performance Evaluation, the Nomination and Remuneration Committee and the Board have carried out an annual performance evaluation of its own performance, the performance of various Committees of the Board, individual Directors and the Chairman. The manner in which the evaluation has been carried out has been set out in the Corporate Governance Report which forms part of this Report. The details of the programme for familiarisation of the Independent Directors of your Company are available on the Company's website, www.moderninsulators.com.

#### **MEETING OF THE BOARD**

During the year ended 31st March, 2017, six Board Meetings were held, on 25th June, 2016, 14th September, 2016, 22nd September, 2016, 30th December, 2016, 14th February, 2017 and 28th March, 2017. Further details on the Board Meetings are provided in the Corporate Governance Report, forming part of this Annual Report.

#### **COMMITTEES OF THE BOARD**

##### **Audit Committee**

The Board has constituted an Audit Committee comprising of Shri R. Raniwala, Shri S.B.L. Jain and Shri T.C. Chejara as its members. Further details relating to the Audit Committee are provided in the Corporate Governance Report, forming part of this Annual Report.

All the recommendations made by the Audit Committee, during the year, were accepted by the Board of Directors of the Company.

##### **Nomination and Remuneration Committee**

The Board has constituted a Nomination and Remuneration Committee comprising of Shri R. Raniwala, Shri S.B.L. Jain and Shri P.K. Rao as its members.

The Board has, on the recommendation of the Nomination and Remuneration Committee, formulated the Remuneration Policy of the Company. This Policy is available on the Company's website www.moderninsulators.com.

Further details relating to the Nomination and Remuneration Committee and policy are provided in the Corporate Governance Report, forming part of this Annual Report.

##### **Corporate Social Responsibility Committee**

The Board has constituted a Corporate Social Responsibility Committee comprising of Shri Sachin Ranka, Shri R. Raniwala and Shri T.C. Chejara as its members. Further details relating to the Corporate Social Responsibility Committee are provided in the Corporate Governance Report, forming part of this Annual Report.

##### **Stakeholders' Relationship Committee**

The Board has constituted a Stakeholders Relationship Committee comprising of Shri R. Raniwala, Shri S.B.L. Jain and Shri T.C. Chejara as its members. Further details relating to the Stakeholders Relationship Committee are provided in the Corporate Governance Report, forming part of this Annual Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis;
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.