

**ANNUAL REPORT
2019-2020**



Modern
INSULATORS LIMITED

BOARD OF DIRECTORS

Shri Sachin Ranka	– Chairman & Managing Director
Shri Shreyans Ranka	– Whole-Time Director
Shri P.K. Gokhroo	– Executive Director
Shri Swapan Nath	– Executive Director
Shri R. Raniwala	– Independent Director
Smt. Meenu Sacheti	– Independent Director
Shri S.K. Sharma	– Independent Director
Shri Rahul Singhvi	– Additional Director (Independent)

CHIEF FINANCIAL OFFICER

Shri D.S. Singhvi

COMPANY SECRETARY

Shri Gaurav Goyal

AUDITORS

M/s R.B. Verma & Associates
Chartered Accountants,
Jaipur - 302 001

SECRETARIAL AUDITORS

M/s. Jyoti Soni & Associates,
Practicing Company Secretaries,
Jaipur - 302 002

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir
New Delhi - 110 062

REGISTERED OFFICE

Talheti, Village Karoli, Teh. Abu Road
Dist. Sirohi - 307 510 (Rajasthan)
Ph. : 02974-228044
E-mail : compliance@moderninsulators.com

CORPORATE HEAD QUARTER

68/69, Godavari, Pochkhanwala Road,
Worli, Mumbai - 400 025

PLANTS**Insulators Division**

Abu Road - 307 510
Distt. Sirohi (Rajasthan)

Terry Towels Division

Village : Nidrad
Taluka : Sanand - 382 110
Ahmedabad (Gujarat)

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Modern Insulators Limited will be held on Wednesday the 30th September, 2020 at 11.00 A.M. at Registered Office of the Company at Modern Insulators Limited, Talheti, Village Karoli, Tehsil Abu Road, Dist. Sirohi - 307510 to transact the following business:

A. ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon.
- (2) To appoint a director in place of Shri Shreyans Ranka (DIN: 06470710), who retires by rotation and being eligible, offers himself for re-appointment.

B. SPECIAL BUSINESS

- (3) **To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended from time to time, read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company is respect of any financial year from 11% (eleven per cent) to 20% (twenty per cent) of the net profits of the Company computed the manner laid down in Section 198 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

- (4) **To appoint Shri Pradeep Kumar Gokhroo as an Executive Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of 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 Pradeep Kumar Gokhroo (DIN : 06810797) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 1st August 2020 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.”

“RESOLVED FURTHER 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 appointment and payment of remuneration to Shri Pradeep Kumar Gokhroo (DIN: 06810797) as an Executive Director of the Company for a period of three years with effect from 01.08.2020 whose office shall be liable to retire by rotation, on the terms and conditions of his remuneration as specified in the explanatory statement annexed thereto.”

- (5) **To appoint Shri Swapan Nath as an Executive Director & CEO of textile division of the Company**

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

“RESOLVED THAT pursuant to the provisions of 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 Swapan Nath (DIN : 00806810) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 1st August 2020 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.”

“RESOLVED FURTHER 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 appointment and payment of remuneration to Shri Swapan Nath (DIN : 00806810) as an Executive Director & CEO of textile division of the Company for a period of three years with effect from 01.08.2020 whose office shall be liable to retire by rotation, on the terms and conditions of his remuneration as specified in the explanatory statement annexed thereto.”

- (6) **To appoint Shri Rahul Singhvi as an Independent Director of the Company**

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Shri Rahul Singhvi (DIN: 08816920), who was appointed by the Board of Directors as an Additional Director (Non Executive Independent) of the Company with effect from August 01, 2020 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General

Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution:

(7) To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021

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

“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, 2021, be paid the remuneration of Rs. 50,000/- and reimbursement of expenses upto Rs. 25,000/- be and is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the Order of the Board

Place : Abu Road
 Date : 30th July, 2020

(Gaurav Goyal)
 Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 and/or any other applicable provisions of the Companies Act, 2013 setting out the material facts in respect of Item No. 3 to 7 set out in the Notice and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards on the General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person(s) seeking appointment/ re-appointment as Director at the Annual General Meeting, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and the proxy need not be a member of the Company. In terms of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in the aggregate, not more than ten percent of the total share capital of the Company. 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.
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. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled 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.
7. Details of Directors retiring by rotation/seeking re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice.
8. The Share transfer books and Register of members shall remain closed from 23rd September, 2020 to 30th September, 2020 (both days inclusive) in connection with the Annual General Meeting.
9. In compliance with the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 35th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited (“the Depositories”). A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website www.moderninsulators.com, websites of the BSE Limited at www.bseindia.com and on the website of Central Depository Services Limited (CDSL) at www.evotingindia.com.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH - 13. Members are requested to submit the said details to their depository participants (“DPs”) in case the shares are held by them in electronic form and to Beetal in case the shares are held by them in physical form.
11. 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.
12. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Beetal Financial & Computer Service Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi-110062.
13. 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.

14. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the registrar and Share Transfer Agent.
16. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
18. 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 not furnished earlier.
19. The Statutory Registers maintained under the provisions of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
20. Members are requested to send all communications relating to shares and unclaimed dividends, 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
21. 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.
22. A route map showing directions to reach the venue of the Annual General Meeting is given with the Annual Report.
23. **Voting**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 23rd September, 2020 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

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 Central Depository Services limited ("CDSL").
2. The facility for voting through Ballot/Poll Paper shall also be made available at the AGM and the members attending the meeting, who have not already cast their vote through remote e-voting, shall be able to exercise their right at the AGM.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Sunday, 27th September, 2020 (9:00 am) and ends on Tuesday, 29th September, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The Board of Directors of the Company has appointed Shri Jyoti Soni, Practicing Company Secretary as Scrutinizer for scrutinizing the voting and remote e-voting process in a fair and transparent manner.
6. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.moderninsulators.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited.
7. 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. 23rd September, 2020 may obtain the User ID and password in the manner as mentioned below.

Instructions to members for voting electronically are as under:-

1. The voting period begins on 27th September, 2020 (9:00 am) and ends on 29th September, 2020 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

7. If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number instruction (iv).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent

to the Resolution and option NO implies that you dissent to the Resolution.

13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

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

Item No. 3

As per Section 197 of the Companies Act, 2013 as amended, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 30.07.2020 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 11 % to 20% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 3 for approval of members.

Except Shri Sachin Ranka, Managing Director, Shri Shreyans Sachin Ranka, Executive Director none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the

Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

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 30th July, 2020, appointed Shri Pradeep Kumar Gokhroo (DIN 06810797), as an Additional Director of the Company, w.e.f. 1st August, 2020.

As an Additional Director, Shri Pradeep Kumar Gokhroo 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 to appoint Shri Pradeep Kumar Gokhroo, signifying his candidature for the office of the Executive Director of the Company.

Shri Pradeep Kumar Gokhroo is a member of Institute of Chartered Accountants of India, Member of Institute of Company Secretaries of India and also member of Institute of Cost Accountants of India. He

has 35 years of rich experience in the field of Finance, Taxation, Administration and Management and has consented to act as an Executive Director of the Company.

The term and conditions of remuneration to Shri Pradeep Kumar Gokhroo are as under:-

i) Basic Salary:-

Rs.3,90,000/- per month from 01.08.2020 with such increments as the Board may decide from time to time.

ii) Perquisites and allowances:-

- a) Special Allowance Rs. 48000/- per month.
- b) Residential accommodation with water, 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.
- c) Company's contribution towards Provident Fund as per Company's Rules but not exceeding 12% of the basic salary.
- d) Company's contribution towards National Pension System (NPS) as per Company's rules but not exceeding 10% of the basic salary.
- e) Encashment of leaves as per Company's Rules.
- f) Free use of car with driver, for Company's business.
- g) Gratuity not exceeding half month's salary for each completed year of service as provided in Gratuity Act.
- h) Performance Linked Variable pay upto Rs. 2.70 Lacs per annum.

iii) He shall not be paid any sitting fees for attending the meetings of Board of Directors or any Committee thereof.

iv) Shri Pradeep Kumar Gokhroo shall be subject to retire by rotation during his tenure as the Executive Director of the Company.

The disclosure relating to Shri Pradeep Kumar Gokhroo, 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 Special Resolutions set out at Item No. 4 of this Notice for the approval by the Members.

Except himself, 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

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 30th July, 2020, appointed Shri Swapan Nath (DIN 00806810), as an Additional Director of the Company, w.e.f. 1st August, 2020.

As an Additional Director, Shri Swapan Nath 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 to appoint Shri Swapan Nath, signifying his candidature for the office of the Executive Director of the Company.

Shri Swapan Nath is a Gold Medalist in B. Tech, University of Calcutta and also fellow member of Textile Institute, Manchester, UK. He has vast and rich experience in the field of Textile Business and Product Development. and has consented to act as a Executive Director of the Company.

The term and conditions of remuneration to Shri Swapan Nath are as under:-

i) Basic Salary:-

Rs.5,20,000/- per month from 01.08.2020 with such increments as the Board may decide from time to time.

ii) Perquisites and allowances:-

- a) Special Allowance Rs. 95000/- per month.

b) Company's contribution towards Provident Fund as per Company's Rules but not exceeding 12% of the basic salary.

c) Rent Free furnished Accommodation

d) Free use of car with driver, for Company's business.

e) Encashment of leaves as per Company's Rules.

f) Gratuity not exceeding half month's salary for each completed year of service as provided in Gratuity Act.

iii) He shall be paid 5% of net profit (PAT) of Textile Business as annual variable component.

iv) He shall not be paid any sitting fees for attending the meetings of Board of Directors or any Committee thereof.

v) Shri Swapan Nath shall be subject to retire by rotation during his tenure as the Executive Director of the Company.

The disclosure relating to Shri Swapan Nath, 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 Special Resolutions set out at Item No. 5 of this Notice for the approval by the Members.

Except himself, 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 has appointed Shri Rahul Singhvi as Additional Director in category of Non-Executive Independent Director with effect from 01/08/2020. In terms of provisions of Section 161 of the Companies Act, 2013, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period upto Five consecutive years and shall not be liable to retire by rotation.

Shri Rahul Singhvi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on July 30, 2020 and felt that his association would be of immense benefit to the Company and proposed his appointment as Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of Five years commencing from August 01, 2020 upto July 30, 2025. In the opinion of the Board, he fulfills the conditions of appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Company has received notices in writing from member in terms of Section 160 of the Act his candidature to be appointed as director in this Annual General Meeting.

The disclosure relating to Shri Rahul Singhvi, 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 resolution set out at Item No. 6 as an ordinary resolution to the Shareholders for their approval

Except himself, 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

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, 2021.

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, 2021.

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. 6 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 Shreyans Ranka	Shri Pradeep Kumar Gokhroo	Shri Swapan Nath	Shri Rahul Singhvi
DIN	06470710	06810797	00806810	08816920
Date of Birth	21/02/1988	22/08/1961	18/11/1961	20/03/1978
Qualifications	Bachelor in Industrial Engineering from University of Illinois at Urbana - Champaign, USA & Masters in Management at Imperial Business School, London	Member of Institute of Chartered Accountants of India, Member of Institute of Company Secretaries of India and also member of Institute of Institute of Cost Accountants of India.	Gold Medalist in B. Tech, University of Calcutta and also fellow member of Textile Institute, Manchester, UK.	PGDBA (Finance & Marketing), ICAI Business School.
Expertise in Specific area	Finance and Corporate Management	Finance, Taxation, Administration and Management.	Textile Business and Product Development.	Management, Finance, Marketing, and Wealth Management.
Date of First appointment on the Board of the Company	01/04/2018	01/08/2020	01/08/2020	01/08/2020
Relationship with other Director	Son of Chairman & Managing Director	NA	NA	NA
Shareholding in the Company	500	NIL	NIL	NIL
Directorship held in other Public companies	NIL	NIL	NIL	NIL
Chairman/ Member in the Committees of the Boards of companies in which he is Director	NIL	Member in Audit Committee, Stakeholders Responsibility Committee and Corporate Social Responsibility Committee of the Company	NIL	Member in Nomination & Remuneration Committee of the Company

DIRECTORS' REPORT

To the Members of Modern Insulators Limited

Your Directors are pleased to present the 35th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2020.

FINANCIAL PERFORMANCE

(₹ in Crores)

Particulars	Stand-alone		Consolidated*
	Year ended 31.03.2020	Year ended 31.03.2019	Year ended 31.03.2020
Revenue from Operations	436.88	439.98	439.72
Other income	12.01	8.30	11.53
Total revenue	448.89	448.28	451.25
Profit before finance cost and depreciation	42.15	44.62	41.96
Finance cost	12.92	11.05	12.92
Depreciation	10.34	10.06	10.34
Profit before exceptional items and tax	18.89	23.51	18.70
Exceptional Items	-	-	-
Profit before tax	18.89	23.51	18.70
Tax expense	(3.75)	(2.01)	(3.75)
Profit after tax	22.64	25.52	22.45
Other comprehensive income (Net of tax)	(0.31)	(0.66)	(0.31)
Total comprehensive income	22.33	24.86	22.14
Retained earnings at the beginning of the year	194.02	169.16	194.01
Retained earnings at the end of the year	216.35	194.02	216.15

* Figures for immediately preceding year have not been given as this is the first consolidated financial statement prepared by the company.

OPERATIONS

The Standalone revenue from operation for the year has been ₹436.88 crores as against ₹439.98 crores in previous year and net profit for the year stood at ₹22.33 crores as against ₹24.86 crores as compared to previous year.

The Consolidated revenue from operation for the year has been ₹439.72 crores and net profit for the year stood at ₹22.14 crores.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report other than the impact of COVID-19 on the domestic and international business operations of the Company detailed in this Report as well as Notes to the Financial Statements of the Company.

DIVIDEND AND RESERVES

In order to conserve the resources of the Company by taking into account the prevailing economic situation and the need of resources for growth, the Board of Directors of the Company have decided not to recommend any dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2020. During the year under review, no amount from the profit is transferred to General Reserve.

IMPACT OF GLOBAL CRISIS: COVID-19 PANDEMIC

Nationwide lockdown declared by Govt. of India in March-2020 due to COVID-19 has impacted normal business operations of the company during that period. The company has resumed its business activities in line with guidelines issued by Govt. authorities and taken all appropriate steps to smoothen operations and strengthen liquidity position.

The Company has assessed the impact of this pandemic on its business operations and has considered all relevant internal and external information available to determine the impact on the Company's revenue from

operations for foreseeable future and the recoverability and carrying value of certain assets such as property, plant and equipment, investments, inventories, trade receivables etc. The impact of COVID-19 pandemic on the overall economic environment being uncertain may affect the underlying assumptions and estimates used to prepare Company's financial statements, which may differ from that considered as at the date of approval of the financial statements. However, the Company does not anticipate any challenges in its ability to continue as going concern or meeting its financial obligations. As the situation is unprecedented, while the lockdown is gradually lifting, the Company is closely monitoring the situation as it evolves in the future.

ALLOTMENT OF SHARES BY MODERN POLYTEX LIMITED PURSUANT TO DEMERGER OF YARN DIVISION OF THE COMPANY

Your Company and MPL are taking effective steps to complete the formalities relating to allotment of shares of MPL pursuant to demerger of Yarn Division of the Company and thereafter the listing of the same.

SCHEME OF ARRANGEMENT FOR THE MERGER OF MODERN DENIM LIMITED INTO THE COMPANY

The Board of Directors of your Company approved the merger/amalgamation of Modern Denim Limited with the Company under the ambit of Board for Industrial & Financial Reconstruction (BIFR). Modern Denim Limited was a sick Company and the same was registered with BIFR under the provision of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA). However, SICA stood repealed and BIFR stand dissolved in terms of Sick Industrial Companies (Special Provisions) Repeal Act, 2003. After repeal of SICA, the Board of Directors has approved the scheme of compromise, arrangement and amalgamation of Modern Denim Limited with the Company under the provisions of section 230-232 of the Companies Act, 2013 which is under process of approval from concerned authorities.

The consolidation of two companies will facilitate savings in the administrative cost and also beneficial in terms of saving of Income Tax under the provisions of Income Tax Act, 1961.

SUBSIDIARY, ASSOCIATES AND JOINT VENTURES

During the year under review, the Company has one wholly-owned subsidiary company and one joint venture firm. Company does not have any associate company.

Pursuant to Section 129(3) of the Act, the consolidated financial statements of the Company and its subsidiary and joint venture, prepared in accordance with the relevant Accounting Standard specified under of the Act, and the rules thereunder form part of this Annual Report. A statement containing the salient features of the financial statements of the Company's subsidiary and joint venture in Form AOC-1 is given in this Annual Report as Annexure 'A'. Further, pursuant to the provisions of Section 136 of the Companies Act, 2013, the audited financial statements along with other relevant documents, in respect of subsidiary, are available on the website of the Company, in the link <https://www.moderninsulators.com/investors/Financials>.

Performance of Subsidiary/Joint Venture

Modern Inviro Private Limited

This wholly owned subsidiary was incorporated on December 23, 2019 and has not yet commenced any operations.

Shriji Designs MIL (JV)

The company has entered into Joint Venture Agreement with Shriji Designs to participate in railways EPC tender. The JV has been awarded tender for design, supply, erection, testing and commissioning of 25 KV OHE between Sanwad-Nimarkhedhi NTPC siding of Western Railway. It has reported a Gross Revenue of ₹ 815.88 Lacs and has incurred loss of ₹ 19 Lacs during the F.Y. 2019-20.

SHARE CAPITAL

The Authorized Share Capital of the Company stood at ₹ 95.00 crore. During the year under review, there was no change in the authorized share capital of the Company. The paid up Equity Share Capital as at March 31, 2020

stood at ₹ 47.14 crore. None of the Directors of the Company hold instruments convertible into equity shares of the Company.

FINANCE AND ACCOUNTS

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2020 has been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "The Act") read with the Companies (Accounts) Rules, 2014 as amended from time to time. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2020. The Notes to the Financial Statements form an integral part of this Report.

Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses financial results on a quarterly basis which are subjected to limited review.

CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') is provided in a separate section and forms an integral part of this Report.

PARTICULAR OF LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and schedule V of SEBI (LODR) Regulations, 2015, 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 rules issued thereunder.

DEPOSITS

During the year under review, your Company has not accepted any Deposit within the meaning of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 and, as such, no amount of principal or interest was outstanding, as on the date of the Balance Sheet. 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

All transactions entered with Related Parties for the year under review were on arm's length basis. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. A statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

The details of contracts and arrangement with related parties for the financial year ended 31st March, 2020, are given in Note No. 38 to the Financial Statements forming part of this Annual Report.

Form AOC-2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in the Annexure 'B' to the Report.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company and can be seen at the link <http://www.moderninsulators.com>. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

DIRECTORS

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Shri Shreyans Ranka, Whole-Time Director retires by rotation at the forthcoming Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming AGM on the terms and conditions mentioned in the Notice convening the AGM. A brief profile of Shri Shreyans Ranka has also been provided therein.

Subject to the approval of the shareholders, the Board has, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Pradeep Kumar Gokhroo (DIN: 06810797) as an Additional Director under the category Whole -Time Director of the Company w.e.f. 1st August, 2020. As an Additional Director, Shri Pradeep Kumar Gokhroo 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 requisite notice in writing from a member proposing Shri Pradeep Kumar Gokhroo, signifying his candidature for appointment as a Whole-Time Director at the ensuing AGM. Accordingly, the Board recommends the resolution in relation to appointment of Shri Pradeep Kumar Gokhroo as a Whole -Time Director, for the approval by the members of the Company. Brief profile of Shri Pradeep Kumar Gokhroo has been given in the Notice convening the Annual General Meeting.

Further, subject to the approval of the shareholders, the Board has, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Swapan Nath (DIN: 00806810) as an Additional Director under the category Whole -Time Director of the Company w.e.f. 1st August, 2020. As an Additional Director, Shri Swapan Nath 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 requisite notice in writing from a member proposing Shri Swapan Nath, signifying his candidature for appointment as a Whole-Time Director at the ensuing AGM. Accordingly, the Board recommends the resolution in relation to appointment of Shri Swapan Nath as a Whole -Time Director, for the approval by the members of the Company. Brief profile of Shri Swapan Nath has been given in the Notice convening the Annual General Meeting.

Subject to the approval of the shareholders, the Board has, on the recommendation of the Nomination and Remuneration Committee, appointed Shri Rahul Singhvi (DIN: 0008816920) as an Additional Director under the category Independent Director of the Company w.e.f. 1st August, 2020. As an Additional Director, Shri Rahul Singhvi 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 requisite notice in writing from a member proposing Shri Rahul Singhvi, signifying his candidature for appointment as an Independent Director at the ensuing AGM. Accordingly, the Board recommends the resolution in relation to appointment of Shri Rahul Singhvi as an Independent Director, for the approval by the members of the Company. Brief profile of Shri Rahul Singhvi has been given in the Notice convening the Annual General Meeting.

The Board accepted the resignation of Shri T.C. Chejara from the office of the Director, with effect from 1st August, 2020. The Board placed on record its deep appreciation for the valuable contribution and services rendered by Shri T.C. Chejara during his tenure of the Board and its committees.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

The Ministry of Corporate Affairs ('MCA') vide Notification No. G.S.R. 804(E) dated October 22, 2019 and effective from December 01, 2019 has introduced the provision relating to inclusion of names of Independent Directors in the Data Bank maintained by Indian Institute of Corporate Affairs ('IICA'). All Independent Directors of your Company are registered with IICA.