



Modern
INSULATORS LTD.

Registered Office & Works : Talheti, Village : Karoli,
Tehsil : Abu Road, Dist. : Sirohi - 307510 (Rajasthan) India
Phone : 02974 - 228044, 228045, 228046, 228047
www.moderninsulators.com CIN- L31300RJ1982PLC002460
Email : milabu@moderninsulators.com

April 14, 2025

To
BSE Limited
Department of Corporate Services
Listing Department
P J Tower, Dalal Street,
Mumbai - 400001

Scrip Code: 515008

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated April 01st, 2025, seeking approval of the members of the Company, by way of remote e-voting process for:

1. **Appointment of Shri Animesh Banerjee (DIN: 07905214) as Executive Director of the Company**
2. **Appointment of Shri P. Sridharan (DIN: 03100055) as Executive Director of the Company**

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on April 11th, 2025 ("Cut-Off Date").

The Company has engaged the services of Central Depository Services Limited (CDSL) for providing a remote e-voting facility to all its members. The e-voting facility will be available during the following period:

Commencement of e-voting: **9:00 a.m. (IST) on April 16th, 2025**

End of e-voting: **5:00 p.m. (IST) on May 15th, 2025**

The Postal Ballot Notice is also available on the Company's website at www.moderninsulators.com

Request you to please take the same on your records.

Thanking you,

Yours truly,

For **Modern Insulators Limited**

Animesh Banerjee
Digitally signed by
Animesh Banerjee
Date: 2025.04.14
18:43:14 +05'30'

Animesh Banerjee
Director
DIN: 07905214

Encl: As above



MODERN INSULATORS LIMITED

Regd. Office: Talheti, Village Karoli, Tehsil Abu Road, Dist. Sirohi – 307510;

CIN: L31300RJ1982PLC002460;

Email Id: compliance@moderninsulators.com;

Website: www.moderninsulators.com; Tel.: 02974-228044

NOTICE OF POSTAL BALLOT

To the Members of the Company,

Notice is hereby given that the resolution set out below are proposed for approval by the Members of Modern Insulators Limited (**“the Company”**) by means of Postal Ballot only by remote e-voting process (**“e-voting”**) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**“the Act”**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Ms. Anshika Gupta, a Practising Company Secretary (Membership No.: F7733), Proprietor of Anshika and Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services Limited (**“CDSL”**) as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on May 15, 2025.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The results of e-voting will be announced on or before May 17, 2025 and will be displayed on the Company’s website at www.moderninsulators.com and the website of CDSL at <https://evotingindia.com>. The results will be communicated to the Stock Exchanges and Central Depository

Services (India) Limited (“**CDSL**”) (together the “**Depositories**”). The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1) Appointment of Mr. Animesh Banerjee (DIN: 07905214) as an Executive Director of the Company

To consider and pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(78), 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination & Remuneration Committee, Consent of the member of the Company be and is hereby accorded, for appointing Shri Animesh Banerjee (DIN: 07905214), as an Executive Director of the Company for a period of 3 (Three) years with effect from 22nd March, 2025 upon the following terms and conditions:-

i) Basic Salary: -

Rs.4,52,300/- per month with such increments as the Board may decide from time to time

Perquisites and Allowances: -

- a) Special Allowance Rs. 1,50,000/- per month.
- b) Residential Accommodation will be provided by the Company for which a deduction of 10% of Basic Salary shall be made per month.
- c) Company’s contribution towards Provident Fund as per Company’s Rules but not exceeding 12% of the basic salary.
- d) Encashment of leaves as per Company’s Rules.
- e) Free use of a car with a driver, for the Company’s business.
- f) Gratuity not exceeding half month’s salary for each completed year of service as provided in Gratuity Act.
- g) Performance Linked Variable pay up to Rs. 22.37 Lacs per annum.
- ii)** He shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- iii)** Shri Animesh Banerjee shall be subject to retire by rotation during his tenure as the Executive Director of the Company.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration as the minimum remuneration by way of salary subject to the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors 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.”

2. Appointment of Shri P. Sridharan (DIN: 03100055) as an Executive Director of the Company

To consider and pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 2(78), 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination & Remuneration Committee, Consent of the member of the Company be and is hereby accorded, for appointing Shri P. Sridharan (DIN: 03100055) as an Executive Director of the Company for a period of 3 (Three) years with effect from 22nd March, 2025.

RESOLVED FURTHER THAT Shri P. Sridharan shall be entitled to a remuneration of Rs. 3.25 lakh per month, exclusive of applicable Goods and Services Tax (GST), for the services rendered in his capacity as a Director of the Company.

RESOLVED FURTHER THAT Shri P. Sridharan shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT Shri P. Sridharan shall be subject to retire by rotation during his tenure as the Executive Director of the Company.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay to him the above remuneration as the minimum remuneration by way of salary subject to the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors 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 Order of the Board of Directors
For Modern Insulators Limited**

Sd/-

**Harshita Hetawal
Company Secretary
Mem. No. ACS 60561**

**Date: April 01st, 2025
Place: Abu Road**

NOTES:

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on April 11, 2025 (**"Cut-Off Date"**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.moderninsulators.com, websites of BSE www.bseindia.com and on the website of CDSL at <https://evotingindia0.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.moderninsulators.com) duly filled and signed along with requisite supporting documents to Beetal Financial & Computer Services Pvt. Ltd at Beetal House, 3rd Floor, 99 Mandangir, Behind LSC, New Delhi - 110062.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
6. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on April 16th, 2025 and ends at 5:00 p.m. (IST) on May 15th, 2025.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. May 15th, 2025

10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to compliance@moderninsulators.com.

11. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

I. The voting period begins on April 16th, 2025 **from 9.00 A.M.** and ends on May 15th, 2025 **at 5.00 P.M.**. 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 April 11, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	I. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. II. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account

	number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for Remote e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@moderninsulators.com and anshugupta.cs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM No. 1

The Board of Directors of the Company (“the Board”) at its meeting held on 22nd March, 2025, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“**the Act**”) read with the Articles of Association of the Company, had appointed Shri Animesh Banerjee (DIN: 07905214) as Additional Director, designated as Executive Director of the Company with effect from March 22, 2025.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board

of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of members is being sought for appointment of Shri Animesh Banerjee as Executive Director, liable to retire by rotation.

Mr. Animesh Banerjee is qualified to be appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from the director confirming that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has received notices under Section 160 of the Act from members proposing the candidatures of Shri Animesh Banerjee for the office of Directors of the Company.

Details of Shri Animesh Banerjee, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. Save and except the above director and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the Special Resolutions set out in the Notice for approval by the Members.

ITEM NO. 2

The Board of Directors of the Company (“the Board”) at its meeting held on 22nd March, 2025, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, had appointed Shri P. Sridharan (DIN: 03100055) as Additional Director, designated as Executive Directors of the Company with effect from March 22, 2025.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of members is being sought for appointment of Shri P. Sridharan as Executive Director, liable to retire by rotation.

Shri P. Sridharan is qualified to be appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from the director confirming that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has received notices under Section 160 of the Act from members proposing the candidatures of Shri P. Sridharan for the office of Directors of the Company.

Details of Shri P. Sridharan, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. Save and except the above director and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the Special Resolutions set out in the Notice for approval by the Members.

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

Sd/-

**Harshita Hetawal
Company Secretary
Mem. No. ACS 60561**

**Date: April 01st, 2025
Place: Abu Road**

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

Shri Animesh Banerjee	
Age: 59 Years	
Qualifications	Masters (Chemistry) and MBA
Experience (including expertise in specific functional area) / Brief Resume	He has over three and half decades of experience in business management, manufacturing, leadership and administration in various sectors like Construction Chemicals, Polymer/Plastics, Cement, Glass, FMCG, Paints, chemicals and Pharmaceuticals.
Terms and Conditions of appointment	As per the resolution set out in the Notice read with explanatory statement.
Remuneration last drawn (including sitting fees, if any)	2.20 Crores
Remuneration proposed to be paid	As per the resolution set out in the Notice read with explanatory statement.
Date of first appointment on the Board	March 22, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Shri Animesh Banerjee is not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Number of meetings of the Board attended during the financial year (2024-25)	Nil
Directorships of other Boards as on date of Notice	One Bengal Building Solutions Private Limited (CIN: U45500WB2017PTC222933)
Membership / Chairmanship of Committees of other Boards as on date of Notice	Nil
Listed entities from which the Director has resigned in the past three years	N/A

Shri P. Sridharan	
Age: 68 Years	
Qualifications	B.E. (Electrics & Electronics) and P.G.D.B.A.
Experience (including expertise in specific functional area) / Brief Resume	He is having decades of experience in business management, marketing, leadership and administration of Insulators and other industries.
Terms and Conditions of appointment	As per the resolution set out in the Notice read with explanatory statement.
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per the resolution set out in the Notice read with explanatory statement.
Date of first appointment on the Board	March 22, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Shri P. Sridharan is not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Number of meetings of the Board attended during the financial year (2024-25)	Nil
Directorships of other Boards as on date of Notice	One Modern Composites Pvt. Ltd. (CIN: U23934RJ2023PTC089675)
Membership / Chairmanship of Committees of other Boards as on date of Notice	Nil
Listed entities from which the Director has resigned in the past three years	N/A