

## NOTICE OF ANNUAL FENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of Threads (India) Private Limited will be held on Friday, 29<sup>th</sup> September, 2023 at 11:00 A.M. at its Registered Office at 492, Amiliha, GT Road, Chaubepur, Kanpur – 209203, to transact the following business:

### *Ordinary Business*

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the reports of the Board of Directors and Auditors thereon.

### *Special Business*

#### **1. Regularization of Mrs. Shradha Lohia as Director of the Company**

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

“RESOLVED THAT in accordance with the provisions of Sections 196 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mrs. Shradha Lohia (DIN: 00208980), who was appointed as an Additional Director of the Company, with effect from, 01st May, 2023 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Whole-time Director of the Company for a period of 5 years commencing from October 01, 2023 to September 30, 2028 at a remuneration as given hereunder or such other remuneration as may be mutually decided by the Board of Directors of the Company from time to time:”.

Basic Salary	: Rs. 9,60,000/- per Annum
Perquisites and Allowances:	
House Rent Allowance	: Rs. 5,76,000/- per Annum
Special Allowance	: Rs. 1,44,000/- per Annum



H.O. & WORKS : 492 Amiliha, G.T. Road (N.H. 91), Kanpur 209203-India  
Ph : +91-5112-282001-9, Fax : +91-5112-282880, 282012  
E-Mail : [fil@lohiagroup.com](mailto:fil@lohiagroup.com), [sales@threadsindia.com](mailto:sales@threadsindia.com) & [www.threadsindia.com](http://www.threadsindia.com)  
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**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby, authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**2. Approval of Remuneration payable to Cost Auditors 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 Section 148(3) 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 thereof for the time being in force), consent of the members be and is hereby accorded to ratify the remuneration, as decided by the Board of Directors, of Rs. 95,000/- exclusive of Goods and Service tax as applicable and reimbursement of out of pocket expenses to M/s. Rakesh Misra & Co., Cost Accountants, appointed by the Board to conduct the audit of cost records for the financial year ending March 31, 2024."

For and on behalf of the Board  
Threads (India) Private Limited

Place: Kanpur  
Date: 29.08.2023

  
Ajay Lohia  
Managing Director  
DIN: 00205223

  
Shradha Lohia  
Director  
DIN: 00208980



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**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

*A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. 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. Members desiring any information as regards the Annual Accounts are requested to write to the Company at least 2 days before the date of the meeting, as to enable the management to keep the information ready.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
5. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.
6. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 30.09.2022.



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*Ashwini Mishra*  
5631

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to Item nos. 1 and 2 of the accompanying Notice.

**Item no. 1**

Mrs. Shradha Lohia (DIN: 00208980), was appointed as an Additional Director with effect from 01st May 2023 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013, who holds office up to the date of this Annual General Meeting,

The Board considers the regularization of appointment of Mrs. Shradha Lohia to be beneficial to the interests of the Company. Considering her experience and expertise, the Board recommends the passing of the Resolution under Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

Mr. Ajay Lohia, Director of the Company is interested in the proposed resolution being relative of Mrs. Shradha Lohia.

Your Directors recommend passing of the above resolution as a Special Resolution.

**Item no. 2**

The Board of Directors appointed M/s. Rakesh Misra & Co., Cost Accountants, as the Cost Auditors to carry out the audit of cost records of the Company for the financial year ending on March 31, 2024 and approved a remuneration of Rs. 95,000/- exclusive of Goods and Service tax as applicable and reimbursement of out of pocket expenses.



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As per the provisions of section 148(3) of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration to the cost auditors fixed by the Board of Directors shall be ratified by the members by passing a resolution.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no. 2 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2024.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of the Notice. Your Directors recommend the passing of resolution as an *Ordinary Resolution*.

**For and on behalf of the Board**  
Threads (India) Private Limited

Place: Kanpur  
Date: 29.08.2023



Ajay Lohia  
Managing Director  
DIN: 00205223



Shraddha Lohia  
Director  
DIN: 00208980



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U17116UP1983PTC006119

Name of the Company: Threads (India) Private Limited

Registered Office: 492, Amiliha, GT Road, Chaubepur, Kanpur - 209203

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client id:

DP ID: N/A

I/we, being the member (s) of the above-named Company, holding \_\_\_\_\_ Equity shares, hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_; or failing him

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_; or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 29<sup>th</sup> September, 2023 at 11:00 A.M. at its Registered Office at 492, Amiliha, GT Road, Chaubepur, Kanpur - 209203, and at any adjournment thereof in respect of such resolutions as are indicated in the Notice of the meeting enclosed herewith.



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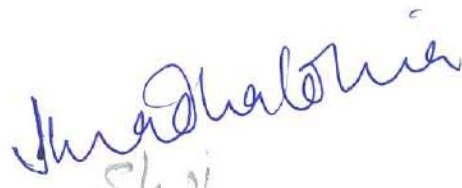
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Signed this \_\_\_\_ day of \_\_\_\_\_ 2023.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.*



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dsj

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ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder:

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I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 40<sup>th</sup> Annual General Meeting of the Company held on Friday, 29<sup>th</sup> September, 2023 at 11:00 A.M. at its Registered Office at 492, Amiliha, GT Road, Chaubepur, Kanpur – 209203.

Member's / Proxy's Signature

*Note: Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall.*



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