

MODELLA WOOLLENS LIMITED

NOTICE TO MEMBERS

NOTICE is hereby given that the 49th Annual General Meeting of the members of **MODELLA WOOLLENS LIMITED** will be held at the Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020 on Friday the 5th day of August, 2011 at 12.00 noon to transact the following:

As Ordinary Business :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B.K. Khemka who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Messrs Desai & Bhagtaney, Chartered Accountants, Mumbai as the Auditors of the Company and to fix their remuneration.

Place : Mumbai,

Dated : 27th April, 2011

By Order of the Board of Directors

V. K. Grover

Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER, IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED AND STAMPED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME OF HOLDING THE AFORESAID MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 28-07-2011 to Friday 05-08-2011 (both days inclusive).
3. Members may kindly note that the Company's share can now be held in de-materialised form with Central Depository Services Ltd.(CDSL) & National Securities Depository Limited(NSDL). The ISIN is INE 380D01012. The Company has appointed M/s. Purva Shareregistry India Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel, Mumbai-400 011 as the Registrar & Transfer Agent.
4. Members can avail of the Nomination facility by filling Form 2B of the Companies (Central Government's) General Rules and Forms, 1956 with the Company or its Registrar & Transfer Agent viz. M/s. Purva Shareregistry India Pvt. Ltd.
5. Members are requested to notify immediately change in their address, if any, to the Company, or to its Registrar & Transfer agent viz. M/s. Purva Shareregistry India Pvt. Ltd. or to respective Depository Participant in case of shares held in de-materialised form.

6. Members desiring any information as regards the accounts & operations of the Company are requested to write to the Company at an early date so that the information sought can be made readily available at the meeting.
7. Pursuant to Circular No.17/2011 dated 21-04-2011 and Circular No. 18/2011 dated 29-04-2011. Issued by the Ministry of Corporate Affairs, Government of India, as a part of green initiative in the Corporate Governance, the Companies have permitted to send notices/documents to the members through email.

Accordingly, the Company proposes to send notices/documents like the Annual Report in electronic form to the members who would register their email address with the depositories, the Register and Transfer Agent or the Company.

The members are requested to register their email addresses by sending their details to the Registrar and Transfer Agent, M/s. Purva Sharegistry India Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel, Mumbai-400 011.

Service of notices/documents to the members whose email addresses will not be registered with the depository or the Company or the Registrar and Transfer Agent will be effected by mode of service as provided under Section 53 of the Companies Act, 1956.

8. Members are requested to bring their copy of the Annual Report as the practice of distributing copies of the Annual Report at the place of meeting has been discontinued as an austerity measure.
9. Members/Proxies are requested to bring their admission slip, duly filled, while attending the meeting.

By Order of the Board of Directors

Place : Mumbai

V. K. Grover

Dated : 27th April, 2011

Chairman & Managing Director