



Tel: 91-22-2204 7424
91-22-2204 9879
Fax: 91-22-2287 2620

modella woollens limited

CIN No.: L17120MH1961PLCO12080

REGISTERED OFFICE : 4-C. VULCAN INSURANCE BUILDING, VEER NARIMAN ROAD, MUMBAI - 400 020. INDIA
E-mail: modella@vsnl.com Website: www.modellawoollens.com

REF:MWL: 98

25/9/2014

To,
The Corporate Development,
Dept-Publication Section,
BSE Ltd.,
P.J. Towers, Dalal Street,
Mumbai 400 001.

Kind Attn: Ms. Chitra Sekhar, DCS, CRD

Ref: Sec.Code No.: 503772

Sub: Outcome of 52nd Annual General Meeting held on 24th September, 2014

Dear Madam,

We would like to inform you that the 52nd Annual General Meeting of the Company was held on 24th September, 2014 at 12.00 noon, at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020 and the Members have approved the following:

1. The Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss Account and the notes thereto for the financial year ended on that date with the Reports of the Directors and Auditors thereon.(Ordinary Resolution)
2. Re-appointment of Mrs. Gopee Grover, as a Director of the Company.(Ordinary Resolution)

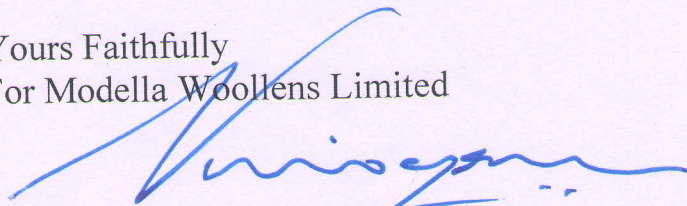
3. Appointment of M/s Desai and Bhagtaney, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period from the conclusion of 52nd Annual General Meeting until the conclusion 55th Annual General Meeting.(Ordinary Resolution)
4. Appointment of Mr. Binod Kumar Khemka as an Independent Director of the Company to hold office for term of five consecutive years w.e.f. 1.10.2014.(Ordinary Resolution)
5. Appointment of Mr. Rajendrakumar Chaudhary as an Independent Director of the Company to hold office for term of five consecutive years w.e.f. 1.10.2014.(Ordinary Resolution)
6. Authorising Board of Directors to borrow money in excess of the paid up capital and free reserves of the Company not exceeding Rs. 500 Lacs over and above the paid up share capital and free reserves of the company. (Special Resolution)

As required under clause 35A of the Listing Agreement, Please find attached herewith voting results in the required format for your reference and record.

We request you to take the same on record and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully
For Modella Woollens Limited

A handwritten signature in blue ink, appearing to read 'V.K. Grover', written in a cursive style.

(V.K. Grover)
Chairman & Managing Director

MODELLA WOOLLENS LIMITED - DATE OF AGM 24.09.2014

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. : 1 - To receive and adopt the audited Statement of Profit and Loss for the year ended March 31, 2014, and the Balance Sheet as at March 31, 2014, and the Directors' and Auditors' Reports thereon.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34603	9.81	34603	0	100.00	0.00
Total (A)	910000	413751	45.47	413751	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	379441	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	472	0.13	472	0	100.00	0.00
Total (B)	910000	472	0.05	472	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	35075	9.95	35075	0	100.00	0.00
Total (A+B)	910000	414223	45.52	414223	0	100.00	0.00



MODELLA WOOLLENS LIMITED- DATE OF AGM 24.09.2014

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. : 2 - To appoint a Director in place of Mrs. Gopee Grover (DIN:00560162) who retires by rotation and being eligible, seeks re-appointment.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34603	9.81	34603	0	100.00	0.00
Total (A)	910000	413751	45.47	413751	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	379441	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	472	0.13	472	0	100.00	0.00
Total (B)	910000	472	0.05	472	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	35075	9.95	35075	0	100.00	0.00
Total (A+B)	910000	414223	45.52	414223	0	100.00	0.00



MODELLA WOOLLENS LIMITED- DATE OF AGM 24.09.2014

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. : 3 - To appoint M/s. Desai & Bhagtaney, Chartered Accountants (FRN:115646W) retiring Statutory Auditors of the Company as the Auditors of the Company to hold office for a period from the conclusion of 52nd Annual General Meeting until the conclusion of the 55th Annual General Meeting							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34603	9.81	34603	0	100.00	0.00
Total (A)	910000	413751	45.47	413751	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	379441	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	472	0.13	472	0	100.00	0.00
Total (B)	910000	472	0.05	472	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	35075	9.95	35075	0	100.00	0.00
Total (A+B)	910000	414223	45.52	414223	0	100.00	0.00



MODELLA WOOLLENS LIMITED - DATE OF AGM 24.09.2014

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. : 4 - To appoint Mr. Binod Kumar Shyamal Khemka (DIN:00292252) as an Independent Director of the Company.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34603	9.81	34603	0	100.00	0.00
Total (A)	910000	413751	45.47	413751	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	379441	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	472	0.13	472	0	100.00	0.00
Total (B)	910000	472	0.05	472	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	35075	9.95	35075	0	100.00	0.00
Total (A+B)	910000	414223	45.52	414223	0	100.00	0.00



MODELLA WOOLLENS LIMITED - DATE OF AGM 24.09.2014

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. : 5- To appoint Mr. Rajendrakumar Ramcharan Chaudhary (DIN:02916342), as an Independent Director of the Company.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34603	9.81	34603	0	100.00	0.00
Total (A)	910000	413751	45.47	413751	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	379441	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	472	0.13	472	0	100.00	0.00
Total (B)	910000	472	0.05	472	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	35075	9.95	35075	0	100.00	0.00
Total (A+B)	910000	414223	45.52	414223	0	100.00	0.00



MODELLA WOOLLENS LIMITED - DATE OF AGM 24.09.2014

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. : 6 - To authorize the Board to borrow money in excess of paid up share capital and free reserves of the Company not exceeding Rs.500 Lacs over and above the paid up share capital and free reserves of the Company.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34603	9.81	34603	0	100.00	0.00
Total (A)	910000	413751	45.47	413751	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	379441	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	472	0.13	472	0	100.00	0.00
Total (B)	910000	472	0.05	472	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	379148	99.92	379148	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	35075	9.95	35075	0	100.00	0.00
Total (A+B)	910000	414223	45.52	414223	0	100.00	0.00



A.

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 52nd Annual General Meeting of the Equity Shareholders of **Modella Woollens Limited (the Company)** held on Wednesday, the 24th day of September, 2014 at 12.00 noon at the Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400020.

Dear Sir,

I, Mrs. Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 52nd Annual General Meeting of the Equity Shareholders of **Modella Woollens Limited**, held on Wednesday, the 24th day of September, 2014 at 12.00 noon at the Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:





Resolution No.1:- To receive and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended 31st March, 2014 and the Directors' and Auditors' Report thereon. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	472	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	N.A.	N.A.

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	N.A.

b) Resolution No.2:- To appoint a Director in place of Mrs. Gopee Grover (DIN:00560162) who retires by rotation and being eligible, seeks re-appointment. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	472	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	N.A.	N.A.

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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	N.A.

c) **Resolution No.3:-** To appoint M/s. Desai & Bhagtaney, Chartered Accountants (FRN:115646W) retiring Statutory Auditors of the Company as the Auditors of the Company to hold office for a period from the conclusion of 52nd Annual General Meeting until the conclusion of the 55th Annual General Meeting. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	472	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	N.A.	N.A.

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	N.A.

d) **Resolution No.4:-** To appoint Mr. Binod Kumar Shyam Lal Khemka (DIN:00292252) as an Independent Director of the Company. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	472	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	N.A.	N.A.



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	N.A.

e) **Resolution No.5-:** To appoint Mr. Rajendrakumar Ramcharan Chaudhary (DIN:02916342), as an Independent Director of the Company. [ORDINARY RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	472	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	N.A.	N.A.

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	N.A.

f) **Resolution No.6- :** To authorize the Board to borrow money in excess of paid up share capital and free reserves of the Company not exceeding Rs.500 Lacs over and above the paid up share capital and free reserves of the Company. [SPECIAL RESOLUTION]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	472	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	N.A.	N.A.



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	N.A.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

1. Mrs. Jayshree S. Joshi (Scrutinizer)

Witnesses:

Mr. Ajay V. Mehta

Mr. Akshay Joshi

Date: 25th September, 2014

Place: Mumbai

Jayshree S. Joshi

A. A. Joshi

A. A. Joshi

