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modella woollens limited

CIN No.: L17120MH1961PLC012080

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: 159

23/9/2015

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 53rd Annual General Meeting
held on 22nd September, 2015**

Dear Madam,

We would like to inform you that the 53rd Annual General Meeting of the Company was held on 22nd September, 2015 at 11.30 a.m., 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, 2015 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', Statutory Auditors thereon.(Ordinary Resolution)
2. Re-appointment of Mrs. Gopee Grover, as a Director of the Company. (Ordinary Resolution)
3. Appointment of M/s Vinay Sanjay & Associates, Chartered Accountants , as the Statutory Auditors of the Company to hold office for a period of Two years i.e. from the conclusion of 53rd Annual General Meeting until the conclusion of 55th Annual General Meeting. (Ordinary Resolution).

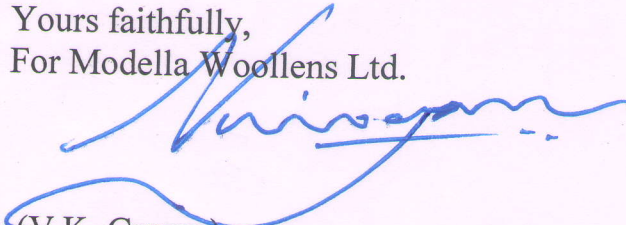
4. Approval to appointment of M/s Vinay Sanjay & Associates as the Auditors to fill casual Vacancy on account of Resignation of M/s Desai and Bhagtaney. (Ordinary Resolution)
5. Re-appointment of Mr. Vinod Kumar Grover (DIN: 00434129) as the Managing Director for a period of 3 (Three) years with effect from 1st October, 2015 (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 Ltd.



(V.K. Grover)
Chairman & Managing Director
(DIN: 00434129)

Encl:as above

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 23rd September, 2015

**SCRUTINIZER'S CONSOLIDATED REPORT
(E-VOTING PROCESS & POLL PROCESS)**

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014}

To,

The Chairman of 53rd Annual General Meeting of the Members of **Modella Woollens Limited** (the Company) held on Tuesday, 22nd day of September, 2015, at 11.30 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai - 400 020 .

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Modella Woollens Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 53rd Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, the 22nd day of September, 2015.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 53rd AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 53rd AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 53rd AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Friday, 18th September, 2015, (9.00 a.m.) to Monday, 21st September, 2015, (5.00 p.m.).

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 15th September, 2015, were entitled to vote on the Resolutions (items No. 1 to 5 as set out in the Notice of the 53rd AGM of the Company).
- iii. 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.
- iv. 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.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 12.30 p.m. i.e. after the Conclusion of 53rd Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. <https://evoting.nsdl.com>
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Countersigned:
For Modella Woollens Limited

Chairman

Encl.: As Above

ANNEXURE

Resolution No.1- Adoption of the audited Financial Statements viz. Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. [Ordinary Resolution]

Total votes cast: 3,98,131				Valid votes: 3,97,850				Invalid Votes: 281	
e-Voting Details			Poll Details				Total		
Assent (FOR)	Dissent (AGAINST)		Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)			
3,97,566	0	100.00	204	71.83	80	28.17	3,97,770	80	0.02

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 2-Appointment of a Director in place of Mrs. Gopee Grover (DIN: 00560162) who retires by rotation and being eligible offers herself for re-appointment. . [Ordinary Resolution]

Total votes cast: 3,98,131				Valid votes: 3,97,850				Invalid Votes: 281	
e-Voting Details			Poll Details				Total		
Assent (FOR)	Dissent (AGAINST)		Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)			
3,97,566	0	100.00	284	100.00	0	0	3,97,850	0	0.00

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.



Resolution No. 3- Appointment of Statutory Auditors to hold office from conclusion of 53rd AGM until the conclusion of 55th AGM. [Ordinary Resolution]

Total votes cast: 3,98,096				Valid votes: 3,97,815				Invalid Votes: 281			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
3,97,531	100.00	0	0.00	259	91.20	25	8.80	3,97,790	100.00	25	*0.00

*Actual 0.006284329 rounded off to 0.00

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 4-Approval of members to Appointment of M/s Vinay Sanjay & Associates as Statutory Auditor to fill casual vacancy on account of Resignation of M/s Desai & Bhagtaney. [Ordinary Resolution]

Total votes cast: 3,98,096				Valid votes: 3,97,815				Invalid Votes: 281			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
3,97,531	100.00	0	0.00	179	63.03	105	36.97	3,97,710	99.97	105	0.03

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 5-Re-appointment of Mr. Vinod Kumar Grover (DIN:00434129) as Managing Director for a period of 3 years w.e.f 01.10.2015. [Special Resolution]

Total votes cast: 3,98,131		Valid votes: 3,97,850		Invalid Votes: 281	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
3,97,566	0	284	0	3,97,850	0
100.00	0.00	100	0.00	100.00	0.00

VOTING RESULT: RESOLUTION PASSED UNANIMOUSLY.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutiniser)

Countersigned by:
For Modella Woollens Limited

[Signature]
Chairman

MODELLA WOOLLENS LIMITED - DATE OF AGM 22.09.2015

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, 2015, and the Balance Sheet as at March 31, 2015, and the Directors' and Auditors' Reports thereon.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34450	9.77	34450	0	100.00	0.00
Total (A)	910000	397566	43.69	397566	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	284	0.08	204	80	71.83	28.17
Total (B)	910000	284	0.03	204	80	71.83	28.17
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34734	9.85	34654	80	99.77	0.23
Total (A+B)	910000	397850	43.72	397770	80	99.98	0.02



MODELLA WOOLLENS LIMITED- DATE OF AGM 22.09.2015

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	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34450	9.77	34450	0	100.00	0.00
Total (A)	910000	397566	43.69	397566	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	284	0.08	284	0	100.00	0.00
Total (B)	910000	284	0.03	284	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34734	9.85	34734	0	100.00	0.00
Total (A+B)	910000	397850	43.72	397850	0	100.00	0.00



MODELLA WOOLLENS LIMITED- DATE OF AGM 22.09.2015

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 - Appointment of Statutory Auditors to hold office from conclusion of 53rd AGM until the conclusion of 55th AGM.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34415	9.76	34415	0	100.00	0.00
Total (A)	910000	397531	43.68	397531	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	284	0.08	259	25	91.20	8.80
Total (B)	910000	284	0.03	259	25	91.20	8.80
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34699	9.84	34674	25	99.93	0.07
Total (A+B)	910000	397815	43.72	397790	25	99.99	0.01



MODELLA WOOLLENS LIMITED - DATE OF AGM 22.09.2015

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 - Approval of members to Appointment of M/s Vinay Sanjay & Associates as Statutory Auditor to fill casual vacancy on account of Resignation of M/s Desai & Bhagtaney.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34415	9.76	34415	0	100.00	0.00
Total (A)	910000	397531	43.68	397531	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	284	0.08	179	105	63.03	36.97
Total (B)	910000	284	0.03	179	105	63.03	36.97
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34699	9.84	34594	105	99.70	0.30
Total (A+B)	910000	397815	43.72	397710	105	99.97	0.03



MODELLA WOOLLENS LIMITED - DATE OF AGM 22.09.2015

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- Re-appointment of Mr. Vinod Kumar Grover (DIN:00434129) as Managing Director for a period of 3 years w.e.f 01.10.2015.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34450	9.77	34450	0	100.00	0.00
Total (A)	910000	397566	43.69	397566	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	284	0.08	284	0	100.00	0.00
Total (B)	910000	284	0.03	284	0	100.00	0.00
Combined Mode of Voting : (E-voting + Poll)							
Promoter and Promoter Group	379441	363116	95.70	363116	0	100.00	0.00
Public Institutional Holders	177884	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	352675	34734	9.85	34734	0	100.00	0.00
Total (A+B)	910000	397850	43.72	397850	0	100.00	0.00

