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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:236

30/9/2016

To,
The Listing Centre,
BSE Ltd.,
P.J. Towers, Dalal Street,
Mumbai 400 001.

Ref.: Sec. Code No.:503772

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

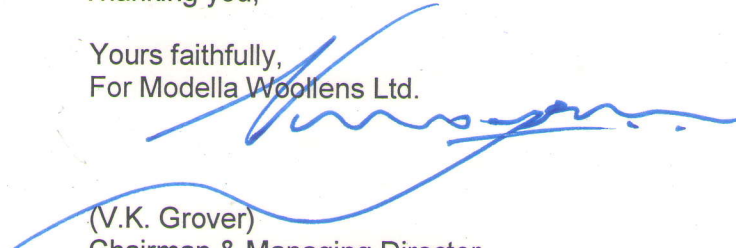
Dear Sir/Madam,

Please find attached the result of the voting held for the 54th Annual General Meeting of the members of the Company held on Thursday 29/9/2016 in the prescribed format certified by the Scrutinizer for the voting process along with Form MGT-13.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Modella Woollens Ltd.


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

Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
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suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

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]

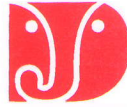
To,

The Chairman of 54th Annual General Meeting of the Equity Shareholders of **Modella Woollens Limited** (the Company) held on Thursday, 29th day of September, 2016, at 11.30 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020

Dear Sir,

I, Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Company Secretaries, Mumbai have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 54th Annual General Meeting of the Equity Shareholders of **Modella Woollens Limited**, held on Thursday, 29th day of September, 2016, at 11.30 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020, 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:



JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Resolution No.1- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Statutory Auditor 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
11	105	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	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	6

Resolution No. 2 - To appoint a Director in place of Mrs. Gopee Grover (DIN:00560162) , who retires by rotation at this Annual General Meeting and being eligible, offers herself for Re-appointment. [Ordinary Resolution]

(i) Voted in favour of the resolution:

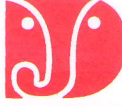
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	105	100

(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	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	6



JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Resolution No. 3 - To ratify the appointment of M/s. Vinay Sanjay & Associates, Chartered Accountant, (FRN:112195W), Mumbai as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration [**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
11	105	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	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	6

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.

Signature:

Jayshree S. Joshi

Jayshree S. Joshi (Scrutinizer)

Witnesses:

1. Reema Shah
2. Akshay Joshi

Rkshah
A. A. Joshi

Date: 30.09.2016

Place: Mumbai

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 30.09.2016

**SCRUTINIZER'S REPORT
(REMOTE E-VOTING PROCESS)**

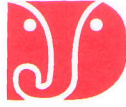
**{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 54th Annual General Meeting of the members of **Modella Woollens Limited** (the Company) held on Thursday, 29th day of September, 2016, at 11.30 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020.

Dear Sir,

1. I, 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 Remote e-Voting process in a fair and transparent manner and ascertaining the requisite majority on Remote e-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Notice of the 54th Annual General Meeting (AGM) of the members of the Company, held on Thursday, the 29th day of September, 2016.
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 on the resolutions contained in the Notice of the 54th AGM of the members of the Company. As the Scrutinizer for the Remote e-Voting process my role and responsibility are limited to make a Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the resolutions contained in the Notice of the 54th AGM, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide Remote e-voting facilities, engaged by the Company.
3. Further to above, I submit my report as under:-
 - i. The Remote e-Voting period remained open from Monday, 26th September, 2016 (9.00 A.M.) to Wednesday, 28th September, 2016 (5.00 P.M.)
 - ii. The members of the Company as on the "cut-off" date i.e. 22nd September, 2016 were entitled to vote on the resolutions (item No.1 to 3 as set out in the Notice of the 54th AGM of the Company).



JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

- iii. The NSDL portal was blocked for voting on 28th September, 2016 at 5.00 p.m.
- iv. Accordingly, the electronic votes cast were taken into account on conclusion of the 54th AGM and after considering the votes cast by the members through Polling Process at the 54th AGM.
- v. The votes cast were unblocked on 29th September, 2016, in the presence of 2 witnesses Ms. Reema Shah (ACS - 26937) and Mr. Akshay Joshi (ACS -34724) who are not in the employment of the Company.
- vi. Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "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://www.evoting.nsdl.com/>
- vii. 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.

Based on the Reports generated, the result of the e-voting is as under:-

Sr. No.	Particulars of Resolutions as given in the Notice of 54th Annual General Meeting	Particulars of Votes Cast		
			Electronic Voting	
			Nos.	%
	ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2016 and the Reports of the Directors and Statutory Auditor thereon [Ordinary Resolution]	Votes Cast in Favour	3,97,271	100.00
		Votes Cast Against	0	0.00
		Total	3,97,271	100.00

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

2.	To appoint a Director in place of Mrs. Gopee Grover (DIN:00560162) who retires by rotation and being eligible, offers herself for re-appointment. [Ordinary Resolution]	Votes Cast in Favour	3,97,271	100.00
		Votes Cast Against	0	0.00
		Total	3,97,271	100.00
3.	To ratify the appointment of M/s. Vinay Sanjay & Associates, Chartered Accountant, (FRN:112195W), Mumbai as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration. [Ordinary Resolution]	Votes Cast in Favour	3,97,271	100.00
		Votes Cast Against	0	0.00
		Total	3,97,271	100.00

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Witnesses:

Reema Shah

Reema Shah

Akshay Joshi

A.A. Joshi

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 30.09.2016

**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,

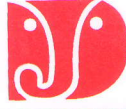
The Chairman of 54th Annual General Meeting of the Members of **Modella Woollens Limited** (the Company) held on Thursday, 29th day of September, 2016, at 11.30 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020

Dear Sir,

1. I, 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 54th Annual General Meeting (AGM) of the Members of the Company, held on Thursday, the 29th day of September, 2016.
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 thereunder and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 54th 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 54th AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 54th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Monday, 26th September, 2016, (9.00 a.m.) to Wednesday, 28th September, 2016, (5.00 p.m.)
 - ii. The Members of the Company as on the "cut-off" date i.e. 22nd September, 2016, were entitled to vote on the Resolutions (items No. 1 to 3 as set out in the Notice of the 54th AGM of the Company).

Jayshree S. Joshi

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



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suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

- 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 12.25 p.m. i.e. after the Conclusion of 54th Annual General Meeting in the presence of 2 witnesses Ms. Reema Shah (ACS - 26937) 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://www.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)

Encl.: As Above

**Countersigned :
For Modella Woollens Limited**

[Signature]

Chairman

Annexure

MODELLA WOOLLENS LIMITED
54TH AGM (29.09.2016)

Resolution No.:1 -To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Statutory Auditor thereon. [Ordinary Resolution]

Total Vote Cast:	397382	Total Valid Votes:	397376	Invalid Votes:	6
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Evoing				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
397271	100	0	0	105	100	0	0	397376	100	0	0
Invalid Votes:		0		Invalid Votes:		6		Invalid Votes:		6	

Result: Resolution passed unanimously

Annexure

MODELLA WOOLLENS LIMITED
54Th AGM (29.09.2016)

Resolution No.:2 -To appoint 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 Vote Cast:	397382	Total Valid Votes:	397376	Invalid Votes:	6
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Evoing			Poll			Total		
Assent	Dissent		Assent	Dissent		Assent	Dissent	
	Total Votes	%		Total Votes	%		Total Votes	%
Total Votes	397271	100	Total Votes	105	100	Total Votes	397376	100
%	0	0	%	0	0	%	0	0
Invalid Votes:	0		Invalid Votes:	6		Invalid Votes:	6	

Result: Resolution passed unanimously



Annexure

MODELLA WOOLLENS LIMITED
54Th AGM (29.09.2016)

**Resolution No.:3 -To ratify the appointment of M/s. Vinay Sanjay & Associates, Chartered Accountant, (FRN:112195W), Mumbai as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration.
 [Ordinary Resolution]**

Total Vote Cast:	397382	Total Valid Votes:	397376	Invalid Votes:	6
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Evoing			Poll			Total		
Assent	Dissent		Assent	Dissent		Assent	Dissent	
%	Total Votes	%	%	Total Votes	%	Total Votes	%	Total Votes
397271	100	0	105	100	0	397376	100	0
Invalid Votes:	0		Invalid Votes:		6	Invalid Votes:		6

Result: Resolution passed unanimously

