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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: 235

26-09-2017

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.

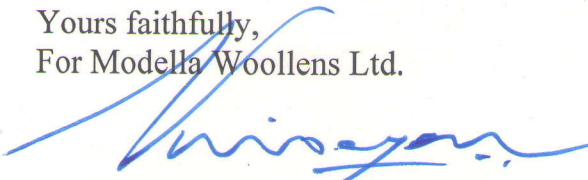
Dear Sir/Madam,

Please find attached the result of the voting held for the 55th Annual General Meeting of the members of the Company held on Monday 25-09-2017 in the prescribed format certified by Scrutinizer for the voting process along with Form MGT-13.

Kindly take the same on your record.

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
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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 26.09.2017

**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 55th Annual General Meeting of the members of **Modella Woollens Limited** (the Company) held on Monday, 25th day of September, 2017, 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 55th Annual General Meeting (AGM) of the members of the Company, held on Monday, the 25th day of September, 2017.
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 55th 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 55th 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 Friday, 22nd September, 2017 (9.00 A.M.) to Sunday, 24th September, 2017 (5.00 P.M.)
 - ii. The members of the Company as on the "cut-off" date i.e. 18th September, 2017 were entitled to vote on the resolutions (item No.1 to 3 as set out in the Notice of the 55th AGM of the Company).

Page 1 of 3

Jayshree S. Joshi

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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

- iii. The NSDL portal was blocked for voting on 24th September, 2017 at 5.00 p.m.
- iv. Accordingly, the electronic votes cast were taken into account on conclusion of the 55th AGM and after considering the votes cast by the members through Polling Process at the 55th AGM.
- v. The votes cast were unblocked on 25th September, 2017, in the presence of 2 witnesses Mr. Akshay Joshi (ACS -34724) and Ms. Reema Shah (FCS-9052) 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 55 th 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, 2017 and the Reports of the Directors' and Statutory Auditors thereon [Ordinary Resolution]	Votes Cast in Favour	413463	100.00
		Votes Cast Against	0	0.00
		Total	413463	100.00

(Handwritten signature)

Jayshree S. Joshi

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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	413463	100.00
		Votes Cast Against	0	0.00
		Total	413463	100.00
3.	To appoint M/s. Vinay Sanjay & Associates, Chartered Accountants, (FRN:112195W), Mumbai as the Statutory Auditors of the Company for the period of 5 years and to authorize the Board to fix their remuneration. [Ordinary Resolution]	Votes Cast in Favour	413463	100.00
		Votes Cast Against	0	0.00
		Total	413463	100.00

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Witnesses:

Akshay Joshi

Reema Shah

A. A. Joshi

R. Shah

Annexure

MODEL LA WOOLLENS LIMITED
55th AGM (25.09.2017)

**Resolution No.:1 -To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Directors' and Statutory Auditors thereon.
 [Ordinary Resolution]**

Total Vote Cast:	413628	Total Valid Votes:	413628	Invalid Votes:	0
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Evoing			Poll			Total		
Assent	Dissent		Assent	Dissent		Assent	Dissent	
	Total Votes	%		Total Votes	%		Total Votes	%
413463	100	0	165	100	0	413628	100	0
Invalid Votes:	0		Invalid Votes:	0		Invalid Votes:	0	

Result: Resolution passed Unanimously.



MODELLA WOOLLENS LIMITED
55th AGM (25.09.2017)

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:	413628	Total Valid Votes:	413628	Invalid Votes:	0
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E voting			Poll			Total		
Assent	Dissent		Assent	Dissent		Assent	Dissent	
	Total Votes	%		Total Votes	%		Total Votes	%
413463	100	0	165	100	0	413628	100	0
Invalid Votes:	0		Invalid Votes:		0	Invalid Votes:		0

Result: Resolution passed Unanimously.



(Handwritten mark)

MODELLA WOOLLENS LIMITED

55th AGM (25.09.2017)

**Resolution No.:3 -To appoint M/s. Vinay Sanjay & Associates, Chartered Accountants, (FRN:112195W), Mumbai as the Statutory Auditors of the Company for the period of 5 years and to authorize the Board to fix their remuneration.
[Ordinary Resolution]**

Total Vote Cast:	413628	Total Valid Votes:	413628	Invalid Votes:	0
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E voting			Poll			Total		
Assent		Dissent	Assent		Dissent	Assent		Dissent
Total Votes	%	Total Votes %	Total Votes	%	Total Votes %	Total Votes	%	Total Votes %
413463	100	0	165	100	0	413628	100	0
Invalid Votes:			Invalid Votes:			Invalid Votes:		
0			0			0		



Result: Resolution passed Unanimously.

(Handwritten mark)

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

Date: 26.09.2017

**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 55th Annual General Meeting of the Members of **Modella Woollens Limited** (the Company) held on Monday, 25th day of September, 2017, 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 55th Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 25th day of September, 2017.
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 55th 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 55th 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 55th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Friday, 22nd September, 2017 (9.00 a.m.) to Sunday, 24th September, 2017, (5.00 p.m.)
 - ii. The Members of the Company as on the "cut-off" date i.e. 18th September, 2017, were entitled to vote on the Resolutions (items No. 1 to 3 as set out in the Notice of the 55th AGM of the Company).

Page 1 of 2

Jayshree S. Joshi

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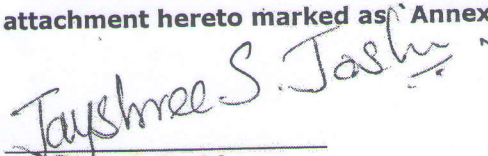
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JAYSHREE DAGLI & ASSOCIATES

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 01.05 p.m. i.e. after the Conclusion of 55th Annual General Meeting in the presence of 2 witnesses Mr. Akshay Joshi (ACS - 34724) and Ms. Reema Shah (FCS- 9052) 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
(Scrutinizer)

Encl.: As Above

Countersigned by:
For Modella Woollens Limited



Chairman

Resolution (1)									
Resolution required: (Ordinary / Special)									
Whether promoter/promoter group are interested in the agenda/resolution?									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Whether resolution is Pass or Not.
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Yes
Promoter and Promoter Group	E-Voting		378998	99.8832	378998	0	100.0000	0.0000	
	Poll	379441	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	379441	378998	99.8832	378998	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	177884	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	177884	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		34465	9.7725	34465	0	100.0000	0.0000	
	Poll	352675	165	0.0468	165	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	352675	34630	9.8192	34630	0	100.0000	0.0000	
	Total	910000	413628	45.4536	413628	0	100.0000	0.0000	



Resolution (2)								
Resolution required: (Ordinary / Special)								
Ordinary								
Yes								
To appoint a Director in place of Mrs. Gopee Grover (DIN:00560162) who retires by rotation and being eligible, offers herself for re-appointment.								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	% of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes – against	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		378998	99.8832	378998	100.0000	0	0.0000
	Poll	379441	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	379441	378998	99.8832	378998	100.0000	0	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	177884	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	177884	0	0.0000	0	0	0	0.0000
Public- Non Institutions	E-Voting		34465	9.7725	34465	100.0000	0	0.0000
	Poll	352675	165	0.0468	165	100.0000	0	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	352675	34630	9.8192	34630	100.0000	0	0.0000
Total		910000	413628	45.4536	413628	100.0000	0	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (3)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?									
No									
Description of resolution considered									
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		378998	99.8832	378998	0	100.0000	0.0000	
	Poll	379441	0	0.0000	0	0		0	
	Postal Ballot (if applicable)		0	0.0000	0	0		0	
	Total	379441	378998	99.8832	378998	0	100.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0		0	
	Poll	177884	0	0.0000	0	0		0	
	Postal Ballot (if applicable)		0	0.0000	0	0		0	
	Total	177884	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		34465	9.7725	34465	0	100.0000	0.0000	
	Poll	352675	165	0.0468	165	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0		0	
	Total	352675	34630	9.8192	34630	0	100.0000	0.0000	
Total		910000	413628	45.4536	413628	0	100.0000	0.0000	
Whether resolution is Pass or Not.								Yes	



Jayshree S. Joshi

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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 55th Annual General Meeting of the Equity Shareholders of Modella Woollens Limited (the Company) held on Monday, 25th day of September, 2017, 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 55th Annual General Meeting of the Equity Shareholders of Modella Woollens Limited, held on Monday, 25th day of September, 2017, 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:

Page 1 of 3

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suyashri@vsnl.com

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, 2017 and the Reports of the Directors' and Statutory Auditors 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
13	165	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	NA	NA

(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	NA

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
13	165	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	NA	NA

(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	NA

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Resolution No. 3 - To appoint M/s. Vinay Sanjay & Associates, Chartered Accountants, (FRN: 112195W), Mumbai as the Statutory Auditors of the Company for the period of 5 years 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
13	165	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	NA	NA

(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	NA

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. Akshay Joshi
2. Reema Shah

A. A. Joshi
RKshah

Date: 26.09.2017

Place: Mumbai

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