



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

modella woollens limited

CIN No.: L17120MH1961PLC012080

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

27th September, 2018

The Manager,
Corporate Relationship Department
BSE Ltd.
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Declaration of voting results

We would like to inform you that the 56nd Annual General Meeting of the Company was held on Wednesday, 26th September, 2018. The results of the votes cast through remote e-voting and ballot on all the resolutions are enclosed alongwith a copy of consolidated scrutinizer's report, which is also available on the Company's website www.modellawoollens.com.

The details regarding the voting results in specified format as per Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 is attached herewith alongwith the scrutinizers report.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For Modella Woollens Ltd.

(Sandeep Shah)
Chairman

Encl: As above.



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Announcement of Results of voting on various resolutions placed in the Annual General Meeting held on 26th September, 2018.

Results of voting by remote e-voting and ballot system conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies Act (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company had appointed Mr. Upendra C. Shukla, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting and ballot process. Mr. Upendra C. Shukla has submitted his report. The details of consolidated voting by remote e-voting and ballot are as under:

Resolution No. 1: Ordinary Resolution: Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Corporation for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Poll	10	91	100	0	0	0	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.



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Resolution No. 2: Ordinary Resolution: To Appoint of M/s. Kochar & Associates, Chartered Accountants as Statutory Auditors of the Company for the period of five years.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Poll	10	91	100	0	0	0	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

Resolution No. 3: Special Resolution: To Appoint of Mr. Sandeep P. Shah as a Director.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Poll	10	91	100	0	0	0	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.



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Resolution No. 4: Special Resolution: To Appoint of Mrs. Kalpana P. Shah as a Director.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Poll	10	91	100	0	0	0	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

Resolution No. 5: Special Resolution: To Appoint of Mr. Jenish A. Patel as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Poll	10	91	100	0	0	0	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.



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Resolution No. 6: Special Resolution: To Appoint of Mr. Nirav V. Shah as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares / votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Poll	10	91	100	0	0	0	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Based on the above, I declare the Resolution has been passed by the Members with requisite majority.

For Modella Woollens Ltd.


(Sandeep Shah)
Chairman

Place: Mumbai
Date : 27th September, 2018

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail: ucshukla@rediffmail.com

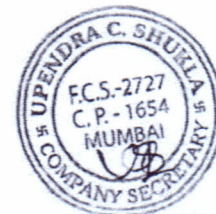
Shri Sandeep Shah,
Chairman
Modella Woollens Limited,
4-C Vulcan Insurance Building,
Veer Nariman Road,
Mumbai-400 020.

Dear Sir,

Sub: Combined Report on E-voting and voting by Ballot conducted at the 56th Annual General Meeting of Modella Woollens Limited.

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 56th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 56th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot at the 56th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 56th AGM of the Shareholders of the Company, held on Wednesday, the 26th September, 2018.
- 4) M/s. Purva Sharegistry (India) Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 56th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL) and also votes cast on Ballot, I submit the consolidated report of the e-voting and the Ballot as under:

...2/-



Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Ballot	10	91	100.0000	0	0	0.0000	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To appoint M/s. Kochar & Associates, Chartered Accountants as statutory auditors for a term of five years and fix their remuneration.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Ballot	10	91	100.0000	0	0	0.0000	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Special Resolution: To appoint Mr. Sandeep P. Shah as a Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Ballot	10	91	100.0000	0	0	0.0000	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said special resolution may be declared passed.



...3/-

: 3 :

Resolution No. 4: Special Resolution: To appoint Mrs. Kalpana P. Shah as a Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Ballot	10	91	100.0000	0	0	0.0000	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said special resolution may be declared passed.

Resolution No. 5: Special Resolution: To appoint Mr. Jenish A. Patel as an Independent Director.

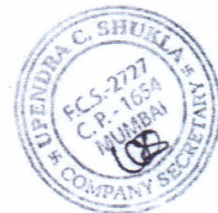
	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Ballot	10	91	100.0000	0	0	0.0000	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said special resolution may be declared passed.

Resolution No. 6: Special Resolution: To appoint Mr. Nirav V. Shah as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	7	413864	99.9993	1	3	0.0007	0	0
Ballot	10	91	100.0000	0	0	0.0000	0	0
Combined	17	413955	99.9993	1	3	0.0007	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said special resolution may be declared passed.



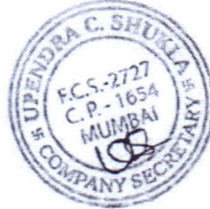
...4/-


: 4 :

- 7) Out of 15 ballot papers, 5 ballot papers were rejected on the grounds of double voting (1 Case), signature mismatch (1 Case), signature not available (2 Cases) and Folio not valid (1 Case) as reconciled with the records of the Registrar and Transfer Agent.
- 8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,

Yours faithfully,




(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Date: 27th September, 2018
Place: Mumbai

