



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: modella@vsnl.com Website: www.modellawoollens.com

REF:MWL:227

1/9/2017

To,
The Corporate Relationship Dept.,
BSE Ltd.,
P.J. Towers, Dalal Street,
Mumbai 400 001.

Ref.: Sec. Code No.:503772


Dear Sir,

We would like to inform you that the 55th Annual General Meeting of the Company will be held on Monday the 25th September, 2017.

Copy of the Notice convening this Annual General Meeting are enclosed herewith for your records. The same has been sent for publication on the Free Press Journal & Navashakti on 2nd September, 2017.

Thanking you,

Yours faithfully,
For Modella Woollens Ltd.


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

Encl: as above



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NOTICE

NOTICE is hereby given that the 55th Annual General Meeting of the Members of Company will be held on Monday, the 25th day of September, 2017 at 11.30 a.m. at Walchand Hirachand Hall of Indian Merchants' Chamber, 76 Veer Nariman Road, Churchgate, Mumbai-400 020, to transact the business set out in the Notice convening the meeting.

The dispatch of the Annual Report together with Notice of the AGM either by e-mail or through physical copy has been completed on 1st September, 2017.

Notice is also hereby given that pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday 16th September, 2017 to Monday 25th September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

The remote e-voting period commences on 22nd September, 2017 (9:00 am) and ends on 24th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

The Notice of AGM is available on the www.evoting.nsdl.com. The procedure of electronic voting is available in the e-voting details and instructions sent along with the Annual Report. In case of any queries or issues regarding e-voting, you may refer Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or contact NSDL at the following toll free no. 1800-222-990.

By Order of the Board of Directors
For Modella Woollens Limited

Place: Mumbai
Dated: 1/9/2017


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

NOTICE TO MEMBERS

NOTICE is hereby given that the 55th Annual General Meeting of the Members of **MODELLA WOOLLENS LIMITED** will be held on Monday, the 25th day of September, 2017 at 11.30 a.m. at the Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors thereon.
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.
3. To appoint M/s. Vinay Sanjay & Associates, Chartered Accountants, (FRN:112195W), Mumbai as Statutory Auditors of the Company..

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder, M/s. Vinay Sanjay & Associates, Chartered Accountants, (FRN:112195W), Mumbai, be and are hereby appointed as the statutory Auditors of the Company for a period of 5 (five) years i.e. from the conclusion of 55th AGM till the conclusion of 60th AGM, subject to ratification by the Members at every subsequent AGM and on such remuneration fixed by the Board on recommendation of the Audit Committee."

By Order of the Board of Directors

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

Registered Office:

4C Vulcan Insurance Building,
Veer Nariman Road,
Mumbai- 400020

Place: Mumbai

Date: 12th May, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED AND SIGNED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not more than fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/ authority as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th September 2017 to Monday, 25th September 2017 (both days inclusive).

3. Members may kindly note that the Company's shares can now be held in de-materialised form with Central Depository Services Ltd. (CDSL) & National Securities Depository Limited (NSDL). The ISIN is 'INE380D01012'. The Company has appointed M/s. Purva Sharegistry India Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel, Mumbai-400 011 as the Registrar & Transfer Agents.
4. Members can avail of the Nomination facility by filling Form No. SH-13 pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company or its Registrar & Transfer Agents viz. M/s. Purva Sharegistry India Pvt. Ltd.
5. Members are requested to notify immediately change in their address, if any, to the Company and/or to its Registrar & Transfer Agent viz. M/s. Purva Sharegistry India Pvt. Ltd. or to respective Depository Participant in case of shares held in de-materialised form.
6. Members desiring any information as regards the accounts & operations of the Company are requested to write to the Company at an early date so that the information sought can be made readily available at the Meeting.
7. Pursuant to Circular No.17/2011 dated 21-04-2011 and circular no.18/2011 dated 29-04-2011 issued by the Ministry of Corporate Affairs, Government of India, as a part of green initiative in the Corporate Governance, the Companies have been permitted to send notices/documents to the members through email.

Accordingly, the Company proposes to send notices/documents like the Annual Report in electronic form to the members who would register their email address with the Depositories, the Registrar and Transfer Agents or the Company. The Members are requested to register their email addresses by sending their details to the Registrar and Transfer Agents, M/s. Purva Sharegistry India Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel, Mumbai-400 011.

Service of notices/documents to the Members whose email addresses not be registered with the depository or the Company or the Registrar and Transfer Agent will be effected by mode of service as provided under Section 20 of the Companies Act, 2013.

8. Members are requested to bring their copy of the Annual Report as the practice of distributing copies of the Annual Report at the place of Meeting has been discontinued as an austerity measure.
9. Members/Proxies are requested to bring their Attendance slip, duly filled, while attending the meeting.

Voting through electronic means

10. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on Resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
11. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
12. The Company has appointed Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Company Secretaries, Mumbai, as Scrutinizer for scrutinising the e-voting process and Poll Process in a fair and transparent manner.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, 22nd September, 2017 (9:00 am) and ends on Sunday, 24th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions of e-voting are detailed hereunder:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz: "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "MODELLA WOOLLENS LIMITED".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jayshreedagli@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mrs. Jayshree S Joshi, Practicing Company Secretary (Membership No. FCS 1451) Proprietress, Jayshree Dagli & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting process and Poll Process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 'www.modellawoollens.com' and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges on which Shares of the Company are listed.

Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat account.

By Order of the Board of Directors

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

Registered Office:

4C Vulcan Insurance Building,
Veer Nariman Road, Mumbai- 400020

Place: Mumbai

Date: 12th May, 2017

ANNEXURE TO ITEM NO 2 OF THE NOTICE

Details of Director seeking appointment at the Fifty Fifth [55th] Annual General Meeting in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings [SS-2]

Name of the Director	Mrs. GOPEE GROVER
Date of Birth /Age	24 th May, 1947 /70 years
Date of first appointment	31 st July, 2002
Director Identification Number [DIN]	00560162
Expertise/Experience in specific functional areas	18 Years
Shareholding in the Company	7500 equity shares
Qualifications	B.A.
Broad terms and conditions of re-appointment	Non Executive Director, Liable to retire by rotation
Remuneration sought to be paid and Remuneration last drawn i.e. FY 2016-17	NIL
Number of Board Meetings attended during financial year 2016-17	4 out of 4
Details of other Directorships held in other Companies	1. NEWMAN INDIA PRIVATE LIMITED 2. NOVAMOD TRADING COMPANY PRIVATE LIMITED
Details of membership/ chairmanship held in the other Companies	
Relationships, if any, with other Directors/Key Managerial Personnel.	1. Mr. Vinod Kumar Grover

By Order of the Board of Directors

(V.K. Grover)
Chairman & Managing Director
(DIN: 00434482)

MODELLA WOOLLENS LIMITED

CIN: L17120MH1961PLC012080

Regd. Office: 4-C, Vulcan Insurance Bldg., Veer Nariman Road, Churchgate, Mumbai 400020.

Tel.: 022-22047424, Fax:022-22872620 E-mail: modella@vsnl.com, Website: www.modellawoolleens.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s): _____

Registered Address: _____

E-mail ID: _____

Folio No./ Client ID: _____ DP ID: _____

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him

3. Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on the 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1.	Adoption of Financial Statements for the year ended 31st March, 2017.			
2.	Appointment of Mrs. Gopee Grover as Director, who retires by rotation.			
3.	To appoint M/s. Vinay Sanjay & Associates, Chartered Accountants, (FRN:112195W), Mumbai as Statutory Auditors of the Company.			

Signed this _____ day of _____ 2017



Signature of Proxy holders(s): _____

Signature of Shareholder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

MODELLA WOOLLENS LIMITED

4-C, Vulcan Insurance Bldg., Veer Nariman Road, Churchgate, Mumbai 400020

Tel No.: 022-22047424, Fax No.: 022-22872620

E-mail ID:- modella@vsnl.com, Website - www.modellawoolleens.com

Sr No.:

Name of the sole / first named member. :

Address of sole / first named member :

Joint Holders :

Registered folio no. :

DP ID no. / Client ID no.* :

Number of shares held :

Dear member,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Monday, September 25, 2017, at 11:30 a.m. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVSN (E-voting sequence)	User ID	Password / PAN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
22nd September, 2017 (i.e. 09:00 A.M. IST)	24th September, 2017 (i.e. 5:00 P.M. IST)

Please read the instructions printed in the Annual Report before exercising the e-vote.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on September 25, 2017.

