

MINUTES OF THE PROCEEDINGS OF 270TH BOARD MEETING OF BOARD OF DIRECTORS OF MODELLA WOOLLENS LIMITED HELD ON WEDNESDAY, 18TH DAY OF MAY, 2016 AT 3.00 P.M., AT 4-C, VULCAN INSURANCE BLDG, VEER NARIMAN ROAD, MUMBAI-400 020.

Time of Commencement of meeting: 3.00 P.M

Time of Conclusion of meeting:4.00 P.M.

Present:

Mr. V. K. Grover	Chairman & Managing Director
Mr. B. K. Khemka	Director
Mrs.Gopee Grover	Director
Mr. R. K. Chaudhary	Director

Chairman:

Mr. V. K. Grover took the chair to conduct the meeting.

Quorum:

The Quorum being present the Chairman called the meeting to order.

1) To consider leave of absence, if any.

All the directors were present.

2) Noting the minutes of preceding meeting

Minutes of the 269th board meeting held on 04.02.2016 were noted by the Board.

3) Noting the minutes of preceding committee meeting

The Board noted the minutes of Audit Committee Meeting held on 04.02.2016.

4) Disclosure of Interest by Directors:

The Chairman informed the Board that the general notices of disclosure of interests received from all the Directors pursuant to Section 184(1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board

and its Powers) Rules, 2014 indicating their Directorship/Shareholding held in other companies or any interest in other entities as on 1st April, 2016 in Form No. MBP-1 was placed before the meeting. After, discussion the following resolution was passed unanimously:

“RESOLVED THAT pursuant to the provisions of Section 184 (1) of the Companies Act, 2013, read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, the general notices of disclosures of interest received from all the Directors of the Company along with their shareholding/ directorship held in the other companies and interest held in other entities as on 7th April, 2016 in Form MBP-1 as placed before the Board, be and are hereby taken on record.”

5) To take note of declaration under Section 149(7) from the Independent directors of the Company

The Chairman informed the board that the Company had received declaration from the Independent directors namely, Mr. Binod Kumar Khemka and Mr. R. K. Chaudhary pursuant to Section 149(7) indicating that they are meeting the criteria of independence as provided under Section 149(6). The Chairman placed before the board such disclosures and was taken on record by the Board.

6) To take note of disclosure under Regulations 30(2) of SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011

The Chairman informed the board that the disclosure under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as at 31.03.2016, received from the promoters on 01.04.2016 was tabled and was taken on record by the Board.

7) To take note of disclosure under Regulations 31(1) of SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011

The Chairman informed the board that the disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 was received from promoters on 01.04.2016 and was tabled before the meeting. He further informed that no shares have been pledged by the promoters of the Company. The board noted the same.

8) To sign register of contracts maintained under section 189 of Companies Act, 2013

The Chairman placed before the board the register of contracts maintained under Section 189(1) of Companies Act, 2013 showing the particulars of contracts/arrangements entered into by the Company from last board meeting till this meeting. He further informed the board that according to the provisions of Section 189 the said register should be signed by all the directors present at the meeting. After discussion, the following resolution was passed unanimously:

“RESOLVED THAT the register of contracts maintained under Section 189 of Companies Act, 2013 showing particulars of all contracts or arrangements to which section 184(2) or section 188 be placed before the board and signed by all the directors present at meeting.”

9) To authorise Mr. V.K. Grover to take necessary steps with the Depositories for providing e-voting facility.

The board was informed that pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 every listed company shall provide to its member's facility to exercise their right to vote on resolutions proposed to be considered at general meetings by electronic means. Therefore, it is proposed to authorise Mr. V. K. Grover, Managing Director of the Company to appoint depositories and to fix the terms and conditions for providing e-voting facility to the shareholders of the Company at the ensuing Annual General Meeting. After discussion, the following resolution was passed unanimously:

“RESOLVED THAT Mr. Vinod Kumar Grover, Chairman and Managing Director be and is hereby authorised to appoint depositories for providing e-voting facility to the shareholders at the ensuing Annual General Meeting and to finalise the terms and conditions and to do all such acts, deeds, things as may be required to give effect to this resolution.”

10) To appoint Scrutiniser for conducting e-voting process

The Chairman informed the board that pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company has to appoint Scrutiniser who can scrutinise the e-

voting process in a fair and transparent manner. Therefore, it is proposed to appoint Mrs.Jayshree S. Joshi, Proprietress of JayshreeDagli& Associates, Company Secretaries as Scrutiniser to scrutinise the e-voting process at the ensuing 54thAnnual General Meeting. After, discussion the following resolution was passed unanimously:

"RESOLVED THAT pursuant to Provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Mrs.Jayshree S. Joshi, Proprietress of JayshreeDagli& Associates, Company Secretaries, Mumbai, be and is hereby appointed as the Scrutiniser for the purpose of scrutinising e-Voting process w.r.t Resolutions to be passed at the ensuing 54thAnnual General Meeting of the Company.

FURTHER RESOLVED THATMr.Vinod Kumar Grover (DIN: 00434129) and/or Mrs.Gopee Grover (DIN:00560162), Directors of the Company, be and is/are hereby jointly and/or severally authorized to take and/or cause to be taken all such steps and actions as may be required to give effect to the Resolution."

11) To Authorising Mr.Vinod Kumar Grover to execute new SEBI (LODR) Regulations, 2015.

The Board was informed that pursuant to SEBI Circular No. CIR/CFD/CMD/06/2015 dated 13.10.2015 it is necessary to execute new Listing Agreement under SEBI (LODR) Regulations, 2015 with Bombay Stock Exchange (BSE). After some discussion, the following resolution was passed unanimously:

"RESOLVED THAT the Company do execute Listing Agreement with the BSE Limited, Mumbai as per prescribed format, a draft whereof duly initialed by the Chairman, tabled before this Meeting for identification".

"RESOLVED FURTHER THAT Mr.Vinod Kumar Grover (DIN: 00434129) Chairman and Managing Director of the Company be and is hereby authorized to execute and sign the said Listing Agreement and also to take or cause to be taken all such steps and actions as may be required for the purpose".

12) To discuss on working capital of the Company.

The Chairman informed the board that to meet the financial needs of the Company during the quarter ended 31.03.2016, the Company had taken Inter-Corporate Deposits from Pali Grover Woollen Pvt. Ltd. of Rs. 58,000/- @8% p.a. After discussion, the following resolution was passed unanimously:

“RESOLVED THAT unsecured Inter-Corporate Deposits of Rs. 58,000/- (Rupees Fifty Eight Thousand Only) during the quarter ended 31.03.2016, taken from Pali Grover Woollen Pvt. Ltd. @8% p.a. to meet financial needs of the Company be and are hereby approved and ratified.”

The Chairman further informed that the Company had taken Loan from Director for the quarter 31.03.2016 of Rs. 7,80,000/- from Mr. V. K. Grover Interest @8% p.a. After discussion the following resolution was passed: The Board approved of the same and the following resolution was passed.

“RESOLVED THAT unsecured Loan of Rs.7,80,000/- (Rupees Seven Lakhs Eighty Thousand Only) during the quarter ended 31.03.2016 taken from Mr. V.K. Grover@8% p.a. to meet financial needs of the Company be and are hereby approved.”

13) Approval of audited financial statement for the financial year ended 31.03.2016

The Board considered and approved the financial statement for the year ended on 31st March, 2016. The Board passed the following resolutions unanimously:

i) **RESOLVED THAT** all expenses in general and the following in particular be and are hereby approved;

a) Rent	Rs. 2,51,508/-
b) Legal & Professional Charges	Rs. 2,93,372/-
c) Depreciation	Rs. 1,520/-
d) Electricity	Rs. 2,13,150/-
e) Repairs & Maintenance	Rs. 9,934/-
f) Postage & Telephones	Rs. 1,57,770/-
g) Printing & Stationery	Rs. 76,501/-
h) Advertisement	Rs. 1,01,523/-
i) Miscellaneous Expenses	Rs. 69,544/-

- ii) **RESOLVED THAT** the audited balance sheet as at 31.03.2016 and the statement of profit and loss Account for the year ended on that date showing a net loss of Rs.48,36,752/- (Rupees Forty Eight Lakhs Thirty Six Thousand Seven Hundred Fifty Two only) after tax be and is hereby approved.

FURTHER RESOLVED THAT the Directors present at this meeting be and are hereby authorized to sign the accounts and to forward the same to the Auditors for their Report.”

14) Audited financial statement for the financial year ended 31.03.2016 and audited financial results for the 4th quarter ended on that date under Regulation 33 of the SEBI (LODR) Regulations, 2015.

The Board took on record the audited financial results for the quarter ended 31.03.2016 that showed a net loss of Rs. 8,97,860/- after tax and audited financial results for the year ended 31.03.2016 showing a net loss of Rs. 48,36,752/- after tax. The Board approved the publication of audited financial results for the quarter ended 31.03.2016 and audited financial result for the year ended 31.03.2016 in the format specified by the Stock Exchange under Regulation 33 of the SEBI (LODR) Regulations, 2015. The Chairman & Managing Director, Mr. V.K. Grover was authorized to authenticate the results on behalf of the Board and to get the same published in English and a Marathi language newspaper. After discussion, the following resolution was passed unanimously:

“**RESOLVED THAT** audited financial results for the quarter ended and year ended 31-03-2016 prepared in terms of Regulation 33 of the SEBI (LODR) Regulations, 2015 & tabled before the Meeting, be and are hereby approved.

RESOLVED FURTHER THAT Mr. V.K. Grover (DIN: 00434129), Chairman & Managing Director be and is hereby authorised to sign the audited financial results for the quarter ended and year ended 31-03-2016 and to forward the same to the Stock Exchange and to publish it as per SEBI (LODR) Regulations, 2015.”

15) To approve Auditor’s report

The draft Auditor’s Report duly initialled by the chairman for the purposes of identification made available by the Auditor for prior information of the Board of

Directors was placed before the Board. After perusal and consideration the board noted the same.

16) To approve Board's report

The draft Board's Report for the year ended on 31st March, 2016 was placed before the meeting and was duly considered and approved. After discussion, the following resolution was passed unanimously:

"RESOLVED THAT the draft Board's Report placed before the Board and initialed by the Chairman for identification be and is hereby approved."

"RESOLVED FURTHER THAT Mr. V. K. Grover, Chairman (DIN: 00434129) be and is hereby authorized to sign the same after incorporating therein necessary replies, explanation(s) to the adverse remarks, comments, if any, made by the Auditors in their Report."

"RESOLVED FURTHER THAT Mr. V.K. Grover (DIN: 00434129) and Mrs. Gopee Grover (DIN: 00560162), Directors of the Company, be and are hereby jointly and/or severally authorized to take such steps and actions as may be required, including filing necessary form with the Registrar of Companies, Maharashtra, Mumbai, for giving effect to this resolution."

17) To determine the name of the director retiring by rotation at the ensuing Annual General Meeting in terms Articles of Association of the Company and to receive his/her certificate of eligibility.

The Chairman informed the Board that Ms. Gopee Grover would retire at the ensuing Annual General Meeting. It was also informed that she had furnished Certificate in Form DIR-8 pursuant to Section 164 of the Companies Act, 2013 and relevant Rules framed there under dated 07.04.2016 certifying that she is not disqualified pursuant to Section 164(2) of the Companies Act, 2013 and being eligible offered herself for re-appointment. The Board took note of the same and passed following resolution unanimously:

"RESOLVED THAT Ms. Gopee Grover (DIN: 00560162) who retires by rotation at the ensuing Annual General Meeting and being eligible for re-appointment be and is hereby recommended for re-appointment."

18) Noting of Secretarial Audit report

The Chairman placed before the Board the Secretarial Audit Report for the year ended 31st March, 2016 issued by M/s. Ajay Kumar & Co. The Board discussed the content thereof and took note of the same.

19) To determine period for closure of register of members.

The Board decided that the Register of Members and the Share Transfer-Books be closed from 20.09.2016 to 29.09.2016 to comply with the requirements of Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015. After, discussion, the following resolution was passed unanimously:

“**RESOLVED THAT** the Register of Members and the Share Transfer Books of the Company be closed from Tuesday, 20th September 2016 to Thursday, 29th September, 2016(both days inclusive) **AND THAT** the Chairman & Managing Director Mr. V.K. Grover be and is hereby authorized to issue notice of book closure pursuant to the provision of Section 91 of Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.”

20) To fix day, date, time and venue of 54th Annual General Meeting and approve the notice for the same.

The Board decided to hold the 54th AGM of the members of the Company on 29.09.2016 and approved the draft of the Notice placed before the Board. After discussion the following resolution was passed unanimously:

“**RESOLVED THAT**

- 1) the 54th Annual General Meeting of the members of the Company be convened at 11.30 a.m. on Thursday the 29th September, 2016, at the WalchandHirachand Hall of Indian Merchants’ Chamber, Veer Nariman Road, Mumbai-400 020;
- 2) The notice convening the same be and is hereby approved;
- 3) The Chairman and Managing Director Mr. Vinod Kumar Grover(DIN: 00434129) be and is hereby authorized to alter, vary, modify the business to be transacted thereat and to issue Notice of this meeting to the members and others entitled to receive it and also to publish it in the newspaper(s) as required under the statutes.”

21) To take note of Transfer and Transmission of shares from the last meeting till date of this meeting.

The Chairman informed the Board that the Registrar & Share Transfer Agent has approved transfers of 118 shares bearing transfer no.310724 to 310728 (both inclusive) from the last Board Meeting till date of this meeting. The Transfer Registers were placed before the Board and their contents were duly noted.

There being no other Business the meeting terminated with a vote of thanks to the Chair.

Date of recording of minutes:

Date of signing of minutes by the Chairman:

Place: MUMBAI

(V.K. Grover)
Chairman
(DIN: 00434129)