

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

30th September,2023

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 61st Annual General Meeting of the Company was held on Friday, 29th September, 2023. The results of the votes cast through remote e-voting and ballot on all the resolutions are enclosed along with a copy of consolidated scrutinizer's report, which is also available on the Company's website <u>www.modellawoollens.com</u>

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 LIMITED



(Mrs. Alpa V Shah) Director

Encl: As above.



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Announcement of Results of voting on various resolutions placed in the Annual General Meeting held on 29th September, 2023.

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: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2023 and Reports of the Board of Directors and Auditors thereon.

| | In favo | our of the l | Resolution | Agains | t the Reso | Not voted | | |
|----------|---------|-------------------------|--------------------|---|-------------------------|-----------------|-----------------------------------|----------------------------|
| | Ballot/ | No. of votes cast | % of votes cast | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Respons e | No. of shares/ votes |
| E-voting | 29 | 419548 | 97.6670 | 2 | 10022 | 2.3330 | 0 | 0 |
| Poll | 21 | 1048 | 0 | 0 | 0 | 0.0000 | 0 | 0 |
| Combined | 50 | 420596 | 97.6726 | 2 | 10022 | 2.3274 | 0 | 0 |

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

Resolution No. 2: Ordinary Resolution: To appoint Director in place of Mrs. Alpa **X**. Shah (DIN: 09388780) who retires and being eligible offer herself for re-appointment.

| | In favo | ur of the Re | Against | the Reso | 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 | 1 |
| E-voting | 28 | 419538 | 97.6646 | 3 | 10032 | 2.3354 | 0 | 0 |
| Poll | 21 | 1048 | 0 | 0 | 0 | 0.0000 | 0 | 0 |
| Combined | 49 | 420586 | 97.6703 | 3 | 10032 | 2.3297 | 0 | 0 |

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





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Resolution No. 3: Ordinary Resolution: To Re-aappointment of M/s. Kochar & Associates, Chartered Accountants Chartered Accountants, (Firm Registration No. 105256W) as Statutory Auditors of the Company for second term of consecutive five years.

| | In favour of the Resolution | | | Against | the Reso | 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 | 28 | 419538 | 97.6646 | 3 | 10032 | 2.3354 | 0 | 0 |
| Poll | 21 | 1048 | 0 | 0 | 0 | 0.0000 | 0 | 0 |
| Combined | 49 | 420586 | 97.6703 | 3 | 10032 | 2.3297 | 0 | 0 |

Resolution No. 4: Ordinary Resolution: To Re-appointment of Mr. Nirav V. Shah (DIN:08125819) as Independent Director of the Company for a second term of five (5) consecutive years.

| | In favo | ur of the Re | Against | the Reso | olution | 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 | 28 | 419538 | 97.6646 | 3 | 10032 | 2.3354 | 0 | 0 |
| Poll | 21 | 1048 | 0 | 0 | 0 | 0.0000 | 0 | 0 |
| Combined | 49 | 420586 | 97.6703 | 3 | 10032 | 2.3297 | 0 | 0 |

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

For MODELLA WOOLLENS LIMITED



Place: Mumbai Date : 30th September, 2023 (Mrs. Alpa V. Shah) Director 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

Smt. Alpa Shah, Chairman Modella Woollens Limited, 4-C Vulcan Insurance Building, Veer Nariman Road, <u>Mumbai-400 020.</u>

Dear Sir,

Sub: Combined Report on Remote e-voting and voting by Ballot conducted at the 61st Annual General Meeting of Modella Woollens Limited.

- 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 61st 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 61st AGM of the Shareholders of the Company, held on Friday, the 29th September, 2023.
- 2) 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 61st Annual General Meeting.
- 3) 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 61st Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 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 Remote e-voting and voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 61st AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the National Securities Depository (NSDL) and also votes cast on Ballot, I submit the consolidated report of the Remote e-voting and voting by Ballot as under:

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| UPENDRA CHANDRAS HANKAR SHUKLA | Company of the synthesis constitution of the constraints of the constraints of the synthesis of the synthesis of the synthesis of the synthesynthesis of the synthesynthesi |
|---|--|
|---|--|

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.

| | In favour of the Resolution | | | Agai | Against the Resolution | | | Not voted | | |
|----------|-----------------------------|--------------|------------|-----------|------------------------|------------|----------|----------------|--|--|
| | No. of | No. of votes | % of votes | No. of/ | No. of votes | % of | No. of | No. of shares/ | | |
| | Ballot/ | cast | cast | Ballots / | cast | votes cast | Ballot/ | Votes | | |
| | Response | | | Response | | | Response | | | |
| | received | | | received | | | | | | |
| E-voting | 29 | 419548 | 97.6670 | 2 | 10022 | 2.3330 | 0 | 0 | | |
| Ballot | 21 | 1048 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Combined | 50 | 420596 | 97.6726 | 2 | 10022 | 2.3274 | 0 | 0 | | |

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

Resolution No. 2: Ordinary Resolution: To appoint a Director in place of Mrs. Alpa Shah (DIN: 09388780), who retires by rotation and being eligible offers herself for re-appointment.

| | In favour of the Resolution | | | Agai | Against the Resolution | | | Not voted | | |
|----------|-----------------------------|--------------|------------|-----------|------------------------|------------|----------|----------------|--|--|
| | No. of | No. of votes | % of votes | No. of/ | No. of votes | % of | No. of | No. of shares/ | | |
| | Ballot/ | cast | cast | Ballots / | cast | votes cast | Ballot/ | Votes | | |
| | Response | | | Response | | | Response | | | |
| | received | | | received | | | - | | | |
| E-voting | 28 | 419538 | 97.6646 | 3 | 10032 | 2.3354 | 0 | 0 | | |
| Ballot | 21 | 1048 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Combined | 49 | 420586 | 97.6703 | 3 | 10032 | 2.3297 | 0 | 0 | | |

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

Resolution No. 3: Ordinary Resolution: Re-appointment of M/s Kochar & Associates, Chartered Accountants, (Firm Registration No. 105256W) as Statutory Auditors of the Company for a second term of consecutive five years.

| | In favour of the Resolution | | | Agai | nst the Resol | Not voted | | |
|----------|-----------------------------|--------------|------------|---------|---------------|-----------|--------|----------------|
| | No. of | No. of votes | % of votes | No. of/ | No. of votes | % of | No. of | No. of shares/ |
| E-voting | 28 | 419538 | 97.6646 | 3 | 10032 | 2.3354 | 0 | 0 |
| Ballot | 21 | 1048 | 0 | 0 | 0 | 0 | 0 | 0 |
| Combined | 49 | 420586 | 97.6703 | 3 | 10032 | 2.3297 | 0 | 0 |

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

Resolution No. 4: Special Resolution: Re-appointment of Mr. Nirav V. Shah (DIN: 08125819) as an Independent Director of the Company for a second term of five (5) consecutive years.

| | In fa | vour of the Re | solution | Agai | Against the Resolution | | | Not voted | | |
|----------|----------|----------------|------------|-----------|------------------------|------------|----------|----------------|--|--|
| | No. of | No. of votes | % of votes | No. of/ | No. of votes | % of | No. of | No. of shares/ | | |
| | Ballot/ | cast | cast | Ballots / | cast | votes cast | Ballot/ | Votes | | |
| | Response | | | Response | | | Response | | | |
| E-voting | 28 | 419538 | 97.6646 | 3 | 10032 | 2.3354 | 0 | 0 | | |
| Ballot | 21 | 1048 | 0 | 0 | 0 | 0 | 0 | 0 | | |
| Combined | 49 | 420586 | 97.6703 | 3 | 10032 | 2.3297 | 0 | 0 | | |

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

- 7) Out of 31 ballot papers, 3 ballot papers were rejected on the grounds of signature mismatch, 10 ballot paper were rejected due to double voting and 1 ballot paper is not clear as reconciled with the records of the Registrar and Transfer Agent.
- A list of Equity Shareholders, who voted through Remote e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,

Yours faithfully, UPENDRA CHANDRASKAW NKAR SHUKLA

COMPANY SECRETARY

FCS: 2727/CP: 1654

Peer Review No. 1882/2022 UDIN: F002727E001145638 Date: 30-09-2023 Place: Mumbai :2:

BASIS OF ACCEPTANCE

- 1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 22/09/2023, which was the basis for dispatch of notice and postal ballot form.
- 2. Where the assent or dissent has been given clearly by any other mark like 'Yes" 'Y' or "No" 'N' etc., the postal ballot form has been considered.
- 3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
- 4. Where a shareholder has voted for less number of shares than his/ her actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

BASIS OF REJECTION

- 1. Where a ballot form is not signed.
- 2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
- 3. Where a shareholder has not put any tick mark on either assent or dissent.
- 4. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
- 5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority is not received/not on record.
- 6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
- 7. Where the thumb impression has been put in postal ballot form, which is not duly attested by the prescribed authority.
- 8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.

UPENDRA CHANDRASHA NKARSHUKLA (U.C. SHUKLA) COMPANY SECETARY FCS: 2727/CP: 1654