



From: Mr. Vinod Kumar Grover  
Mr. Uday Grover  
Mr. Ravinder Kumar Grover  
Mrs. Kusum Grover  
4-C, Vulcan Insurance Bldg.  
Veer Nariman Road  
Mumbai 400 020

29-02-2012

To,  
Securities and Exchange Board of India,  
Plot No.C4-A, 'G' Block, Bandra Kurla Complex,  
Bandra(East)  
Mumbai 400 051

Sub: Report under Regulation 10(7) of SEBI  
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith Report under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pertaining to inter se transfer among the promoters shares of Modella Woollens Limited. The applicable fee of Rs. 25,000/- is enclosed vide Pay Order No. 118658 dated 23.02.2012 drawn on Kotak Mahindra Bank Ltd., Nariman Point, Branch Mumbai .

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

(for self and on behalf of Mr. Uday Grover, Mr. Ravinder Grover,  
Mrs. Kusum Grover)

( Vinod Kumar Grover)

Encl: As Above

cc:

- 1) Modella Woollens Limited, 4-C, Vulcan Insurance Building. Veer Nariman Road, Mumbai 400 020
- 2) BSE Limited- for your information & records.

**Format under Regulation 10(7)-Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

<b>1</b>	<b>General Details</b>	
a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.	Mr. Vinod Kumar Grover Mr. Uday Grover Mr. Ravinder Kumar Grover Mrs. Kusum Grover 4-C, Vulcan Insurance Building, Veer Nariman Road, Mumbai 400 020 Telephone 22047424 vinodbgrover@gmail.com
b.	Whether sender is the acquirer (Y/N)	Yes
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	N.A.
d.	Name, address, Tel no. and e-mail of sender, if the sender is not the acquirer	N.A.
<b>2</b>	<b>Compliance of Regulation 10(7)</b>	
a.	Date of report	29.02.2012
b.	Whether report has been submitted to SEBI Within 21 working days from the date of the acquisition	Yes
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes. The applicable fee of Rs.25,000/- is enclosed vide pay order no. 118658 dated 23.2.2012 drawn on Kotak Mahindra Bank Ltd., Mumbai Branch.

<b>3 Compliance of Regulation 10(5)</b>				
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes. Intimation was sent 4 working Days prior to date of acquisition Under Regulation 10(5). Copy attached is given as enclosure no. 1.		
b.	Date of Report	15.02.2012		
<b>4 Compliance of Regulation 10(6)</b>				
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes Regulation 10(6) report has been filed with Stock Exchange within 4 working days of the acquisition. Copy attached is given as enclosure no.2.		
b.	Date of Report	27.02.2012		
<b>5 Details of the Target Company</b>				
a.	Name & address of TC	Modella Woollens Ltd., 4-C, Vulcan Insurance Building, Veer Nariman Road, Mumbai 400 020		
b.	Name of the Stock Exchange(s) where the Shares of the TC are listed	BSE Limited		
<b>6 Details of the acquisition</b>				
a.	Date of acquisition	24.02.2012		
b.	Acquisition price per share (in Rs.)	Rs.2/-		
c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7) (whether Regulation 3(1) 3(2), 4 or 5)	Regulation 3(2)		
d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no.& as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition
		No. of Shares	% w.r.t. total share capital of TC(*)	No. of Shares

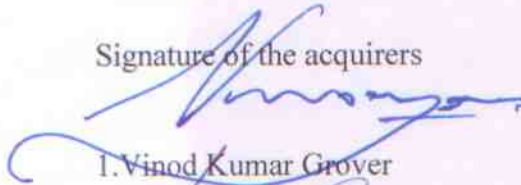



Name of the acquirer(s)					
1.	Mr. Vinod Kumar Grover	31535	3.46	87108	9.57
2.	Mr. Uday Grover	41349	4.54	63579	6.99
3.	Mr. Ravinder Kumar Grover	5	0.00	16676	1.83
4.	Mrs. Kusum Grover	8930	0.98	25601	2.81
<b>Name of the PAC(S)</b>					
5.	Novamod Trading Co. Pvt. Ltd.	45449	4.99	45449	4.99
6.	Ms. Madhu Grover	43180	4.74	43180	4.74
7.	Ms. Rakhee Grover	27016	2.97	27016	2.97
8.	Bharat Vinod Grover	27000	2.97	27000	2.96
9.	Ms. Pushpa Grover	16624	1.83	16624	1.83
10.	Ms. Indira Grover	16175	1.77	16175	1.77
11.	Ms. Gopee Vinod Grover	7500	0.82	7500	0.82
12.	Ms. Vanila Mehra	2660	0.29	2660	0.29
13.	Ms. Neena Hazarat	305	0.03	305	0.03
14.	Ms. Indira Grover	273	0.03	273	0.03
15.	Mr. Kahan Chand Narang	150	0.01	150	0.01
16.	Ms. Ayesha Grover	20	0.00	20	0.00
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		268171	29.43	379316	41.64
e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t. total share capital of TC	No. of Shares	% w.r.t. total share capital of TC
	Name(s) of the seller(s) (**)				
	Modella Textile Industries Pvt.Ltd.,	111145	12.21	Nil	0.00
7	<b>Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(ii)</b>				
a.	Provide the names of the seller(s)	Modella Textile Industries Pvt. Ltd.			
b.	Specify the relationship between the acquirer(s) and the seller(s)	Inter se transfer among the members of the promoter group			

c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	24-02-2011	24-02-2010	24-02-2009
	Acquirer(s) (*) Mr. Vinod Kumar Grover Mr. Uday Grover Ms. Kusum Grover Mr. R.K. Grover	16157 19632 8930 5	16157 19632 8930 5	16112 19632 8930 5
	Sellers(s)(*) Modella Textile Industries Pvt. Ltd.	111145	111145	111145
d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filing under the listing agreement or the Takeover Regulations.	Yes, we confirm that the acquirers and the seller have been named promoters group in its shareholding pattern filed by the Company in term of the listing agreement		
e.	If shares of the TC are frequently traded, volume-weighted average market price(VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	N.A.		
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Rs. 2/-		
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	We confirm that the acquisition price per share is not higher by more than twenty-five percent of the price.		
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	15.02.2012		

i.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997(Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were Made along with the copies of the same.	Yes, the acquirers hereby declare that both Transferor and Transferees have complied with the applicable disclosures requirements In Chapter V of the Takeover Regulations, 2011 Proof of filing disclosure under regulation 29(2) of SEBI Regulations, 2011 is given as enclosure no.3.
j.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(A)(II) with respect to exemptions has been duly complied with.	Yes, the acquirers hereby declare that all the conditions specified under regulations 10(a)(ii) with respect to exemption have been duly complied with.

Signature of the acquirers

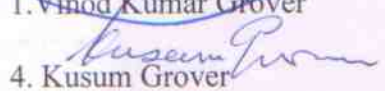
 

1. Vinod Kumar Grover

2. Uday Grover



3. Ravinder Kumar Grover

  
4. Kusum Grover

Place: Mumbai

Date: 29.02.2012