



51ST ANNUAL REPORT 2012-2013

MODELLA WOOLLENS LIMITED

MODELLA WOOLLENS LIMITED



Board of Directors

Mr. V. K. Grover (Chairman & Managing Director)

Mr. B. K. Khemka

Mr. R. K. Chaudhary

Mrs. G. Grover

Registered Office :

4-C, Vulcan Insurance Building,
Veer Nariman Road,
Churchgate, Mumbai-400 020.

Tel. : (022) 2204 7424/9879

Fax : (022) 2287 2620

E-mail : modella@vsnl.com

E-mail for investor
grievance:modella@hathway.com

BSE Ltd.

Code No. 503772

Demat ISIN in CDSL/NSDL

INE 380D01012

Bankers :

Union Bank of India

Solicitors :

Malvi Ranchoddas & Co.

Auditors :

Desai & Bhagtaney

Registrar & Share Transfer Agent :

Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Industrial Estate,
Ground Floor, Sitaram Mill Compound,
J. R. Boricha Marg, Lower Parel, Mumbai-
400 011

Tel.: 2301 6761/8261

E-mail: busicomp@vsnl.com

Website : www.busi-comp.com

NOTICE TO MEMBERS

NOTICE is hereby given that the 51st Annual General Meeting of the members of MODELLA WOOLLENS LIMITED will be held at the Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400 020 on Thursday the 26th day of September, 2013 at 12.00 noon to transact the following:

As Ordinary Business :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Gopee Grover who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Messrs Desai & Bhagtaney, Chartered Accountants, Mumbai as the Auditors of the Company and to fix their remuneration.

Place : Mumbai,
Dated : 17th April, 2013

By Order of the Board of Directors

V. K. Grover

Chairman & Managing Director

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 STAMPED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME OF HOLDING THE AFORESAID MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday 18-09-2013 to Thursday 26-09-2013 (both days inclusive).
3. Members may kindly note that the Company's share can now be held in de-materialised form with Central Depository Services Ltd.(CDSL) & National Securities Depository Limited(NSDL). The ISIN is INE 380D01012. 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 Agent.
4. Members can avail of the Nomination facility by filling Form 2B of the Companies (Central Government's) General Rules and Forms, 1956 with the Company or its Registrar & Transfer Agent viz. M/s. Purva Sharegistry India Pvt. Ltd.
5. Members are requested to notify immediately change in their address, if any, to the Company, 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 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 Register and Transfer Agent or the Company. The members are requested to register their email addresses by sending their details to the Registrar and Transfer Agent, 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 will 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 53 of the Companies Act, 1956.

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 admission slip, duly filled, while attending the meeting.

By Order of the Board of Directors

V. K. Grover

Chairman & Managing Director

Place : Mumbai

Dated : 17th April, 2013

MODELLA WOOLLENS LIMITED

DIRECTORS' REPORT TO THE MEMBERS FOR THE YEAR ENDED 31ST MARCH, 2013

Your Directors present their 51st Annual Report together with the audited statement of accounts of your Company for the year ended 31st March, 2013.

FINANCIAL RESULTS :	2012-2013	2011-2012
	Rs./Lakhs	Rs./Lakhs
Loss before Interest, Depreciation & Extra ordinary items	35.99	25.79
Adjustment for Depreciation	0.09	0.10
Loss for the year before Extra ordinary items	36.08	25.89
Add: Income from Extra ordinary items	0.00	0.00
Loss for the year before tax	36.08	25.89
Adjustment for Income-tax	0.00	0.24
Loss after Tax	36.08	25.65

In view of absence of significant business activities, the Chairman & Managing Director has continued to draw a token remuneration of Rs. 100/- p.m. till September, 2012 & further as the Central Government had vide their letter SRN No. A95923066/4/2011-CL.VII dated 7th February, 2011 approved Remuneration payable to him till 30.9.2012, no remuneration was paid to him thereafter.

DIVIDEND :

In view of loss for the year the Board decided not to recommend any dividend for 2012-13.

OPERATION :

During the year your Company continued with the trading activities that commenced from the preceding year. Your Company has generated sales of Rs.25.47 lakh as against Rs. 19.80 lakh of the previous year.

Your Directors are of the view that having regard to the size and nature of business there is no need for a formal internal audit. However, your Directors have put in place suitable system of internal controls and exercises periodic checks to ensure their compliance.

FUTURE OUTLOOK :

Your Directors are expecting to be able to continue trading in textile fabrics and yarns on a regular basis. The promoters of your Company have always made funds available to your Company whenever there was a requirement in the past and will continue to do so.

Your Company has no borrowings from Banks or Financial Institutions. However, your Company has taken inter-corporate deposits amounting to Rs.15 lakhs during the year to augment its finances. The borrowings are at rate of 8% p.a.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217 (2AA) of the Companies Act, 1956.

Your Directors state that-

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed.

- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the loss of the Company for the year..
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) they have prepared the annual accounts on a going concern basis.

COMPLIANCE CERTIFICATE :

As required under proviso to sub-section(1) of Section 383A of the Companies Act, 1956, a certificate dated 15/4/2013 from Messrs Jayshree Dagli & Associates, Company Secretaries is attached to this Report.

PERSONNEL:

Your Directors place on record their appreciation for the co-operation of all the staff and officers of the Company and look forward to their continued co-operation in future.

There is no employee whose remuneration exceed the limit specified under Section 217(2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

Pursuant to Rules framed by the Central Government under Section 217, sub-section 1(e), the Board reports as under:

- A. CONSERVATION OF ENERGY : N.A.
- B. TECHNOLOGY ABSORPTION : N.A.
- C. FOREIGN EXCHANGE EARNINGS : NIL
- D. FOREIGN EXCHANGE OUTGO : NIL

DIRECTORS :

Ms. Gopee Grover retires by rotation and being eligible offers herself for re-appointment.

Your Directors have informed your Company that they are not debarred for re-appointment/ continuation as directors under Sec274(1)(g) of the Companies Act, 1956.

AUDITORS & AUDITORS REPORT :

Messrs Desai & Bhagtaney, Chartered Accountants, Mumbai retire at the conclusion of the Annual General Meeting and being eligible are recommended for re-appointment.

For and on behalf of the Board of Directors

Place.: Mumbai,
Dated : 17th April, 2013

V. K. Grover
Chairman & Managing Director

MODELLA WOOLLENS LIMITED

COMPLIANCE CERTIFICATE UNDER SECTION 383A(1) OF THE COMPANIES ACT, 1956
[FORMING PART OF DIRECTORS' REPORT]

COMPLIANCE CERTIFICATE

15.04.2013

Registration No. of the Company : (011) 12080

Nominal Capital : Rs. 2.00 Crores

To,
The Members,
MODELLA WOOLLENS LIMITED
4-C, Vulcan Insurance Bldg.,
Veer Nariman Road,
Churchgate, Mumbai 400 020

We have examined the registers, records, books and papers of **MODELLA WOOLLENS LIMITED (the Company)** as required to be maintained under the Companies Act, 1956, (the Act) and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended 31st March, 2013 (Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid Financial Year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the Rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the Rules made thereunder.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 4 times respectively on 25.04.2012, 30.07.2012, 07.11.2012 and 29.01.2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 5th September, 2012 to 14th September, 2012 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the Financial Year ended on 31.03.2012 was held on 14.09.2012 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Books maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the Financial Year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals for that purpose from the Board of Directors, Members or Central Government.
12. The Board of Directors has approved the issue of Duplicate Share Certificates.
13. (i) The Company has delivered all the Certificates on lodgment thereof for transfer transmission in accordance with the provisions of the Act. Further during the year under review, there was no allotment of securities.
(ii) The Company has not deposited any amount in a separate Bank Account as no Dividend was declared during the Financial Year.

- (iii) The Company was not required to post warrants to any member of the Company as no Dividend was declared during the Financial Year.
 - (iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - (v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Director, Alternate Directors and Directors to fill casual vacancy during the Financial Year.
 15. The company has not appointed any Managing Director / Whole Time Director / Manger during the Financial Year.
 16. The Company has not appointed any Sole Selling Agents during the Financial Year.
 17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director and/or such authorities prescribed under various provisions of the Act during the Financial Year.
 18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the provisions of the Act and the Rules made thereunder.
 19. The Company has not issued any Shares, Debentures or Other Securities during the Financial Year.
 20. The Company has not bought back any shares during the Financial Year.
 21. There was no redemption of Preference Shares or Debentures during the Financial Year.
 22. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the Financial Year.
 24. The amount borrowed by the company from Directors, other Bodies corporate etc. During the Financial year ending 31.03.2013 is within the borrowing limits of the company.
 25. The Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under Scrutiny.
 27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the year under Scrutiny.
 28. The Company has not altered the provisions of the Memorandum with respect to the Name of the Company during the year under Scrutiny.
 29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under Scrutiny.
 30. The Company has not altered its Articles of Association during the Financial Year.
 31. There was/were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the Financial Year for offences under the Act.
 32. The Company has not received any money as security from its employees during the Financial Year.
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