



63rd ANNUAL REPORT 2024-25

MODELLA WOOLLENS LIMITED

CONTENTS

Particulars	Page No.
Notice	3
Directors' Report	15
Annexure to Directors' Report	22
Independent Auditors Report	28
Balance Sheet as at 31st March 2025	41
Profit & Loss Account for the year ended 31st March 2025	43
Cash Flow statement for the year ended 31st March 2025	44
Schedules to the Accounts	48

ANNUAL REPORT**2024-2025**

Directors	Mr. Sandeep P. Shah, Chairman DIN 00368350 Mrs. Alpa V Shah, Director DIN 09388780 Mr. Nirav Shah, Independent Director DIN 08125819 Mr. Mehul S. Trivedi, Independent Director DIN: 10318285 BSE Ltd. Code No. 503772 Demat ISIN in CDSL/NSDL INE380D01012 CIN-L17120MH1961PLC012080
Bankers	Union Bank of India
Auditors	Kochar & Associates
Registered Office	4C Vulcan Insurance Building, Veer Nariman Road, Mumbai- 400 020. PhoneNo.022-22047424 Website: www.modellawoollens.com Email: modellawoollens@gmail.com CIN: L17120MH1961PLC012080
Registrar & Share Transfer Agent	Purva Sharegistry (India) Pvt. Ltd. 9, Shiva Shakhty Industrial Estate, Ground Floor, Sitaram Mill Compound, J. R. Boricha Marg, Lower Parel. Mumbai 400 011, Tel: 022-23016761/8261 Email: support@purvashare.com Website: www.purvashare.com

[NOTICE]

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of Modella Woollens Limited will be held at 5.00 p.m. on Monday, the 29th September, 2025 at Bhangwadi Shopping Complex, 2nd floor, Bhangwaaadi, Kalbadevi Road, Mumbai 400 002, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2025, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Alpa S. Shah (DIN: 09388780), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of M/s. DDB & Co., Company Secretaries (Firm Registration No: S2015GJ304500) as Secretarial Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for the time being in force) and circulars issued thereunder from time to time and based on the recommendation of the Audit Committee and the Board of Directors, M/s. DDB & Co., Company Secretaries, (Firm Registration No: S2015GJ304500) be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of three consecutive years i.e. from financial year 2025-26 to financial year 2027-28 on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the aforesaid resolution."

On behalf of the Board of Directors

FOR MODELLE WOOLLENS LTD

Sd/-

SANDEEP P. SHAH

(CHAIRMAN)

(DIN: 00368350)

Registered Office:

4-C, Vulcan Insurance Building,
Veer Nariman Road, Churchgate,
Mumbai 400 020
Date: 07/08/2025

NOTES:

1. A Member entitled to attend and vote is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/herself and such proxy (ies) need not be a member of the Company.
2. The proxy to be effective should be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to item No.3 of the notice convening the AGM is annexed.
4. The Board has fixed 29th September, 2025 as the record date for the purpose of AGM.
5. As required under Secretarial Standard and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, profile of Director seeking appointment/ re-appointment at the Annual General Meeting is provided as Annexure-1 to this notice.
6. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
7. In compliance with the MCA and SEBI Circulars, physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members, whose e-mail address is registered with the Company or the Depository Participant(s).
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Share Transfer Agent on support@purvashare.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to support@purvashare.com.
9. The Notice of AGM along with Annual Report for the financial year 2024-25, is available on the website of the Company at www.modellawoollens.com and on the website of BSE Limited and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com/>
10. The members, who hold shares in electronic form are requested to write their client ID and DP ID and those, who hold shares in physical form, are requested to write their Folio number in the attendance slip for attending the meeting.
11. Corporate member, intending to send their authorized representative to attend the meeting, are requested to send a duly certified copy of the Board resolution, authorizing their representative to attend and vote at the meeting.
12. The shareholders, who still hold share certificates in physical form, are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since the trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of possibility of loss of documents and bad deliveries.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with

whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Share Transfer Agents.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 26th September, 2025 at 9:00 A.M. and ends on 28th, September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After

successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Apeksha Gojamgunde at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of

- PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to modellawoollens@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to modellawoollens@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPDLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.3**

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, the Secretarial Auditor shall be appointed by the approval of shareholders in the Annual General Meeting of the Company.

M/s. DDB & Co., Practicing Company Secretaries, is a firm of Practising Company Secretaries emerged under the visionary initiative and guidance of Mr. Dhruval Baldha (Membership No.: F1-562; COP No. 14265) having extensive experience of about 10 years in providing professional services in the field of Corporate Laws, Securities Laws, Intellectual Property Laws, Due Diligence etc. The firm has its establishment in Ahmedabad and holds a peer review certificate (Certificate No. 6180 of 2024) issued by the Peer Review Board of the Institute of Company Secretaries of India.

The Board recommends the appointment of M/s. DDB & Co., Practicing Company Secretaries, (bearing Firm Registration No. S2015GJ304500), Peer Review Cert. No.6180 of 2024) as Secretarial Auditor of the Company for a term of three (03) consecutive financial years from FY 2025-26 to FY 2027-28 with such remuneration as decided by the Board.

The Company has received the consent from M/s. M/s. DDB & Co. confirming their eligibility for appointment as Secretarial Auditors under Regulation 24A of SEBI (LODR) Regulation, 2015 and Companies Act, 2013. The services to be rendered by M/s. M/s. DDB & Co. as Secretarial Auditor are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and FAQ's issued thereon April 23, 2025.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in this item of business.

Considering the expertise and experience of M/s. DDB & Co., the Board recommends the Ordinary Resolution as set out in Item No.3 of the Notice, for approval of the Shareholders of the Company.

On behalf of the Board of Directors
MODELLA WOOLLENS LTD

Sd/-
SANDEEP P. SHAH
(CHAIRMAN)
(DIN: 00368350)

Registered Office:

4-C, Vulcan Insurance Building,
Veer Nariman Road, Churchgate,
Mumbai 400 020
Date: 07/08/2025

Details of Directors seeking appointment/ re-appointment at the 63rd Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings are given hereunder:

Name of the Director	Mrs. Alpa Shah
DIN No.:	09388780
Date of Birth	03/01/1974
Date of Appointment	03/11/2021
Qualification	B. Com.
Brief Profile	Mrs. Alpa Shah has more than ten years experience in capital and money market.
Directorship held in other Public Companies (excluding Section 8 and foreign Companies)	Nil
Memberships/ Chairmanship of committees of other companies (includes only Audit & Shareholders/ Investors Grievance/ Stakeholders Relationship Committee)	NIL
Shareholding in the Company (Equity)	NIL

On behalf of the Board of Directors
MODELLA WOOLLENS LTD

Sd/-
SANDEEP P. SHAH
(CHAIRMAN)
(DIN: 00368350)

Registered Office:

4-C, Vulcan Insurance Building,
Veer Nariman Road, Churchgate,
Mumbai 400 020
Date: 07/08/2025

DIRECTORS' REPORT

To,
The Members,

Your Directors hereby present their 63rd Annual Report on the business and operations of the Company together with the audited Statements of the accounts for the year ended on 31st March, 2025.

SUMMARY OF FINANCIAL PERFORMANCE

(Amt. in Thousands)

	Year Ended 31-03-2025	Year Ended 31-03-2024
Other Income	666.63	794.21
Less: Expenses	2,397.15	2,083.78
Profit/(Loss) before Depreciation, Amortisation and Tax	(1,730.52)	(1,289.56)
Less : Depreciation, Amortization	-	-
Profit/(Loss) before tax	(1,730.52)	(1,289.56)
Less : Current Tax	-	-
Less : Short/ Excess Provision of Tax of previous years	(8.30)	(6.32)
Profit/(Loss) after Tax	(1,722.22)	(1,283.25)

DIVIDEND

Your Directors have not recommended any dividend.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors, to the best of their knowledge, confirms that –

- a) in the preparation of the accounts the applicable accounting standards have been followed along with proper explanations relating to material departure;
- b) appropriate accounting policies have been selected and applied consistently and have 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 of the loss of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;

- e) proper internal financial controls laid down by the Directors are followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication of certain information in Directors' Report and Management Discussion & Analysis, the Board of Directors of your Company has presented the composite summary of performance and functions of the Company.

INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company has not done any business during the year under review. Your Directors are actively considering various avenues of business. However, the Company earned an income in form of professional fees and commission during the year under review.

REGULATIONS

Your Company is complying with various applicable laws and regulations.

PERFORMANCE

For the financial year 2024-25, your Company did not have business income albeit and other income of Rs.666.63 thousand mainly in form of fees and commission. After incurring administrative expenses, the Company incurred a loss of Rs. 1,730.52 thousand as against a loss of Rs. 1,289.56 thousand.

Your Directors do not propose to transfer any amount to general reserves.

MATERIAL CHANGES AND COMMITMENT

There have been no material change and commitment affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this report.

OPPORTUNITY AND THREATS

Your Directors are actively considering various options and avenues to commence the business.

Global economic conditions are shaped by changing growth dynamics, fluctuating commodity prices and evolving monetary policies, which influence domestic inflation, trade balances and capital flows. At present, this interconnectedness is complicated by unusual levels of geopolitical tensions, supply chain disruptions and climate related shocks.

India, the world's fourth largest economy, has emerged fastest growing major economy with a projected GDP of \$7.3 trillion by 2030. India is projected to be world's fastest- growing major economy. Driven by robust domestic demand, a dynamic demographic profile, and sustained economic reforms, India is asserting its rising influence in global trade, investment and innovation. Over the past decade, India has undergone a profound economic transformation rooted in

structural reforms, visionary policy making, and unwavering political will. From achieving historic GDP growth and record exports to revolutionising digital payments and empowering millions through financial inclusion, the country has laid the foundation for a resilient, equitable and future ready economy.

Indian economy is one of the fastest growing economy in the world, staging a broad based recovery across sector. The Government of India has continued its thrusts on structural reforms to raise India's potential growth. Capital spending of the government on infrastructure and various incentive scheme to boost manufacturing are expected to boost the small and medium enterprises.

The global microeconomic environment continues to be confronted with myriad challenges; these includes continuing impact of the Russia-Ukraine conflict, unrest in west Asian countries, global inflation remaining sticky and at elevated level, recessionary pressures in most advanced economies, specter of stress in financial sector and the cost of leaving crisis in several economies, especially in near term.

FUTURE OUTLOOK

India is expected to remain the fastest growing economy among all the countries covered by global investment. Urbanization and infrastructure development, expected expanded markets, boosted productivity, attracted investments and creation of millions of new jobs, will be the central driver of India's economic growth. As increased volatility and constraints on global capital flows have affected foreign direct investment (FDI) flows to India in the past few years, the country is focusing on deregulation to boost growth and attract investments by fostering a more business friendly environment.

Your Directors look forward a better future of your Company.

SUBSIDIARY, ASSOCIATES & JV

The Company does not have any subsidiary and associate company nor any joint venture.

CONSOLIDATED FINANCIAL STATEMENT

Since the Company does not have any subsidiary company or associate or joint venture, consolidated financial statements are not prepared.

CORPORATE GOVERNANCE

Provisions of para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are not applicable to your Company. Hence, report on Corporate Governance is not annexed.

LOANS, GUARANTEE AND INVESTMENT

The Company has not given any loan or made investment nor has given any guarantee or provided security during the financial year under review.

PUBLIC DEPOSIT

Your Company has not accepted any deposits from the public, its shareholders or employees during the year under review.

TRANSACTION WITH RELATED PARTIES

In absence of any business activity, the Company did not enter into any material contract/arrangements with related parties, except demat charges paid to SPS Stock Brokers Pvt. Ltd.. Since such transactions with the related party entered into by the Company were in the ordinary course of business and were at arm's length basis, Form AOC-2 is not applicable.

CONSERVATION OF ENERGY, ETC.

Since your Company was not engaged in any manufacturing activity, information as required under the provisions of Section 143(3)(m) of the Act is not furnished. During the year, the Company neither earned nor spent any foreign exchange.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company comprises of four Directors viz. Mr. Sandeep P Shah, Chairman – Non-Executive Director, Mrs. Alpa Vinesh Shah, Non-Executive Director, Mr. Nirav V. Shah, and Mr. Mehul S. Trivedi, both Independent Directors.

To comply with the Articles of Association of the Company and the Companies Act, 2013, Ms. Alpa Vinesh Shah (DIN: 09388780) shall retire by rotation in the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

The Company had the following personnel as the Key Managerial Personnel (KMP) under Section 203 of the Companies Act, 2013 as on 31st March, 2025:

1. Mr. Devang Jasvant Parikh, Chief Executive Officer
2. Ms. Chaitali Viral Shah, Chief Finance Officer
3. Miss Sneha Shukla, Company Secretary

During the year under review, none of the non-executive directors had any pecuniary relationship or transactions with the Company.

DISCLOSURE BY INDEPENDENT DIRECTORS

All the Independent Directors have furnished declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013.

BOARD MEETINGS

Four meetings of the Board of Directors were held during the year under review. One meeting of the Independent Directors was also held during the year.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board of Directors had done the annual evaluation of its own performance, its committees and individual directors. The Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings.

AUDIT COMMITTEE

The Audit Committee presently comprises of, Mr. Nirav V. Shah; Independent Director, Mr. Mehul Trivedi, Independent Director, and Mrs. Alpa V. Shah, Director. All the members of the Committee are having financial and accounting knowledge. The Committee met four (4) times during the financial year 2024-25.

NOMINATION & REMUNERATION COMMITTEE/POLICY

The Nomination and Remuneration Committee presently comprises of Mr. Nirav V. Shah, Mrs. Alpa V. Shah, and Mr. Sandeep P. Shah, all non-Executive Directors. The Committee met once during the financial year under review.

The Nomination and Remuneration Policy recommended by the Nomination & Remuneration Committee is duly approved and adopted by the Board of Directors.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee consists of three members viz. Mr. Nirav V. Shah, Mr. Sandeep Shah and Mrs. Alpa V. Shah as its members. The Committee mainly looks into redressal of shareholders and investors grievances with respect to transfer of shares, dematerialization of shares, non-receipt of annual report or declared dividend, etc. The shareholders' grievances committee met once during the year. During the year ended 31st March, 2025, the Company did not receive any complaint from any of its members.

CSR COMMITTEE

The Company does not fulfill any of the three criteria specified in Section 135(1) of the Companies Act, 2013 and as such the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable.

INTERNAL CONTROL SYSTEM

Adequate internal control systems are in place to maintain quality of product, proper accounting as per norms and standards prescribed, asset maintenance and its proper use. The Company has an independent internal auditor, who reports to the Audit Committee.

RISK MANAGEMENT

The management continuously access the risk involved in the business and all out efforts are made to mitigate the risk with appropriate action. All the assets of the Company are adequately covered by comprehensive insurance.

EMPLOYEE

Relations between the management and employees were cordial through-out the year.

The Company had only three employees during the year under review, namely Chief Executive Officer (CEO), Chief Finance Officer (CFO) and Company Secretary (CS).

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Management Personnel) Rule, 2014, and forming part of Directors' Report for the year ended 31st March, 2025 is given in a separate annexure 1 to this report.

AUDITORS

According to Directors, there are no adverse remarks made by Statutory Auditors in their report. Notes to the accounts are self-explanatory to comments/observation made by the auditors in their report. Hence, no separate explanation is given.

M/s. Kochar & Associates, Chartered Accountants, Statutory Auditors of your Company, were appointed as Statutory Auditors by the members of the Company in their 61st Annual General Meeting held on 29th September, 2023 for consecutive period of five years till the conclusion of 66th Annual General Meeting of the Company.

SECRETARIAL AUDIT

During the year, Secretarial Audit was carried out by Mr. Upendra C. Shukla, Practicing Company Secretary for the financial year 2024-25. The report on the Secretarial Audit is appended as Annexure 2 to this report. According to the Board of Directors the report does not have any adverse remark.

INTERNAL AUDITOR

Ms. Bhavna Pandya, Chartered Accountant, is the Internal Auditor of the Company. She reports to the Audit Committee.

COST AUDIT

Provisions relating to cost audit is not applicable to your Company.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

No such order was passed by any of the authorities, which impacts the going concern status and company's operations in future.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134 (3)(a) of the Companies Act, 2013 a copy of the Annual Return of the Company for the year ended 31st March, 2025 is placed on the website of the Company at www.modellawoolens.com

VIGIL MECHANASIM

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement. The whistle blower policy is adopted by the Board of Directors and is hosted on the website of the Company.

FRAUD REPORTING

During the year, no fraud whether actual, suspected or alleged was reported to the Board of Directors.

PREVENTION OF SEXUAL HARRASSMENT AT WORKPLACE

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 your Company has duly constituted an internal complaint committee. The Committee has formulated a policy to ensure protection to its female employees.

CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis may constitute forward looking statements within the meaning of applicable laws and regulations. Although the expectations are based on the reasonable assumption, the actual results might differ.

ACKNOWLEDGEMENT

The Directors wish to thank the Company's Bankers and all the employees for their unstinted support. Your directors also wish to thank the shareholders for confidence reposed in the management of the Company.

For and on behalf of the Board

Sd/-

(SANDEEP P. SHAH)
CHAIRMAN
DIN: 00368350

Mumbai,
Date: 07/08/2025

Annexure 1

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) None of the Directors was in receipt of any remuneration;
b) There were only three employees during the year under review viz. CEO, CFO and CS.

b) There were only three employees during the year under review viz: CEO, CFO and CS.				
Rule	Particulars			
1 (i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	None of the other Directors were in receipt of any remuneration except sitting fees		
(ii)	The percentage increase in remuneration of each Director, Chief Financial officer, Chief Executive Officer, Company Secretary in the financial year	a	Mr. Devang Jasvant Parekh, Chief Executive Officer	Nil
		b	Ms. Chaitali V. Shah, Chief Finance Officer	Nil
		c	Miss Sneha Shukla, Company Secretary	Nil
(iii)	The percentage increase in the median remuneration of employees on the rolls of the Company			
(iv)	The number of permanent employees on the rolls of the Company	Nil -		
(vii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no increase in the remuneration of managerial personnel as also for others. This is based on other factors relevant for the purpose.		
(xii)	It is hereby confirmed that the remuneration is as per the Remuneration Policy of the Company			

(2) The Company had only three employees viz. CEO, CFO and CS, whose details of remuneration drawn are as under:

Sr. No.	Name	Age	Designation Nature of Duties	Gross Remuner- ation (Rs. in thousand)	Qualification	Experience (years)	Date of Start of Employment	Name of employer/ Position Held.
1)	Mr. Devang Jasvant Parekh	51	CEO	182.20	F.Y.B. Com	30 years	29/03/2024	CEO
2)	Ms. Chaitali V. Shah	36	CFO	173.10	B. Com	4 years	10/8/2020	CFO
3)	Miss Sneha Shukla	30	CS	269.64	B.Com, CS, LL.M (Prof)	6 years	01/03/2024	CS

2 (i)(ii) None of the employee of the Company was in receipt of an remuneration exceeding Rs.1,02,00,000/- per annum, if employed through-out the year, and Rs.8,50,000/- per month, if employed for a part of the financial year.

2(iii) The Company had no Managing Director or Whole-time Director or Manager. Hence, details are not given.

Annexure 2

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Modella Woollens Limited,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Modella Woollens Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing **(Not applicable since there was no FDI, ODI and/or ECB)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

...2/-

: 2 :

I report that during the year under review there was no action/event in pursuance of-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.

The Acts/ Guidelines specifically applicable to the Company as identified by the Management: NIL

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards with regard to Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of the Company Secretaries of India.
- b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement entered into by the Company with Stock Exchange.

During the year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, etc. mentioned above.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act. The Company does not have Managing Director/ Executive Director. The Company has appointed Chief Executive Officer.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the Board and its Committees were unanimous and no dissenting views have been recorded.

I further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of quarterly compliance reports by the Chairman, which are reviewed by the Directors and taken on record by the Board of Directors of the Company, in my opinion adequate systems and processes and control mechanism exists commensurate with the size and operation of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines.

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same has been subject to review by statutory financial auditors and other designated professionals.

I further report that during the audit period there was no specific event/action in pursuance to the above referred laws, rules, regulations, standard and guidelines, etc. referred to above, having major bearing on the Company's affairs.

UDIN: F010562G001043871
Peer Review Certificate No. 6180/2024
Place: Rajkot
Date: 20/08/2025

(DHURUVALKUMAR BALADHA)
COMPANY SECRETARY
FCS: 10562/CP: 14265

Note: This report is to be read with my letter of even date, which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

To,
The Members,
Modella Woollens Limited,

My report of even date is to be read with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed, provide reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of the laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Rajkot
Date: 20/08/2025

(DHRUVALKUMAR BALADHA)
COMPANY SECRETARY
FCS: 10562/CP: 14265

Independent Auditor's Report**TO THE MEMBERS OF MODELLE WOOLLENS LIMITED****Report on the Audit of Standalone Financial Statements****Opinion**

We have audited the accompanying Standalone financial statements of MODELLE WOOLLENS LIMITED ("*the Company*") which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("IndAS") and other accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2025, its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in *the Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The Company has accumulated losses and its net worth has been fully eroded and the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, based on the representation received from the management regarding continuing support and assurance of raising requisite finance / generate cash flow in future to meet its obligations and to earn profits in future, the financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standard financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated

If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the companies Act 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial control in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- b. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- c. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- f. With respect to the matters to be included in the Auditors Report u/s 197 (16), no managerial remuneration is paid/provided.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position as on 31st March 2025.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year in terms of section 123 of the Companies Act 2013.

- h. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

For Kochar & Associates
Chartered Accountants
FRN: 105256W

CA. Ravi Khandelwal
Partner
M. No: 146480
Place: Mumbai
Date: 12.05.2025
UDIN: 25146480BMIJCD9322

ANNEXURE A TO THE AUDITOR'S REPORT

[Referred to in paragraph 1, under 'Report on other Legal and Regulatory Requirements', in the Independent Auditor's Report of even date to the members of **Modella Woollens Limited**. ("the Company") on the financial statements for the year ended March 31, 2025.]

- i. (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) As informed to us, the Company has a policy of conducting physical verification of property plant and equipment once in three years, which in our opinion is reasonable and commensurate with the size of the Company and nature of its business. No material discrepancies were noticed on such verification as informed.

(c) There are no immovable properties hence clause c of the order is not applicable to the Company.

(d) As informed to us, the Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) As informed to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The Company does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the order are not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable
- iii. According to the information and explanation given to us the company has not made investments in, provided any guarantee or security or granted any loans or advance in the nature of loans, secured and unsecured, to companies, firms, limited liability partnerships or any other parties, hence clause 3(iii)(a)(A),(B) and 3(iii)(b),(c),(d),(e),(f) of the order are not applicable.
- iv. Since the company has not given any loans or made investments or given guarantee or security, provisions of section 185 and 186 of the Companies Act 2013 are not applicable.
- v. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and rules framed there under.

- vi. To the best of our knowledge and as explained to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act 2013 for the products of the company. Accordingly, clause 3(vi) of the order is not applicable to the Company.
- vii. According to the records of the Company, it is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, income Tax, service tax, cess and other statutory dues applicable to it.

According to the information and explanations given to us and records of the Company examined by us, there are no arrears of outstanding applicable material statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they become payable.

According to the information and explanation given to us, there are no dues of Goods and Services Tax, Service Tax, Provident Fund, Sales Tax, Income Tax, Value Added Tax, Customs Duty, Excise Duty and cess which have not been deposited on account of any dispute.

- viii. According to the information and explanations given to us and based on records of the company examined by us, the Company does not have any transactions in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Therefore provisions of clause 3 (viii) of the order are not applicable to the Company.
- ix. (a) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.
(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year, hence the clause 3(ix)(c) of the order is not applicable to the Company.
(d) The Company has not raised any funds on short term basis during the year, hence the clause 3(ix)(d) of the order is not applicable to the Company.
(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, hence the clause 3(ix)(e) of the order is not applicable to the Company.
(f) The Company has not raised loans during the year, hence the clause 3(ix)(f) of the order is not applicable to the Company.
- x. (a) The company has not raised any money by way of Initial Public Offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3 (x)(a) of the order is not applicable to the Company.

- (b) The company has not made any preferential allotment or private placement of shares or fully, partly, optionally convertible debentures during the year. Accordingly reporting under clause 3 (x)(b) of the order is not applicable to the Company.
- xi. (a) Based on the Audit procedures performed and as per the Information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year.
- (b) No report under sub section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have been explained that no whistle blower complaints are received by the Company during the year and up to the date of this report.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly, clause 3(xii)(a),(b),(c) of the order is not applicable to the Company
- xiii. According to the information and explanation given to us and based on our examination of the records of the company, transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to 31 March 2025 for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. (a) According to the information and explanation given to us and based on our examination of the records of the company, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(a) of the order is not applicable to the Company.
- (b) According to the information and explanation given to us and based on our examination of the records of the company, the company is a deemed NBFC.
- (c) According to the information and explanation given to us and based on our examination of the records of the company, the company is not a Core Investment Company as defined in regulations by Reserve Bank of India or a part of CIC Group. Accordingly, clause 3 (xvi)(c),(d) of the order is not applicable to the Company.

- xvii. The Company has incurred cash losses of Rs.1726.65('000) in the current financial year and Rs 1289.56('000) in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the company during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of section 135 with respect to Corporate Social Responsibility do not apply to the aforesaid company. Therefore provisions of clause 3(xx)(a) and (b) of the order are not applicable to the company.
- xxi. The Company does not have any subsidiary. Accordingly, paragraph 3(xxi) of the Order is not applicable to the Company

For Kochar & Associates

Chartered Accountants

FRN: 105256W

CA. Ravi Khandelwal

Partner

M. No: 146480

Date: 12.05.2025

Place: Mumbai

ANNEXURE B TO THE AUDITORS' REPORT

(Referred to in paragraph g, under 'Report on other Legal and Regulatory Requirements', in the Independent Auditor's Report of even date to the members of **Modella Woollens Limited**.)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Modella Woollens Limited** ('the Company') as of 31-Mar-2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2025, based on the internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accountants of India.

For Kochar & Associates
Chartered Accountants
FRN: 105256W

CA.Ravi Khandelwal
Partner
M. No: 146480
Place: Mumbai
Date: 12.05.2025

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080
BALANCE SHEET AS AT 31ST MARCH, 2025 (Rupees in Thousands)

Particulars	Note No	As at March 31, 2025	As at March 31, 2024
ASSETS			
<u>A) Non-current assets</u>			
a) Property, Plant and Equipment	2	18.64	-
b) Financial Assets			
i) Investments		-	-
ii) Loans		-	-
iii) Others Financial Assets	3a	254.50	-
c) Deferred Tax Assets		8.30	-
d) Other Non - current Asset	3	91.64	51.61
Total Non -current assets		373.07	51.61
<u>B) Current assets</u>			
a) Inventories			
b) Financial Assets			
i) Trade receivables		-	
ii) Cash and cash equivalents	4	1761.42	3605.40
iii) Others Financial Assets		-	-
c) Income Tax Assets (net)		-	-
d) Other current assets	5	139.25	123.43
Total Current assets		1900.67	3728.82
Total Assets		2273.75	3780.43
EQUITY AND LIABILITIES EQUITY			
a) Equity Share Capital		9,100.00	9,100.00
b) Other Equity	6	(12432.88)	(10710.66)
Total Equity	7	(3332.88)	(1610.66)
LIABILITIES			
A) Non-current liabilities			
a) Financial Liabilities			
i) Borrowings	8	-	-
ii) Lease liabilities		-	-
iii) Other financial liabilities		-	-
b) Provisions		-	-
c) Deferred Tax Liabilities (net)		-	-
Total Non-current liabilities		-	-
B) Current liabilities			
a) Financial Liabilities			
i) Borrowings		-	-
ia) Lease liabilities		-	-
ii) Trade payables	9	-	-
a) Total Outstanding dues of micro enterprises and small enterprises		32.40	27.00
b) Total Outstanding dues of creditors other than micro enterprises and small enterprises		143.84	129.21
iii) Other financial liabilities		-	-
b) Provisions	10	10.86	16.56
c) Other Current Liabilities	11	5419.52	5218.32
d) Current tax Liabilities (net)		-	-
Total Current liabilities		5606.63	5391.09
Total Equity and Liabilities		2273.75	3780.43

Significant Accounting Policies and Notes to Accounts 1-28

In term of our report of even date
For Kochar & Associates
Chartered Accountants
Firm Regn No. 105256W

For and behalf of Board of Directors
MODELLA WOOLLENS LIMITED

Sd/-

sd/-

sd/-

Ravi Khandelwal

Partner
M. No. 146480
Place: Mumbai
Dated: 12/5/2025

Sandeep Shah

Director
DIN No.- 00368350

Alpa Shah

Director
DIN No.- 09388780

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Note No	As at March 31, 2025	As at March 31, 2024
Income			
I. Revenue From Operations		-	-
II. Other Income	12	666.63	794.21
Total Income		666.63	794.21
III. Expenditure			
Employee benefits expenses	13	695.56	476.44
Finance costs	14	-	-
Depreciation and amortization expenses	2	3.87	-
Other expenses	15	1,697.73	1607.33
Total expenses		2,397.15	2083.78
IV. Profit before tax (I + II - III)	16	(1,730.52)	(1289.56)
Tax expense:		-	-
1) Current tax		-	(6.32)
(2) Short/Excess Provision of Tax in previous year		(8.30)	-
(3) Deferred tax		-	-
V. Total tax expenses		(8.30)	(6.32)
Profit/(loss) for the year		(1,722.22)	(1283.25)
Other Comprehensive Income		-	-
Items that will not be reclassified to profit or loss.		-	-
Items that will be reclassified to profit or loss.		-	-
Other Comprehensive Income for the Year		-	-
Total Comprehensive Income for the year		(1,722.22)	(1283.25)
Earnings per equity share: (in Rs)			
Equity shares of Par value of Rs. 10 /-each	17		
Basic (in Rs)	17	(1.89)	(1.41)
Diluted (in Rs)		(1.89)	(1.41)

Significant Accounting Policies and Notes to Accounts 1-31

In term of our report of even date

For Kochar & Associates

Chartered Accountants

Firm Regn No. 105256W

Sd/-

For and behalf of Board of Directors

MODELLA WOOLLENS LIMITED

sd/-

sd/-

Ravi Khandelwal

Partner

M. No. 146480

Place: Mumbai

Dated: 12/5/2025

Sandeep Shah

Director

DIN No.- 00368350

Alpa Shah

Director

DIN No.- 09388780

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080
CASH FLOW STATEMENT FOR THE YEAR ENDING MARCH 31, 2025

Particulars	As at March 31, 2025	As at March 31, 2024
Operating activities		
Profit Before Tax	-1730.52	-1289.56
Adjustments to reconcile profit before tax to net cash inflow		
Depreciation and amortization	3.87	-
Interest paid	-	-
Interest on Income Tax Refund	-2.03	-
Income from SLB Fees	-	-
	-1728.68	-1289.56
Working capital adjustments :-		
(Increase) / Decrease in Trade and Other Receivables	-	-
(Increase) / Decrease in Provisions	-5.69	-41.14
(Increase) / Decrease in Other Current Financial Assets	-254.50	-
(Increase) / Decrease in Income Tax (Assets)	-	-
(Increase) / Decrease in Other Current Assets	-55.86	1471.51
Increase / (Decrease) in Trade and Other Payables	20.03	7.37
Increase / (Decrease) in Other Financial Liabilities	-	-
Increase / (Decrease) in Other Current Liabilities	201.20	164.31
Cash generated from operations	-1,823.51	312.48
Direct taxes paid (Net of Refunds)	-	6.32
I. Net cash flow from operating activities	-1,823.51	318.80
Investing activities		
Income/Loss on investment	-	-
Purchase of PPE	-22.50	-
Interest income	2.03	-
Profit on sale of Shares	-	-
II. Net cash flow used in investing activities	-20.47	-
Financing activities		
Proceeds form Borrowings (Net)	-	-
Loan Given /repaid	-	-
Interest income	-	-
Interest paid	-	-
III. Net cash flow from financing activities	-	-
Increase/ (Decrease) in cash and cash equivalents	-1,843.98	318.80
Cash and cash equivalents at the beginning of the year	3,605.40	3286.59
Cash and cash equivalents at the end of the year	1,761.42	3605.40
Particulars	As at 31-03-2025	As at 31-03-2024
Cash in Hand	0.12	0.33
Bank Balances		
- In Current Accounts	1761.29	3605.06
	1761.42	3605.40

In term of our report of even date

For Kochar & Associates

Chartered Accountants Firm Regn No. 105256W

Sd/-

Ravi Khandelwal

Partner

M. No. 146480

Place: Mumbai

Dated: 12/5/2025

For and behalf of Board of Directors

MODELLA WOOLLENS LIMITED

sd/-

Sandeep Shah

Director

DIN No.- 00368350

sd/-

Alpa Shah

Director

DIN No.- 09388780

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080

Statement Of Changes in Equity for the year ended March 31, 2025

A. Equity Share Capital

(1) Current Reporting Period

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Paid Up Capital	9,100.00	-	-	-	9,100.00

(2) Previous Reporting Period

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Paid Up Capital	9,100.00	-	-	-	9,100.00

B. Other Equity

(1) Current Reporting Period

Particulars	Share Application Money Pending Allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Other Comprehensive Income	Money received against share warrants	Total
Balance at the beginning of the current reporting period					9.65	(10720.31)			(10,710.66)
Changes in accounting policy/prior period errors									-
Restated balance at the beginning of the current reporting period									-
Total Comprehensive Income for the current year									-
Dividends									-
Transfer to retained earnings						(1,722.22)			(1,722.22)
Any other change									-
Balance at the end of the current reporting period					9.65	(12,442.53)			(12,432.88)

(2) Previous Reporting Period

Particulars	Share Application Money Pending Allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	General Reserves	Retained Earnings	Other Comprehensive Income	Money received against share warrants	Total
Balance at the beginning of the current reporting period					9.65	(9,437.06)			(9,427.41)
Changes in accounting policy/prior period errors									-
Restated balance at the beginning of the current reporting period									-
Total Comprehensive Income for the current year									-
Dividends									-
Transfer to retained earnings						(1,283.25)			(1,283.25)
Any other change									-
Balance at the end of the current reporting period					9.65	(10,720.31)			(10,710.66)

In term of our report of even date

For Kochar & Associates
Chartered Accountants
Firm Regn No. 105256W

Sd/-

CA Ravi Khandelwal
Partner
M. No. 146480
Place: Mumbai
Dated: 12/05/2025

For and behalf of Board of Directors

MODELLA WOOLLENS LIMITED

sd/-

Sandeep Shah
Director
DIN No.- 00368350

sd/-

Alpa Shah
Director
DIN No.- 09388780

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080

Accompanying notes to the financial statements for the Year ended March 31, 2025

Note 1**A. Corporate information**

MODELLA WOOLLENS LIMITED is a public limited company incorporated in India and has its registered office at Mumbai, Maharashtra, India. The Company has its primary listing in BSE Ltd.

B. Significant Accounting Policies**1. Basis of preparation and presentation**

The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements for all periods up to and including year ended 31 March 2017 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006 notified under Section 133 of the Companies Act ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) ("previous GAAP").

The financial statements for the year ended 31 March 2018 are the first financial statements prepared by the Company in accordance with Ind AS.

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in as per the guidance set out in Schedule III to the Act. Based on nature of services, the Company ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency.

C. Use of Estimates:

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

a) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

ii) Deferred tax assets

In view of uncertainty of income in future, deferred tax is not created.

iii) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash flow can be reliably estimated. The timing of recognition and quantification of the liability require application of judgement to the

existing facts and circumstances which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing the facts and circumstances

D. Property, Plant and Equipment

Tangible Assets

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2016 of its Property, Plant and Equipment and use that carrying value as the deemed cost except for certain class of assets which are measured at fair value as deemed cost on the date of transition i.e. 1 April 2016.

E. Depreciation and Amortisation:

Depreciation on all fixed assets, Improvements and intangible assets, is provided on straight line method over the useful life of Asset and in the manner as prescribed by Schedule II of the Act.

F. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial Assets

Initial Recognition

In the case of financial assets not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Financial Assets at Amortised Cost (AC)

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVTPL.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2016 of its equity investments in subsidiaries, Joint Ventures associates and investment in partnership firm, if any, and used that carrying value as the deemed cost of these investments on the date of transition i.e. 1 April 2016.

G. Impairment of Financial Assets:

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss.

H. De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

b) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

I) Financial Liabilities**i) Initial Recognition**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation. Amortisation is recognised as finance income in the Statement of Profit and Loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

iii) De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

iv) Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

J) Impairment of Non-Financial Assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

' - In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and

' - In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset.

In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

K) Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

L) Trade payables

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

M) Earnings Per Share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

N) Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

O) Borrowing Costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

P) Revenue Recognition:

- i) Revenue is recognized when all significant risks and rewards of ownership of the goods are passed on to the buyer and no significant uncertainty exists as to its realization or collection.
- ii) Revenue from disposal of properties is recognised on legal completion of the contract. Where properties are under development, revenue is recognised when significant risk and reward of ownership and effective control of the real estate have been transferred to the buyer. If the revenue recognition criteria have been met before construction is complete than obligation is recognised for the cost of complete the construction at the same time as the sale is recognised.
- iii) Rent income is recognised on the basis of term with lessee.
- iv) Interest income is recognised on the time proportion basis by reference to the principle outstanding and at the interest rate applicable. Share of profit / loss from partnership firm recognised from the basis of confirmation from partnership firm.

Q) Foreign Currency Transactions:**a) Initial Recognition**

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximates the actual rate at the date of the transactions.

b) Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

c) Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss except those arising from investment in Non Integral operations.

R) Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost of property under construction held as inventory includes cost of purchases, construction cost, and other cost incurred in bringing the properties to their present location and condition

S) Provisions and Contingent Liabilities and Assets:

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent asset is not recognised unless it becomes virtually certain that an flow of economic benefits will arise.

T) Employee Benefits**i) Defined Contribution Plan**

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when

services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

ii) Defined Benefit Plan

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

iii) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

iv) Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

v) Termination benefits

Termination benefits are recognised as an expense as and when incurred.

U) Accounting for Taxes of Income: -

i) Current Taxes

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

ii) Deferred Taxes

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

In view of uncertainty of income in future, deferred tax is not created

iii) Minimum Alternative Tax

MAT is recognised as deferred Tax Assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080

Notes to financial statements for the year March 31, 2025

Note 2: Property, Plant & Equipment

(Amount in Rs. Thousand)

Particular	Furniture	Office Equipment	Computers	Software	Other Electric Fittings	Total
Year Ended March 31, 2025						
Gross Carrying Amount						
Opening Gross Carrying Amount	164.16	330.46	340.24	-	323.57	1,158.43
Additions	-	-	-	22.50	-	22.50
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Closing Gross Carrying Amount	164.16	330.46	340.24	22.50	323.57	1,180.93
Accumulated Depreciation						
Opening Accumulated Depreciation	164.16	330.46	340.24	-	323.57	1,158.43
Depreciation charge during the year	-	-	-	3.87	-	3.87
Disposals	-	-	-	-	-	-
Closing Accumulated Depreciation	164.16	330.46	340.24	3.87	323.57	1,162.30
Net Carrying Amount	-	-	-	18.64	-	18.64
Year Ended March 31, 2024						
Gross Carrying Amount						
Opening Gross Carrying Amount	164.16	330.46	340.24	-	323.57	1,158.43
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Transfers	-	-	-	-	-	-
Closing Gross Carrying Amount	164.16	330.46	340.24	0.00	323.57	1,158.43
Accumulated Depreciation and Impairment						
Opening Accumulated Depreciation	164.16	330.46	340.24	-	323.57	1,158.43
Depreciation charge during the year	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Closing Accumulated Depreciation and Impairment	164.16	330.46	340.24	0.00	323.57	1,158.43
Net Carrying Amount	-	-	-		-	-

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080

Notes forming part to the to Financial statements for the year March 31, 2025

Note 3: Other non-Current Asset **(Amount in Rs Thousands)**

Particular	As at March 31, 2025	As at March 31, 2024
Security Deposit	91.64	51.61
Total	91.64	51.61

Note 3a: Others Financial Assets

Particular	As at March 31, 2025	As at March 31, 2024
Investment in MF-Liquid B	254.50	0.00
Total	254.50	0.00

Note 4: Cash & Cash Equivalent

Particular	As at March 31, 2025	As at March 31, 2024
Balance with Banks- Current Accounts	1,761.29	3605.06
Cash on Hand	0.12	0.33
Total	1,761.42	3605.40

Note 5: Other Current Asset

Particular	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
RECEIVABLE FROM HDFC	0.74	-
TDS for AY 2025-26	53.06	57.80
SGST	35.85	24.19
CGST	35.85	24.19
Prepaid Expenses	13.75	17.25
Total	139.25	123.43

Note 6: Equity Share Capital

Particular	As at March 31, 2025	As at March 31, 2024
Authorised		
20,00,000, Equity Shares of Rs 10 each	20000.00	20000.00
Total	20000.00	20000.00
Issued, Subscribed and Fully Paid Up		
910,000 Equity Shares of Rs 10 each fully paid up	91,00.00	91,00.00
Total	91,00.00	91,00.00

a) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particular	Equity Shares		
	As at March 31, 2025		As at March 31, 2024
	Number	Rs.	Rs
Shares outstanding at the beginning of the year	9,10,000	91,00.00	91,00.00
Shares Issued during the year	-	-	-
Shares bought back during the year	-	-	-
Shares outstanding at the end of the year	9,10,000	91,00.00	91,00.00

c) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares		
	As at March 31, 2025		As at March 31, 2024
	N0 of Share Held	% of Holding.	% of Holding.
Sunder Suvidha LLP	4,17,098	45.83 %	45.83 %
LIC	1,53,501	16.87 %	16.87 %

d) Details of Shareholders held by promoters at the end of the year

Name of the Promoter	Equity Shares		
	As at March 31, 2025		As at March 31, 2024
	N0 of Share Held	% of Holding.	% of Holding.
Sunder Suvidha LLP	4,17,098	45.83 %	45.83 %

(Note: No change during the year or proceeding year)

Note 7: Other Equity

Particular	As at March 31, 2025	As at March 31, 2024
Retained Earnings	(12442.53)	(10720.31)
General Reserve	9.65	9.65
Closing Balance	(12432.88)	(10710.66)

i) Retained Earnings

Balance as at the beginning of the year	(10720.31)	(9437.06)
Add- Profit for the current year	(1722.22)	(1283.25)
Net surplus in the statement of profit and loss account	(12442.53)	(10720.31)

ii) General Reserve

Balance as per last financial statements	9.65	9.65
Add-Addition during the year	-	-
Less-Utilized during the year	-	-
Closing Balance	9.65	9.65

Nature and Purpose of Reserves :

General Reserve

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders

Retained Earnings

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

Note 8: Borrowing

Particular	As at March 31, 2025	As at March 31, 2024
Loan from Directors	-	-
Loan from Promoter / Shareholder	-	-
Total	-	-

Note 9: Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total Outstanding due of Micro enterprises and small enterprises	-	-
Less than 1 year	-	-
2-3 years	-	-
More than 3 years	-	-
Total Outstanding due of creditors other than Micro enterprises and small enterprises	-	-
Less than 1 year	143.84	129.21
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Disputed dues - MSME	-	-
Disputed dues - Others	-	-
Unbilled due of Micro & Small & enterprises	32.40	27.00
Total	176.24	156.21

Note 10: Provisions (Current)

Particular	As at March 31, 2025	As at March 31, 2024
Employees Benefits	10.86	16.56
Provision for tax	-	-
Total	10.86	16.56

Note 11: Other Current Liabilities

Particular	As at March 31, 2025	As at March 31, 2024
CGST	-	-
SGST	-	-
TDS Payable	-	-
Professional Fees	-	-
TDS on Tech & Proff fees	4.20	-
Rent Payable	5415.32	5218.32
Total	5419.52	5218.32

Note 12: Other Income and Other Gains/(Losses)**(Amount in Thousand)**

Particular	As at March 31, 2025	As at March 31, 2024
Professional fees received	475.00	440.00
Commission Acc	184.66	284.60
Interest on Tax Refund	2.03	69.62
Dividend Received	4.94	-
Total	666.63	794.21

Note 13: Employee Benefit Expense

Particular	As at March 31, 2025	As at March 31, 2024
Salaries and Bonus Gratuity Provident Fund insurance	695.56	476.44
Staff Welfare	-	-
Total	695.56	476.44

Note 14: Finance Cost

Particular	As at March 31, 2025	As at March 31, 2024
Interest	-	-
Total	-	-

Note 15: Other Expenses

Particular	As at March 31, 2025	As at March 31, 2024
Advertisement	69.20	73.25
Statutory Audit Fees	120.00	100.00
Bank charges	0.56	0.33
Listing Fees	325.00	325.00
Computer Charges	0.25	5.00
Electricity Charges	552.22	495.29
Legal and Professional fees	274.66	263.53
Postage Expenses	0.36	0.23
Printing And Stationary	16.04	8.60
Professional Tax	2.50	2.50
Rent and Maintenance Expenses	197.00	197.00
Web Hosting & Maintenance charges	10.60	7.05
Telephone Exp	79.01	89.01
Miscellaneous Expenses	50.33	40.55
Total	1697.73	1607.33

Details of Payment to Auditors

Particular	As at March 31, 2025	As at March 31, 2024
For Audit Fees	120.00	100.00
For Tax Audit	-	-
Total Payment to Auditors	120.00	100.00

Note 16: Tax Expense**(a) Amounts recognised in Statement of Profit and Loss****(Amount in Thousand)**

Particular	2024-2025	2023-2024
Current tax expense (A)	-	-
Current year	-	-
Short/(Excess) provision of earlier years	-	(6.32)
	-	(6.32)
Deferred tax expense (B)		
Property, plant and equipment & Intangible assets	(8.30)	-
Brought forward Loss	-	-
MAT	-	-
Tax expense recognised in the income statement (A+B)	(8.30)	(6.32)

In view of uncertainty of income in future, deferred tax had not been created

(b) Amounts recognised in other comprehensive income

Particular	2024-2025			2023-2024		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	-	-	-	-	-	-
	-	-	-	-	-	-

(c) Reconciliation of effective tax rate

Particular	FY 2024-2025 (March 25)	FY 2023-2024 (March 24)
Profit before tax	(1730.52)	(1289.56)
Company's domestic tax rate / MAT	25.17%	25.17%
Tax using the Company's domestic tax rate	-	-
Tax effect of :		
Tax effect on non-deductible expenses	-	-
Short/(Excess) provisions for earlier years		
Others (IT depreciation)	-	-
Tax On Carried forward losses adjusted	-	-
Tax on book profit	-	-
MAT of earlier years	-	-
Tax expense as per Statement of Profit & Loss	-	-
Effective tax rate	-	-

(d) Movement in deferred tax balances

Particulars	Net balance as at April 1, 2024	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Net Balance as at March 31, 2025	Deferred tax liability	Deferred tax asset
Deferred tax (Asset)/Liabilities							
Property, plant and equipment & Intangible assets	-	(8298)	-	-	(8298)	(8298)	-
Brought forward Loss	-	-	-	-	-	-	-
MAT	-	-	-	-	-	-	-
Deferred tax (Asset)/Liabilities	-	(8298)	-	-	(8298)	(8298)	-

In view of uncertainty of income in future, deferred tax had not been created

Note 17: Earning Per Share

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Weighted average number of shares outstanding during the period	910.00	910.00
Weighted average number of Potential Equity shares outstanding during the year	910.00	910.00
Total number of Potential Equity Share for calculating Diluted Earning Per share	910.00	910.00
Net Profit \ (Loss) after tax available for equity shareholders	(1722.22)	(1283.25)
Basic Earning per share (in Rs.)	(1.89)	(1.41)
Diluted Earning per share (in Rs.)	(1.89)	(1.41)

(Amount in Thousand)

**Note 18: Disclosure regarding Related Party
Disclosures on Related party transactions****i) Nature and Relationship of Related Parties**

- a) Associates / Enterprises over which directors and /Or their relatives has significant influence
SPS Share Brokers P. Ltd.

b) Directors, Key Management Personnel & Relatives of KMP

Director

Shri Sandeep Shah

**ii) Transactions with Related Parties during the year
Relationship**

Particulars	Name of Transaction	March 31, 2025	March 31, 2024
a) Associates / Enterprises over which directors and / Or their relatives has significant influence			
SPS Share Brokers P. Ltd.	Demat Charges	0.50	1.62
	Trans. Charges	-	-
b) Directors and Key Management Personnel			
		o/s CR BAL	o/s CR BAL
Shri Sandeep Shah	Unsecured loan	-	-
-	Unsecured loan	-	-

Note 1: Related Parties as disclosed by Management

Note 19: Financial instruments – Fair values and risk management**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Amount in Thousand)

31st March 2025	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments	-	-	-	-	-	-	-	-
Other Financial Assets	-	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-	1761.42	1761.42	-	-	-	-
	-	-	1761.42	1761.42	-	-	-	-

Financial liabilities								
Borrowings	-	-	-	-	-	-	-	-
Trade Payables	-	-	176.24	176.24	-	-	-	-
Other Financial Liabilities	-	-	-	-	-	-	-	-
	-	-	176.24	176.24	-	-	-	-

31st March 2024	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments	-	-	-	-	-	-	-	-
Other Financial Assets	-	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-	3605.40	3605.40	-	-	-	-
	-	-	3605.40	3605.40	-	-	-	-

Financial liabilities								
Borrowings	-	-	-	-	-	-	-	-
Trade Payables	-	-	156.21	156.21	-	-	-	-
Other Financial Liabilities	-	-	-	-	-	-	-	-
	-	-	156.21	156.21	-	-	-	-

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, for financial instruments measured at fair value in the statement of financial position, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation Technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Listed Equity Investment	The Fair Values of investment in Listed Equity Shares is based on the Market Value as at Balance Sheet date.	Not applicable	Not applicable
Mutual Funds	The fair values of investments in Mutual fund units is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further	Not applicable	Not applicable
Non-current financial assets and liabilities measured at amortised cost	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.	Not applicable	Not applicable

MODELLA WOOLLENS LIMITED
CIN: L17120MH1961PLC012080**Notes forming part to the Financial statements for the year March 31, 2025****Note 20: Financial instruments – Fair values and risk management (continued)****C. Financial Risk Management****C. i. Risk management framework**

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimize potential adverse effects of such risks on the company's operational and financial performance.

C. ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

(a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, when recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Ageing of Accounts receivables:**(Amount in
Thousand)**

Particulars	As at March 31, 2025	As at March 31, 2024
0 - 6 months	-	-
Beyond 6 months	-	-
Total	-	-

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

(b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances of Rs. 1,761.42/- at 31st March 2025 (31st March 2024: Rs. 3,609.21/-). The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing. Also, Company invests its short term surplus funds in bank fixed deposit, which carry no / low mark to market risks for short duration therefore does not expose the Company to credit risk.

C.iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

C.iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

C.iv.a Currency risk

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in U.S. dollars. The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

C.iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

Note 21: Capital Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. Management monitors the return on capital as well as the debt equity ratio and make necessary adjustments in the capital structure for the development of the business. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day - to - day needs. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Gearing Ratio- There is Debts in the company of Rs NIL as on 31.03.2025 of Rs NIL as on 31.03.2024. The company is having negative shareholding fund as on 31.3.2025 and 31.3.2024

Note 22: Contingent Liability- NIL**Note 23:**

The information about the amount dues to small / micro undertaking are closed to the extent confirmation from parties received, there is no interest due to be paid during the year and immediate previous period.

Note 24:

Balances are relied upon as per books of accounts wherever the confirmations from debtors /creditors /Loans /Advances are not available in the opinion of the Management the same are stated at the value which is receivable / payable in such accounts and does not require any restatement.

Note 25:

In the opinion of the Management there is no obligation in respect of gratuity and leave encashment during the year.

Note 26:

Rent including society charges for the office premises debited to the profit & loss account for the year is Rs.49,251/- (Rs.1,97,004/-). Provision for rent payable upto 31st March 2025 Rs.54,15,323/- (Rs.52,18,319/-) includes Cheques paid but not encashed by the landlord.

Note 27:

Previous year figures have been regrouped and rearranged wherever necessary to confirm with the current year presentation.

In term of our report of even date

For and behalf of Board of Directors

MODELLA WOOLLENS LIMITED

For Kochar & Associates

Chartered Accountants

Firm Regn No. 105256W

Sd/-

sd/-

sd/-

CA Ravi Khandelwal

Partner

M. No. 146480

Place: Mumbai

Dated: 12/05/2025

Sandeep Shah

Director

DIN No.- 00368350

Alpa Shah

Director

DIN No.- 09388780

Note 28: Analytical Ratios

Notes forming part to the Financial statements for the year March 31, 2025

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for Variance
Current Ratio	1,900.67	5,606.63	0.34	0.69	50.99	The ratio is reduced due to decrease in balance of cash and cash equivalents compared with previous period
Debt Equity Ratio	-	-	-	-	-	The ratio is not comparable as debt is repaid.
Debt service coverage ratio	-	-	-	-	-	Not Comparable for previous year as there were no debt services during last year
Return on equity ratio	(1,722.22)	(3,332.88)	0.52	0.80	0.15	The ratio is reduced due to increased loss in the current year as compared to the previous year
Inventory turnover ratio	-	-	-	-	-	NA
Trade receivables turnover ratio	-	-	-	-	-	NA
Trade payables turnover ratio						NA since no operating income
Net capital turnover ratio	-	-	-	-	-	NA
Net profit ratio	-	-	-	-	-	NA since no operating income
Return on capital employed	-	-	-	-	-	The ratio is not comparable as debt is repaid during the year
Return on investment	-	-	-	-	-	NA

MODELLA WOOLLENS LIMITED

(L17120MH1961PLC012080)

Registered Office: - 4-C, Vulcan Insurance Building, Veer Nariman Road, Churchgate, Mumbai 400020.

(Please fill attendance slip and hand it over at the entrance of the Meeting Hall)

Name of the Shareholder:

Folio No./DP ID-Client ID

Address of the Shareholder:

No. of Shares

I hereby record my presence at the Sixty Second Annual General Meeting of the Company held on Monday, the 29th September, 2025 at 5:00 P.M. at Bhangwadi Shopping Complex, 2nd floor, Bhangwaaadi, Kalbadevi Road, Mumbai 400 002.

Signature of the Shareholder/Proxy/Representative*

** For e-voting, please refer point no.12 in the notes of the notice

-----tear here-----

PROXY FORM

(Form No. MGT-11)

MODELLA WOOLLENS LIMITED

L17120MH1961PLC012080

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

Name of the Member(s) and Registered Address	Dp id/ Client id/ Folio no.
	Email ID:

I/We being the Member/Members of Modella Woollens Limited, holding _____ shares, hereby appoint:

_____ Of _____ having e-mail ID _____ or failing him
 _____ Of _____ having e-mail ID _____ or failing him
 _____ Of _____ having e-mail ID _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 63rd ANNUAL GENERAL MEETING of the Company, to be held on Monday, 29th September, 2025 at 05:00 p.m. at Bhangwadi Shopping Complex, 2nd floor, Bhangwaaadi, Kalbadevi Road, Mumbai 400 002. and at any adjournment thereof in respect of such resolutions as are indicated in the notice.

-----tear here-----

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Reappointment of Mrs. Alpa S. Shah who retires by rotation		
3. Appointment of M/s. DDB & Co., Company Secretaries three consecutive years i.e. from financial year 2025-26 to financial year 2027-28		

Signed _____ day of _____ 2025

Signature of first Proxy

Signature of second Proxy

Signature of third Proxy

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. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

6. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

MODELLA WOOLLENS LIMITED

Route Map to the 63rd AGM