

winsome Yarns Limited

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WYL/SECT/
15.12.2020

BSE Limited
Dept. of Corporate Service
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, **MUMBAI-400001**

Script Code : 514348

National Stock Exchange of India Ltd
Listing Department
"Exchange Plaza" Bandra-Kurla Complex
Bandra (E), **MUMBAI – 400051**

Script Code : WINSOME

SUB : MINUTES OF AGM HELD ON 11.12.2020.

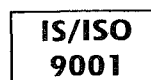
Dear Sir,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 11th December, 2020 at the registered office of the Company at SCO 191-192, Sector 34-A, Chandigarh for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED

(RAJPAL S. RATHORE)
Dy. Manager (Legal & Secretarial)
Email : cshare@winsomegroup.com



WINSOME YARNS LIMITED

MINUTES OF THE 30TH MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, THE 11TH DECEMBER, 2020 AT 11.15 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT SCO 191-192, SECTOR 34-A, CHANDIGARH TO TRANSACT THE FOLLOWING BUSINESS:

PRESENT:

SHRI MANISH BAGRODIA
SHRI RAJIV CHADHA

CHAIRMAN & MANAGING DIRECTOR
INDEPENDENT DIRECTOR
(Chairman of Audit Committee, Stakeholders
Relationship Committee and Nomination &
Remuneration Committee)

SHRI GIRISH MADAN

SCRUTINIZER

MEMBERS PRESENT:

63 Shareholders and 2 valid Proxy-holders marked their attendance and were present at the meeting.

The following documents were available for inspection at the time of meeting.

- i. Memorandum and Articles of Association.
- ii. Statutory Auditor's Report.
- iii. Secretarial Auditor's Report.

The meeting was started at 11.15 a.m.

Shri Manish Bagrodia, Chairman and Managing Director, was elected to be the Chairman of the meeting. He welcomed the members to the 30th Annual General Meeting of the Company and since necessary "QUORUM" was present, he called the meeting to order.

The Chairman of the meeting then delivered his speech and with the permission of members took the Audited Profit & Loss Account for the year ended 31st March, 2020, and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon as read.

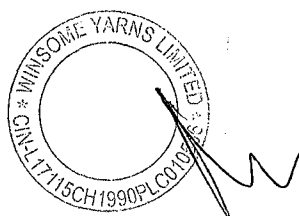
Before putting the resolutions for approval, the qualifications of Statutory and Secretarial Auditors along with response of management thereto were readout at the time of meeting and queries of the shareholders were replied.

Thereafter the members polled their votes for the following resolutions:

ITEM NO. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT Audited Profit & Loss Account for the financial year ended 31st March, 2020 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon be and are hereby approved and adopted."



ITEM NO. 2

To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

“RESOLVED THAT Shri Manish Bagrodia, Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, as per Section 152(6) and other applicable provisions of the Companies Act, 2013.”

ITEM NO. 3

To reappoint M/s. Balwinder and Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of Companies Act 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and final policy of the Central Government on the subject, M/s Balwinder and Associates, Cost Accountants, (Firm registration number 000201), Mohali, Punjab, appointed by the Board of Directors as Cost Auditor of the Company, for conducting the audit of Cost Accounts of the Company for the financial year 2020-21, be and is hereby ratified and confirmed. Further, the Board of Directors of the Company, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

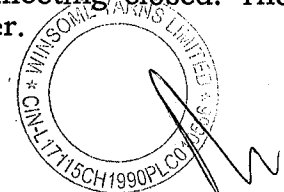
RESOLVED FURTHER THAT pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the remuneration of Rs. 20,000/- (Rupees twenty thousand only) plus taxes and out-of pocket expenses payable to the aforesaid Cost Auditor of the Company.”

ITEM NO. 4

To appoint Mr. Rajiv Chadha (DIN:08793211) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 160 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajiv Chadha (DIN:08793211), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of 30th Annual General Meeting to the conclusion of 35th Annual General Meeting of the Company.”

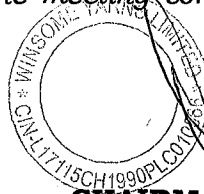
At the conclusion of the ballot voting process, the Chairman and Managing Director thanked the members present and declared the meeting closed. The Ballot Box was sealed and taken into custody by the Scrutinizer.



It was also informed to all the members present at the time of meeting that the results of the voting will be uploaded on the Company's website and send to the stock exchanges within 48 hours of conclusion of the meeting.

The meeting was concluded at 12.05 p.m.

There being no other item to be considered, the meeting concluded with a vote of thanks to the Chair.



**(MANISH BAGRODIA)
CHAIRMAN OF THE MEETING**