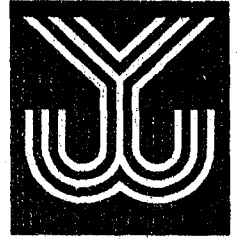


winsome

Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,
Chandigarh - 160 022 INDIA
CIN : L7115CH1990PLC010566, 4612000, 4613000
Fax : +91-172-4614000
e-mail : exports@winsomegroup.com
website: www.winsomegroup.com



WYL/SECT/
16.09.2019

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 14.09.2019.

Dear Sir,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 14th September, 2019 at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED



(RAJPAL S. RATHORE)
Dy. Manager (Legal & Secretarial)
Mobile No. 6280631324
Email : cshare@winsomegroup.com



Works : Village Kurawala, Barwala Road, Derabassi-140507, Distt. Mohali (Pb.) Phones :01762-280236, 280936, 280638 Fax: 01762-280237
Ludhiana : Office No. 3, MD Complex, Near Samrala Chowk, Ludhiana- 141008, e-mail: ludhiana@winsomegroup.com
Delhi : # 3, Ground Floor, Rajendra Bhawan, New Delhi- 110 008, e-mail: delhi@winsomegroup.com
Tirupur : D. No. 3(1) 4A, Mullai Nagar, Karumarampalayam, Mannarai, Tirupur- 641607, e-mail : tirupur@winsomegroup.com

WINSOME YARNS LIMITED

MINUTES OF THE 29TH MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON SATURDAY, THE 14TH SEPTEMBER, 2019 AT 11.45 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, SECTOR 31-A, CHANDIGARH TO TRANSACT THE FOLLOWING BUSINESS:

PRESENT:

SHRI MANISH BAGRODIA
SHRI TILAK RAJ DEMBLA

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

SHRI MUKHTAR SINGH

INDEPENDENT DIRECTOR
(Chairman of Audit Committee)

SHRI GIRISH MADAN

SCRUTINIZER

MEMBERS PRESENT:

84 Shareholders and 7 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 11.45 a.m.

Shri Manish Bagrodia, Chairman and Managing Director, was elected to be the Chairman of the meeting. He welcomed the members to the 29th 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, 2019, 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 Statement of the Company for the Financial Year ended March 31, 2019 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, 2019 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."

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For WINSOME YARNS LIMITED

MANISH BAGRODIA
Managing Director
DIN - 00046944




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. Khandelia and Sharma, 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable and pursuant to the recommendations of the Board of the Company, M/s. Khandelia and Sharma, Chartered Accountants (FRN-510525C), having its office at 407, South-Ext. Plaza-II, South Extension-2, New Delhi-110049 be reappointed as statutory auditors of the Company for a period of four years, to hold office from the conclusion of this 29th Annual General Meeting (AGM) until the conclusion of the 33rd AGM at a remuneration to be decided by the Chairman and Managing Director of the Company in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

ITEM NO. 4

To appoint M/s. Satish Dhingra & Company as Cost Auditor of the Company and to 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 Satish Dhingra & Company, Cost Accountants, (Firm registration number 102460), Panchkula, Haryana, be and are hereby appointed as Cost Auditor of the Company to conduct the audit of cost accounts for the financial year 2019-20.

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. 75000/- (Rupees Seventy five thousand only) plus taxes and out-of pocket expenses payable to M/s Satish Dhingra & Company, Cost Accountants, appointed by the Board of Directors as cost auditor of the Company for the financial year 2019-20.”

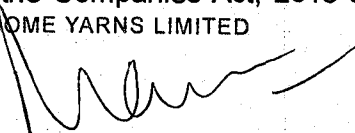
ITEM NO. 5

To re-appoint Mr. Manish Bagrodia as Managing Director and to fix his remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and

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For WINSOME YARNS LIMITED


MANISH BAGRODIA
Managing Director
DIN - 00046944

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Manish Bagrodia (DIN: 00046944) as Chairman and Managing Director of the Company, for a period of 5 (five) years with effect from July 1, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Manish Bagrodia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the period of office of Mr. Manish Bagrodia, Chairman and Managing Director of the Company shall henceforth be made liable to retire by rotation and the reappointment of Managing Director as such Director of the Company on retirement by rotation shall not be deemed to constitute a break in his office of the Managing Director.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 6

To appoint Mrs. Mridula Goyal (DIN:08354018) as Non-Independent Woman 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), Mrs. Mridula Goyal (DIN:08354018), 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 her candidature for the office of Director be and is hereby appointed as Non-Independent Woman Director of the Company liable to retire by rotation."

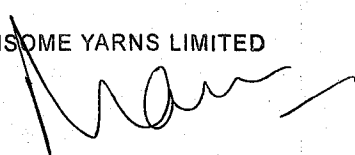
ITEM NO. 7

To appoint Mr. Tilak Raj Dembla (DIN:02605451) 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. Tilak Raj Dembla (DIN:02605451), 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 29th Annual General Meeting to the conclusion of 34th Annual General Meeting of the Company."

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For WINSOME YARNS LIMITED


MANISH BAGRODIA
Managing Director
DIN - 00046944

ITEM NO. 8

To appoint Mr. Mukhtar Singh (DIN:06525800) 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. Mukhtar Singh (DIN:06525800), 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 29th Annual General Meeting to the conclusion of 34th 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.

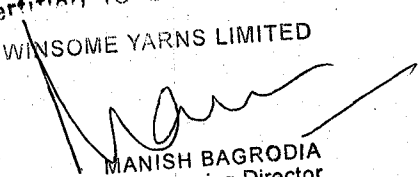
It was also informed to all the members present at the time of meeting that the results of the voting will be uploaded on the Company's website and send to the stock exchanges within 48 hours of conclusion of the meeting.

The meeting was concluded at 12.47 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**

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of WINSOME YARNS LIMITED


MANISH BAGRODIA
Managing Director
DIN - 00046944