

WYL/SECT/  
04.10.2021

**Winsome  
Yarns Limited**

Regd. Office : SCO # 191-192, Sector 34-A,  
Chandigarh - 160 022 INDIA  
CIN : LI7115CH1990PLC010566  
Phones : +91-172-2603966, 4612000, 4613000  
Fax : +91-172-4614000  
e-mail: info@winsomegroup.com  
website: www.winsomegroup.com



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**

Symbol : WINSOME

**SUB : COPY OF MINUTES OF ANNUAL GENERAL MEETING HELD ON  
29.09.2021.**

Dear Sir/Madam,

We are please to enclosed herewith copy of the Minutes of Proceedings of the 31<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September, 2021 at the Registered Office of the Company at SCO 191-192, Sector 34-A, Chandigarh.

Thanking you,

Yours faithfully,  
For WINSOME YARNS LIMITED

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

Encl ; as above.



Works : Village Kurawala, Barwala Road, Derabassi-140507, Distt. Mohali (Pb.)  
Ludhiana : Office No. 3, MD Complex, Near Samrala Chowk, Ludhiana -141008  
Tirupur : No. 2, First Floor, Mahaveer Colony, Valipalayam Main Road, Tirupur - 641601

# WINSOME YARNS LIMITED

**MINUTES OF THE 31<sup>st</sup> MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, THE 29<sup>th</sup> SEPTEMBER, 2021 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)  
CHIEF FINANCIAL OFFICER  
REPRESENTATIVE OF SCRUTINIZER

SHRI SANJAY SHARMA  
MS. ANAMIKA MISHRA

## **MEMBERS PRESENT:**

43 Shareholders and 3 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 **31<sup>st</sup>** 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 **31<sup>st</sup> March, 2021**, 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, 2021 together with the Reports of the Board of Directors and Auditors thereon.**

**"RESOLVED THAT** Audited Profit & Loss Account for the financial year ended 31<sup>st</sup> March, 2021 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 ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2019-20 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. Vijay Kumar Mishra & Associates, Cost Accountants, (Firm registration number 001723), Ghaziabad, appointed by the Board of Directors as Cost Auditor of the Company, for conducting the Cost Audit of Accounts of the Company for the financial year 2019-20 in place of M/s. Satish Dhingra and Company, 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. 30,000/- (Rupees Thirty thousand only) plus taxes and out-of pocket expenses payable to the aforesaid Cost Auditor of the Company for the financial year 2019-20.”

**ITEM NO. 4**

**To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2020-21 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. Vijay Kumar Mishra & Associates, Cost Accountants, (Firm registration number 001723), Ghaziabad, appointed by the Board of Directors as Cost Auditor of the Company, for conducting the Cost Audit of Accounts of the Company for the financial year 2020-21 in place of M/s. Balwinder and Associates, 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,



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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. 30,000/- (Rupees Thirty thousand only) plus taxes and out-of pocket expenses payable to the aforesaid Cost Auditor of the Company for the financial year 2020-21.”

**ITEM NO. 5**

**To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2021-22 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. Vijay Kumar Mishra & Associates, Cost Accountants, (Firm registration number 001723), Ghaziabad, appointed by the Board of Directors as Cost Auditor of the Company, for conducting the Cost Audit of Accounts of the Company for the financial year 2021-22, 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.

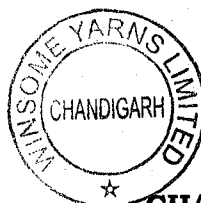
**RESOLVED FURTHER THAT** pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the remuneration of Rs. 30,000/- (Rupees Thirty thousand only) plus taxes and out-of pocket expenses payable to the aforesaid Cost Auditor of the Company for the financial year 2021-22.”

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 12.04 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**