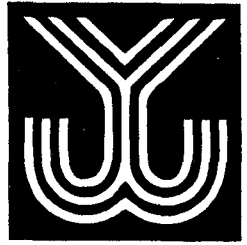


Winsome Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,
Chandigarh - 160 022 INDIA
CIN : L17115CH1990PLC010566
Phones : +91-172-4612000, 4613000
Fax : +91-172-4614000
e-mail: info@winsomergroup.com
website: winsomeyarns.com



WYL/SECT/
05.10.2023

Script Code : 514348
BSE Limited
Dept. of Corporate Service
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, **MUMBAI-400001**

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

SUB : CERTIFIED COPY OF MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29.09.2023

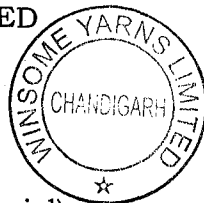
Dear Sir/Madam,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 29th September, 2023 at the Registered office of the Company at SCO 191-192, Sector 34-A, Chandigarh

This is for your information and necessary action please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED



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

Encl : as above.



WINSOME YARNS LIMITED

MINUTES OF THE 33rd MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, THE 29th SEPTEMBER, 2023 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	CHAIRMAN & MANAGING DIRECTOR
SHRI RAJIV CHADHA	INDEPENDENT DIRECTOR (Chairman of Nomination and Remuneration Committee)
SHRI PANKAJ MAHAJAN	INDEPENDENT DIRECTOR (Chairman of Audit Committee, Stakeholders Relationship Committee)
SHRI SANJAY SHARMA	CHIEF FINANCIAL OFFICER
MS. NEHA SINGHAL	COMPANY SECRETARY
MS. ANAMIKA MISHRA	REPRESENTATIVE OF SCRUTINIZER

MEMBERS PRESENT:

74 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 **33rd** 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, 2023**, 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, 2023 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, 2023 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."



A handwritten signature or scribble in black ink, consisting of several loops and a long tail.

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 re-appoint M/s. Dhana and Associates (ICAI Firm Registration No. 510525C), Chartered Accountants as Statutory Auditors of the Company for a second term of five years and in this regard pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 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(s) thereof, for the time being in force and as may be enacted from time to time) and pursuant to the recommendations of the Board of the Company, M/s. Dhana and Associates (ICAI Firm Registration No. 510525C), Chartered Accountants, having its office at 407, South-Ext. Plaza-II, South Extension-2, New Delhi-110049 be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution”

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 2023-24 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 2023-24, 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 2023-24.”



ITEM NO. 5

To appoint Mr. Pankaj Mahajan (DIN:06994712) as Non Executive 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, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rule, 2014 including any other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pankaj Mahajan (DIN:06994712), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors in its meeting held on 22.05.2023 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 Non Executive Independent Director of the Company, not liable to retire by rotation for a term of consecutive 2 (two) years starting from the date of 33rd Annual General Meeting to the conclusion of 35th Annual General Meeting of the Company."

ITEM NO. 6

To appoint Ms. Anupma Kashyap (DIN:09720124) as Non Executive 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:

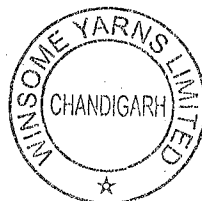
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rule, 2014 including any other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anupma Kashyap (DIN:09720124), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors in its meeting held on 22.05.2023 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 Non Executive Independent Director of the Company, not liable to retire by rotation for a term of consecutive 2 (two) years starting from the date of 33rd 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 BSE Limited and National Stock Exchange of India Ltd within 48 hours of conclusion of the meeting.

The meeting was concluded at 12.35 p.m.

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



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