

WYL/SECT/8257  
15.02.2014

**winsome**

**Yarns Limited**

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

Fax No. ~~022-26596237~~ 26598238 26598148  
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**SUB : OUTCOME OF ANNUAL GENERAL MEETING HELD ON 12.02.2014.**

Dear Sirs,

This is to inform you that the Shareholders of the Company in their Annual General Meeting held on 12.02.2014 have approved the followings:

**ITEM NO. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED PROFIT & LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED 30TH SEPTEMBER, 2013, AND THE BALANCE SHEET AS AT THAT DATE TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.**

**"RESOLVED THAT Audited Profit & Loss Account for the year ended 30<sup>th</sup> September, 2013 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 SATISH BAGRODIA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

**"RESOLVED THAT Shri Satish 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 256 and other applicable provisions of the Companies Act, 1956"**



**ITEM NO. 3**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT M/s Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) be and are hereby appointed as Statutory Auditors of the company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company, on a remuneration to be decided by the Board of Directors."**

**ITEM NO. 4**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION.**

**"RESOLVED THAT Shri Pradeep Kumar who was appointed as an Additional Director with effect from 30.09.2013 by the Board and who hold office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 have been received from the member signifying his intention to propose Shri Pradeep Kumar as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company."**

**ITEM NO. 5**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION.**

**"RESOLVED THAT Shri Rohtash Kumar Kucheria who was appointed as an Additional Director with effect from 30.09.2013 by the Board and who hold office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 have been received from the member signifying his intention to propose Shri Rohtash Kumar Kucheria as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company."**

**ITEM NO. 6**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION.**

**"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the shareholders be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or charge any movable and/ or immovable properties of the Company wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/ and/ or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s)**



or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon.

**"RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/ pari passu/ subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

This is for your information and necessary action please.

Thanking you,

Yours faithfully,

**For WINSOME YARNS LIMITED**



(K. V. SINGHAL)

GM (Legal) & Company Secretary

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