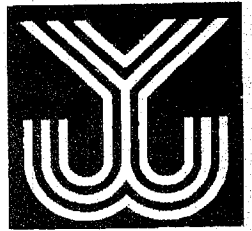


# Winsome Yarns Limited

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Chandigarh - 160 022 INDIA  
CIN : L17115CH 1990PLC010566  
Phones : +91-172-2603966, 4612000, 4613000  
Fax : +91-172-4614000  
Website : www.winsomegroup.com



WYL/SECT/  
13.10.2016

## BY COURIER

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

Fax No. 022-22722061, 22722037, 22722039  
Script Code : 514348

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

Fax No. 022-26598237, 26598238, 26598348  
Script Code : WINSOME

## **SUB : MINUTES OF AGM HELD ON 28.09.2016.**

Dear Sir,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 28<sup>th</sup> September, 2016 for your information and records please.

Thanking you,

Yours faithfully,  
For WINSOME YARNS LIMITED

(K. V. SINGHAL)  
G.M. (Legal) & Company Secretary  
Mobile No. 9914030030  
Email : [kvsinghal@winsomegroup.com](mailto:kvsinghal@winsomegroup.com), [cshare@winsomegroup.com](mailto:cshare@winsomegroup.com)



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**Ludhiana :** Office No. 3, MD Complex, Near Samrala Chowk, Ludhiana - 141008, e-mail : [ludhiana@winsomegroup.com](mailto:ludhiana@winsomegroup.com)  
**Delhi :** # 3, Ground Floor, Rajendra Bhawan, Rajendra Place, New Delhi - 110 008, e-mail : [delhi@winsomegroup.com](mailto:delhi@winsomegroup.com)  
**Tirupur :** D, No. 3 (1) / 4 A, Mullai Nagar, Karumaramplayam, Mannarai, Triupur- 641607, e-mail : [tirupur@winsomegroup.com](mailto:tirupur@winsomegroup.com)

# WINSOME YARNS LIMITED

**MINUTES OF THE 26<sup>TH</sup> MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, THE 28<sup>TH</sup> SEPTEMBER, 2016 AT 11.30 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, SECTOR 31-A, CHANDIGARH TO TRANSACT THE FOLLOWING BUSINESS:**

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## **PRESENT:**

SHRI MANISH BAGRODIA	MANAGING DIRECTOR
SHRI PRADEEP KUMAR	INDEPENDENT DIRECTOR (Chairman of Audit Committee and Nomination & Remuneration Committee)
SHRI K. P. RAMAKRISHNAN	INDEPENDENT DIRECTOR (Chairman of Stakeholders Relationship Committee)
SHRI ROHIT SHARMA	REP. OF LODHA & CO.
SHRI GIRISH MADAN	SECRETARIAL AUDITOR & SCRUTINIZER
SHRI K. V. SINGHAL	GM (LEGAL) & COMPANY SECRETARY

## **MEMBERS PRESENT:**

128 Shareholders and 10 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 11.30 a.m.

Since, Shri Satish Bagrodia, Chairman of the Company could not attend the Meeting, Shri Manish Bagrodia, Managing Director, was elected to be the Chairman of the meeting. He welcomed the members to the 26<sup>th</sup> Annual General Meeting of the Company and since necessary "QUORUM" was present, he called the meeting to order.

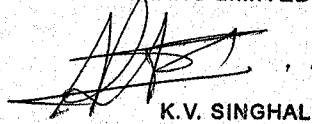
The Chairman of the meeting then delivered his speech and with the permission of members took the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016, and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon as read.

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:**

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For WINSOME YARNS LIMITED



K.V. SINGHAL  
G.M. (Legal) & Company Secretary  
Membership No. F3586

**ITEM NO. 1**

**To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2016 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, 2016 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 Lodha & Co., Chartered Accounts (Firm Registration No. 301051E) as Statutory Auditors of the Company for the year 2016-17 and to fix 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratify the appointment of M/s Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) as the Statutory Auditors of the Company for the financial year 2016-17 to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration to be decided by the 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."

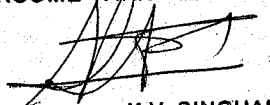
**ITEM NO. 4**

**To appoint M/s Balwinder and Associates as Cost Auditor 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 & Associates, Cost Accountants, (Firm registration number 000030), Mohali, Punjab, be and are hereby appointed as Cost Auditor to conduct the audit of cost accounts of the Company for the financial year 2016-2017.

**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 service tax and out-of pocket expenses payable to M/s Balwinder and Associates, Cost Accountants, appointed by the Board of Directors as cost auditor of the Company for the

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For WINSOME YARNS LIMITED



K.V. SINGHAL  
G.M. (Legal) & Company Secretary  
Membership No. F3586

financial year 2016-17."

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

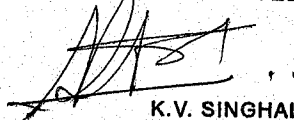
It was also informed to all the members present at the time of meeting that the results of the voting will be uploaded on the Company's website and send to the stock exchanges within 48 hours of conclusion of the meeting.

The meeting was concluded at 01.10 p.m.

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

Certified to be True Copy

For WINSOME YARNS LIMITED



K.V. SINGHAL  
G.M. (Legal) & Company Secretary  
Membership No. F3586

**CHAIRMAN OF THE MEETING**