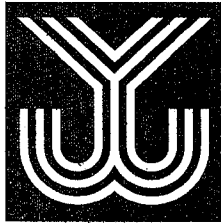


WYL/SECT/
06.09.2017

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
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**

Script Code : WINSOME

SUB : MINUTES OF AGM HELD ON 04.09.2017.

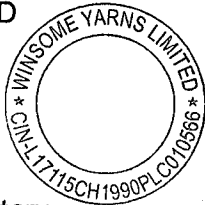
Dear Sir,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 4th September, 2017 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

(K. V. SINGHAL)
G.M. (Legal) & Company Secretary
Mobile No. 9914030030
Email : kvsinghal@winsomegroup.com, 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, Rajendra Palace, 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 27TH MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON MONDAY, THE 4TH SEPTEMBER, 2017 AT 11.30 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, SECTOR 31-A, CHANDIGARH TO TRANSACT THE FOLLOWING BUSINESS:

PRESENT:

SHRI MANISH BAGRODIA	MANAGING DIRECTOR
SHRI PRADEEP KUMAR	INDEPENDENT DIRECTOR (Chairman of Audit Committee and Nomination & Remuneration Committee)
SHRI ANSHUL SHARMA	REP. OF K. R. & CO., STATUTORY AUDITORS
SHRI GIRISH MADAN	SCRUTINIZER
SHRI K. V. SINGHAL	GM (LEGAL) & COMPANY SECRETARY

MEMBERS PRESENT:

116 Shareholders and 4 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 27th 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, 2017, 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, 2017 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, 2017 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."


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

ITEM NO. 2

To appoint a Director in place of Shri Satish Bagrodia (DIN. 00638647), 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 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 152(6) and other applicable provisions of the Companies Act, 2013."

ITEM NO. 3

To appoint M/s K. R. & Co., Chartered Accounts (Firm Registration No. 025217N) as Statutory Auditors of the Company for the year 2017-18 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, 141, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. K. R. & Co., Chartered Accountants (FRN-025217N) having its head office at PU-53, Vaisakha Enclave, Pitampura, New Delhi -110005, be appointed as the Auditors of the Company, to hold office from the conclusion of 27th Annual General Meeting until the conclusion of the 32nd AGM of the Company, since the tenure of M/s Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) is expired on 27th Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid as agreed upon between the Board of Directors and the Auditors."

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 2017-2018.

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 Balwinder and Associates, Cost Accountants, appointed by the Board of Directors as cost auditor of the Company for the financial year 2017-18."

ITEM NO. 5

To appoint Ms. Navpreet Kaur Boparai (DIN: 00871195) as an 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


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

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), Ms. Navpreet Kaur Boparai (DIN:00871195), who was appointed as an Additional Independent 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 an Independent Woman Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of 27th Annual General Meeting to the conclusion of 32nd Annual General Meeting of the Company."

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 12:54 p.m.

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

for WINSOME YARNS LIMITED


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

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