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08.10.2018

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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 28.09.2018.

Dear Sir,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 28th September, 2018 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 28TH MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON FRIDAY, THE 28TH SEPTEMBER, 2017 AT 3.30 P.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 GIRISH MADAN	SCRUTINIZER
SHRI K. V. SINGHAL	GM (LEGAL) & COMPANY SECRETARY

MEMBERS PRESENT:

80 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 3.30 p.m.

Shri Manish Bagrodia, Managing Director, was elected to be the Chairman of the meeting. He welcomed the members to the 28th 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, 2018, 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, 2018 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, 2018 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."

Certified to be true copy
For WINSOME YARNS LIMITED


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

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 appoint Statutory Auditors of the Company 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Khandelvia and Sharma, Chartered Accountants (FRN- 510525C), having its office at 407, South-Ext. Plaza-II, South Extension-2, New Delhi-110049 be appointed as statutory auditors of the Company for a period of one year, to hold office from the conclusion of this 28th Annual General Meeting (AGM) until the conclusion of the 29th AGM in place of M/s. K. R. & Co., Chartered Accountants (Firm Registration No. 025217N) who submitted their unwillingness to be ratified to be statutory auditors of the company at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

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 2018-2019.

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 2018-19.”

ITEM NO. 5

To approve the payment of remuneration to the Managing Director of the Company for remaining period of his appointment from 01.07.2017 to 30.06.2019, and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force),


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

approval of the Company be and is hereby accorded to the payment of remuneration to Shri Manish Bagrodia as Managing Director of the Company for the balance period of two years i.e. from 01.07.2017 to 30.06.2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Manish Bagrodia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 5:05 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
S.M. (Legal) & Company Secretary
Membership No. F3586

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