

WINSOME YARNS LIMITED

MINUTES OF THE 25TH MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, THE 23RD SEPTEMBER, 2015 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
SHRI PRADEEP KUMAR

MANAGING DIRECTOR
INDEPENDENT DIRECTOR
(Chairman of Audit Committee and
Nomination & Remuneration Committee)

SHRI K. P. RAMAKRISHNAN

INDEPENDENT DIRECTOR
(Chairman of Stakeholders Relationship Committee)

SHRO LOCHAN MOR
SHRI GIRISH MADAN
SHRI K. V. SINGHAL

REP. OF LODHA & CO.
SECRETARIAL AUDITOR & SCRUTINIZER
GM (LEGAL) & COMPANY SECRETARY

MEMBERS PRESENT:

82 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 25th 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, 2015, and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon as read.

Thereafter the following business was transacted.

ITEM NO. 1

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.

Before putting the resolution 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.

Mr. Pramod Kumar Gupta proposed the resolution and Mr. Mahesh Kumar seconded the same.

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For WINSOME YARNS LIMITED


K.V. SINGHAL
G.M. (Legal) & Company Secretary
Membership No. F3588

As per Secretarial Auditor's report, 25991326 no. of votes were polled in favour and there was no any vote polled against the resolution. Accordingly, the following resolution was carried as an ordinary resolution.

"RESOLVED THAT Audited Profit & Loss Account for the financial year ended 31st March, 2015 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 (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.

Mr. Om Parkash Saini proposed the resolution and Mr. Ram Lal Garg seconded the same.

As per Secretarial Auditor's report, 11717 no. of votes were polled in favour and 100 no. of votes polled against the resolution. Accordingly, the following resolution was carried as an ordinary resolution.

"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 ratify the appointment of M/s Lodha & Co., Chartered Accounts (Firm Registration No. 301051E) as Statutory Auditors of the Company for the year 2015-16 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:

Mr. Krishan Kumar Gupta proposed the resolution and Mr. Vikas Vashisht seconded the same.

As per Secretarial Auditor's report, 25991326 no. of votes were polled in favour and there was no any vote polled against the resolution. Accordingly, the following resolution was carried 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 M/s Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) as the Statutory Auditors of the Company for the financial year 2015-16 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 re-imbursement of out of pocket expenses incurred by them for the purpose of audit."

ITEM NO. 4

To appoint Ms. Ishika Aggarwal as an Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

Mr. Subhash Jain proposed the resolution and Mr. Surinder Jain seconded the same.

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For WINSOME YARNS LIMITED


K.V. SINGHAL
G.M. (Legal) & Company Secretary
Membership No. F3588

As per Secretarial Auditor's report, 25991326 no. of votes were polled in favour and 100 no. of votes polled against the resolution. Accordingly, the following resolution was carried as an ordinary resolution.

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Ishika Aggarwal (DIN:07143844), 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 his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 30th Annual General Meeting of the Company."

ITEM NO. 5

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:

Mr. Ajay Kumar Sofat proposed the resolution and Mr. Amandeep seconded the same.

As per Secretarial Auditor's report, 25991326 no. of votes were polled in favour and 100 no. of votes polled against the resolution. Accordingly, the following resolution was carried 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 2015-2016 at a remuneration to be proposed by the Managing Director in consultation with the Cost Auditor, subject to approval of the shareholders of the Company.

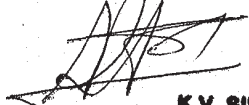
RESOLVED FURTHER THAT pursuant to provisions of section 148(3) of the Companies Act, 2013 and Rules made thereunder, approval of the shareholders be and is hereby accorded for the remuneration of Rs. 75000/- (Rupees Seventy five thousand only) plus service tax and out-of pocket expenses payable to M/s Balwinder and Associates, Cost Accountants, appointed by the Board of Directors as cost auditor of the Company for the financial year 2015-16."

The meeting was concluded at 12.55 p.m.

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

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For WINSOME YARNS LIMITED


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

CHAIRMAN OF THE MEETING