

## Winsome Textile Industries Limited

### NOTICE

#### **Winsome Textile Industries limited**

CIN: L17115HP1980PLC005647

Regd. Office: 1, Industrial Area, Baddi, Distt. Solan, (H.P.) -173205

Phone No: - 01795-244045 Fax No. 01795-244287

Website: www.winsometextile.com, email: cswtil@winsometextile.com

**NOTICE** is hereby given that an **Extra Ordinary General Meeting of the Members of Winsome Textile Industries Limited** will be held on Wednesday, the 06th May 2015 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) to transact the following business:

#### **SPECIAL BUSINESS:**

- 1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 (1), 188(1) (f) and other applicable provisions of Companies Act 2013, if any, read with Companies (Meeting of Board and its Powers) Rules 2014 and pursuant to revised Clause 49 (VII) of the Equity Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded for appointment of Sh. Satish Bagrodia as Advisor of the Company i.e. to hold an office or place of profit in the Company, for a period of five years w.e.f. 01st March 2015 on such terms & conditions as set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**Place : Chandigarh**

**Dated : 27.03.2015**

**By Order of the Board**

**Sd/-**

**(Ashish Bagrodia)**

**Chairman & Managing Director**

**DIN-00047021**

#### **NOTES :**

**1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EOGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY SIGNED AND STAMPED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

- 2 Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.**
- 3 Members desiring any information as regard to accounts and operations are requested to write to the Company at its Registered Office at least ten days before the date of Extra Ordinary General Meeting so as to enable to keep the information ready.**
- 4 Members/proxies should fill the attendance slip for attending the Meeting.**
- 5 In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.**
- 6 The notice of Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members who have so far not registered their email addresses & changes therein, are requested to register the same with their Depository Participant in case of electronic holdings under intimation to Registrar & Share**

## Winsome Textile Industries Limited

- Transfer Agent. In case of shares in physical form, members may register their email addresses & changes therein with Registrar & Share Transfer Agent of the Company.
- 7 Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar & Share Transfer Agent of the Company.
- 8 M/s Link Intime India Private Limited, having its office located at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naryana, New Delhi - 110028 (Tel. 011-41410592-94, Fax No.011-41410591) is acting as Common Agency (Registrar & Share Transfer Agent) for dematerialisation and physical transfers of shares of the Company. The members should send their physical shares for transfers, transmissions, communications for change of address, issue of duplicate shares, bank details, ECS details, bank Mandates etc. directly to the aforesaid Registrar & Share Transfer Agent.
- 9 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the item to be transacted at the Extra Ordinary General Meeting as set out in the Notice is annexed hereto.
- 10 **Voting through electronic means :-**
- I In compliance with the provisions of section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide the members to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e- voting services provided by National Securities Depository Limited (NSDL). The Notice of EOGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or from Company's website [www.winsometextile.com](http://www.winsometextile.com).
- The instructions for e-voting are as under :-
- A. In case a Members receives an e-mail from NSDL [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)] :-
- (i) Open the e-mail and also open the attached PDF file namely "**Winsome e-voting. Pdf**" with your Client ID (in case you are holding shares in demat mode) OR Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "User ID" and "Password" for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the URL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (iii) Click on "Shareholder - Login".
  - (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and password and Click Login.
  - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - (vi) Password Change Menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
  - (vii) Home page of "e-Voting" opens. Click on e-Voting-Active Voting Cycles.
  - (viii) Select "**EVEN**" (E-Voting Event Number) of **Winsome Textile Industries Limited**.
  - (ix) Now you are ready for e-Voting as "Cast Vote" page opens.
  - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
  - (xi) Upon confirmation, the message "vote cast successfully" will be displayed.
  - (xii) Once you have voted on the resolution, you will not be allowed to change/modify your vote.
  - (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter copy etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [gmadan1959@gmail.com](mailto:gmadan1959@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B In case a Member receives physical copy of the Notice of EOGM [for members whose email IDs are not registered with the Company/Depository Participant(s)] :
- (i) Initial password is provide in the enclosed 'Instructions for e-voting' for the EOGM.  
**EVEN (E-Voting Event Number)      USER ID      PASSWORD/PIN**
  - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) above, to cast vote.
- II In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com>.
- III The e-voting period will commence on Tuesday, 28th April 2015 at 9:00 A.M. (IST) and will end on Thursday, 30th April 2015 at 6:00 P.M. (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 03rd April 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not allowed to change it subsequently.

## Winsome Textile Industries Limited

- IV The voting right of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 03rd April, 2015.
- V Sh. Girish Madan, Practicing Company Secretary (Membership No. FCS-5017) has been appointed as the Scrutinizer to Scrutinize the e-voting process in fair and transparent manner.
- VI The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII The Result shall be declared on or after the EOGM. The Result declared along with the Scrutinizer's Report shall be placed on the Company's website www.winsometextile.com and on the website of NSDL within 2(two) days of the passing of the resolution at EOGM of the Company and communication to the Stock Exchanges, where the shares of the Company are listed.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 1

Sh. Satish Bagrodia is a distinguished person having more than four decades of core experience in the areas of projects developments, corporate planning, leadership and in strategic management relating to textile industry. Being a torch bearer person, his proficiency & competency in the said areas have been proved valuable assets for the Company. Although Sh. Satish Bagrodia, was one of the erstwhile promoter of the Company and he has been resigned as Chairman and Whole Time Director of the Company on 20th September 2014. Presently Sh. Satish Bagrodia is neither holding any position nor any shareholding in the Company. But considering his vast experience and expertise in textile industries, it is decided that the Company should continue to be benefited from his experience and sound knowledge in the multiple areas in the future also.

Therefore it is proposed to appoint Sh. Satish Bagrodia as advisor of the Company, subject to the approval of shareholders of the Company, for a period of five years w.e.f. 01st March 2015 on the following terms & conditions:

- (I) Fixed salary: Rs.5,00,000/- (Rupees Five Lacs only) per month.
- (ii) Reimbursement of actual travelling expenses incurred in India and/or abroad, mobile & telephone expenses.
- (iii) Free use of Company's car with driver for official purpose.

Sh. Satish Bagrodia will provide the advisory in the fields of new projects developments, business strategic management and cost reduction and will be in full time employment of the Company.

The members may note that as per the provisions of Section 188 of Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, Companies with paid up share capital of Rs.10 Crores and above shall require the prior approval of shareholders of the Company by way of a special resolution to enter into any contract or arrangements with the related parties.

Sh. Satish Bagrodia, being father of Sh. Ashish Bagrodia, Chairman & Managing Director of Company, is a related party with reference to the Company in terms of Section 2(76) of the Companies Act, 2013. As an advisor, he will hold an office or place of profit in the Company under the provisions of Section 188 (1) and 188(1)(f) of Companies Act 2013. The Company's paid-up share capital is in excess of Rs. 10 Crores, therefore prior approval of the shareholders by way of special resolution is sought for such appointment.

The said transaction is at arm's length basis and all factors relevant to the said transaction have been considered by the Board. Therefore in light of aforesaid provisions and as per revised clause 49 (VII) of Equity Listing Agreement, it has been approved by the Audit Committee and by Board of Directors in their respective meetings held on 27th March 2015.

The necessary particulars as required under provisions of Section 188 of Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014 are mentioned below:

- |   |  |
|---|--|
| a Name of related party :   | Sh. Satish Bagrodia  |
| b Name of the Director or Key Managerial Personnel who is related:                        | Sh. Ashish Bagrodia, Chairman & Managing Director  |
| c Nature of relationship:   | Sh. Satish Bagrodia is father of Sh. Ashish Bagrodia.  |
| d Nature, material terms, monetary value and particulars of the contract or arrangement : | Appointment of Sh. Satish Bagrodia as advisor of the Company for a period of five years w.e.f. 01st March 2015 on the following terms & conditions : |

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Winsome Textile Industries Limited

- (i) Fixed salary: Rs.5,00,000/-(Rupees Five Lacs only) per month.
  - (ii) Reimbursement of actual travelling expenses incurred in India and/or abroad, mobile & telephone expenses.
  - (iii) Free use of Company's car with driver for official purpose.
- Sh. Satish Bagrodia will provide the advisory in the fields of new projects developments, business strategic management and cost reduction and will be in full time employment of the Company.

e Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The copies of relevant informations/documents referred in the notice are available for inspection at the Registered office of the Company during normal business hours (9:00 A.M. to 6:00 P.M.) on all days except Saturdays, Sundays and Public holidays up to the date of the Extra Ordinary General Meeting. Any member(s) of the Company being a related party or having any interest in the resolution shall not be entitled to vote.

Except Sh. Ashish Bagrodia and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution as set out in this Notice. The Board of Directors recommends this resolution for approval by the shareholders.

Place : Chandigarh  
Dated : 27.03.2015

By Order of the Board

Sd/-  
(Ashish Bagrodia)  
Chairman & Managing Director  
DIN-00047021

**Winsome Textile Industries Limited**

CIN : L17115HP1980PLC005647

Registered office : 1, Industrial Area, Baddi, Distt. Solan (H.P.)-173205

Phone : 01795-244045, Fax : 01795- 244287

website : www.winsometextile.com, E- mail : cswtil@winsometextile.com

**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies ( Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered address : .....

Email Id : .....

Folio No. / Client ID No. : .....DP ID No. ....

I/We, being the member(s) of ..... shares of the above named Company , hereby appoint

1. Name:.....Email: .....

Address: .....

Signature:\_\_\_\_\_ or failing him / her

2. Name:.....Email: .....

Address: .....

Signature:\_\_\_\_\_ or failing him / her

3. Name:.....Email: .....

Address: .....

Signature:\_\_\_\_\_ or failing him / her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company, to be held on Wednesday, the 06th of May, 2015 at 10.00 A.M. at registered office of the Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh and at any adjournment thereof in respect of such resolution as are indicated below :-

S. No.	Resolution	For	Against
<b>Special Business</b>			
1	Appointment of Sh. Satish Bagrodia as advisor of the Company.		

Signed this.....day of .....2015.



.....  
Signature of Shareholder

.....  
Signature of proxy holder(s)

**Note :**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- Incomplete Proxy Form will not be considered.**

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**WINSOME TEXTILE INDUSTRIES LIMITED**

Registered office : 1, Industrial Area, Baddi, Distt. Solan (H.P.)-173205  
CIN : L17115HP1980PLC005647  
Phone No. : 01795-244045, Fax No. : 01795-244287  
Website : www.winsometextile.com E- mail : cswtil@winsometextile.com

Please complete the Attendance Slip and hand it over to the authorized person(s) of the Company at the time of Extra Ordinary General Meeting.

**ATTENDANCE SLIP**

(To be filled by the shareholders)

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company being held on Wednesday the 06th day of May, 2015 at 10.00 A.M. at the registered office of the Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh.

REGD. FOLIO NO.	DP id*
No. of Shares	Client id*
NAME OF SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER OR PROXY	

\*If shares are dematerialised.

**NOTE : NO GIFTS OR COUPONS WOULD BE GIVEN TO THE SHAREHOLDERS / PROXY FOR ATTENDING THE EXTRA ORDINARY GENERAL MEETING.**

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