

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 the 42nd Annual General Meeting of the Members of **Winsome Textile Industries Limited**, will be held on Thursday, 21st day of September, 2023 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) - 173205 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass the following resolution as an ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) the payment of remuneration of ₹75000/- (Rupees Seventy Five Thousand Only) to M/s K.K. Sinha & Associates, Cost Accountants, Chandigarh, (Firm Registration 100279), re-appointed by the Board of Directors as Cost Auditor of the company, for conducting Cost Audit of Company for the financial year 2023-2024, be and is hereby ratified and confirmed"

"RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do

all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **To consider and if thought fit, to pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of the Company be and is hereby accorded for re-appointment of Shri Anil Kumar Sharma (DIN 01157106), as an Executive Director and CEO (Whole-Time Director) of the Company, for a period of three years with effect from 12th February, 2023 to 11th February 2026 on the terms & conditions and remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter or increase or vary the terms and conditions of the said re-appointment in such form and manner or with such modifications as the Board may deem fit without referring the same to the general meeting again."

"RESOLVED FURTHER THAT where any financial year, the Company has no profit or its profit are inadequate during the tenure of re-appointment of Shri Anil Kumar Sharma, the aforesaid remuneration shall be minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of the Company be and is hereby accorded for payment of remuneration to Sh. Ashish Bagrodia (DIN 00047021), as Chairman and Managing Director of the Company, for remaining tenure of appointment up to 31st Jan 2026) on the remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter or increase or vary the terms and conditions of the said remuneration in such form and manner or with such modifications as the Board may deem fit without referring the same to the general meeting again.”

“RESOLVED FURTHER THAT where any financial year, the Company has no profit or its profit are inadequate during the tenure of re-appointment of Sh. Ashish Bagrodia, the aforesaid remuneration shall be minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For and on behalf of the Board

Sd/-

(Ashish Bagrodia)

Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2023

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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. Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard 2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of special business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 14.09.2023 to 21.09.2023 (both days inclusive).

5. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking re-appointment at the AGM, forms an integral part of the notice. Requisite declarations/consent have been received from the Director(s) seeking re-appointment as per provisions of Companies Act, 2013 including rules framed thereunder. Further, a brief resume of each of the directors proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific function areas, name of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings are provided as an Annexure to this notice.
6. During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF. Although, the unclaimed dividend and shares transferred to the IEPF Authority by the Company in the previous year(s) can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.
7. Members desiring any information, as regards accounts & operations, are requested to write to the Company at its Registered Office at least ten days before the date of Annual General Meeting so as to enable to keep the information ready.
8. Members/Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
9. 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.
10. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
11. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar & Share Transfer Agent of the Company.
13. SEBI vide Notification no. SEBI/LAD/-NRO/GN/2018/24, dated 08th June, 2018 and further amendment vide notification no. SEBI/LAD/- NRO/GN/2018/49, dated 30th November, 2018, have prescribed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the equity shares of the Company promptly.
14. SEBI vide Notification No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2022 and & SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and further vide circular No: SEBI/HO/MIRSD/MIRSD-PoD\1/P/CIR/2023/37 dated 16th March 2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In this regard RTA has dispatched letters to shareholders regarding updation of KYC, who have securities in physical form and informed to the stock exchange/SEBI regarding compliance of the same.
15. The notice of AGM along with Annual Report 2022-2023 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 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. The Annual Report of the Company circulated to the Members of the Company will also be made available on the Company's website at www.winsometextile.com.

16. 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 etc. immediately to the Registrar & Share Transfer Agent of Company.
17. The route map showing directions to reach the venue of the 42nd AGM is annexed.
18. As a measure of economy, copies of Annual Report shall not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.
19. Link Intime India Private Limited, having its office located at Noble Heights, 1st Floor, LCS Near Savitri Market, Janakpuri, New Delhi - 110058 (Tel. 011-49411000, Fax No. 011-41410591) is Registrar & Share Transfer Agent of the Company. The Shareholders can contact them for dematerialization, transmissions, communications for change of address, issue of duplicate shares, bank Mandates etc. directly.

20. Voting through electronic means:-

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration)

Rules, 2014 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on all the resolutions proposed to be considered at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") shall be provided by Link Intime India Private Limited (LIPL) (RTA of the Company).

- II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period shall commence on 16th September, 2023, at 9:00 A.M. (IST) and shall end on 20th September, 2023 at 5:00 P.M. (IST) During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details:
 - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under **‘SHARE HOLDER’** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2023, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in. However, if you are already registered with LIPL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on <https://instavote.linkintime.co.in> or contact LIPL at the following toll free no.: 022 - 49186000.
- VI. The voting rights of members 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. 14th September 2023.

- VII. Mr. Girish Madan, Practicing Company Secretary (Membership No. FCS-5017) has been appointed as the Scrutinizer to Scrutinize the remote e-voting process including polling papers in fair and transparent manner.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman. Thereafter, the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.winsometextile.com and on website of LIPL i.e. <https://instavote.linkintime.co.in> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 OF GENERAL MEETINGS AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FORMING PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING.

ITEM NO. 4

The Board of Directors, on the recommendation of Audit Committee have appointed M/s K.K. Sinha & Associates, Cost Accountants, as Cost Auditor of Company for the Financial Year 2023-2024 to conduct the Cost Audit of the Company on a total remuneration of ₹75,000/- (Rupees Seventy Five Thousand Only). According to provisions of section 148 of Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014, the remuneration of Cost Auditor is subject to the ratification by members of Company. The Board recommends the Ordinary Resolution at Items No. 4 of this Notice for approval of the Members.

NOTICE OF INTEREST

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the Resolution set out at item no. 4 of the Notice.

ITEM NO. 5

Based on the recommendations of the Nomination and Remuneration Committee, the Board has re-appointed Sh. Anil Kumar Sharma, as an Executive Director & CEO (Whole Time Director) of the Company for a period of three years from 12th February 2023 to 11th February 2026, subject to the approval of shareholders of the company.

In terms of Clause 86 of the Article of Association of the Company, Sh. Anil Kumar Sharma shall be subject to retire by rotation during his tenure as an Executive Director and CEO (Whole Time Director) and it shall not be considered as a break in his fixed term of re-appointment.

The terms and conditions of his re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The brief principal terms of remuneration of Sh. Anil Kumar Sharma as an Executive Director and CEO as recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the approval of Shareholders of the Company for a period of

three years with effect from 12th February, 2023 are as follows:

1. Proposed Remuneration:

Basic Salary: ₹433582/- per month with an increment of ₹37500/- per month every year which will fall due on 1st April of every year. The first increment will be due on 1st April 2023. The increment amount may vary keeping in view the performance of the Company.

2. Perquisites & Allowances:

i) House Rent Allowance

As per rules of the Company applicable to the Senior Executives.

ii) Medical Reimbursement:

As per rules of the Company applicable to the Senior Executives.

iii) Club Fees:

Reimbursement of membership fee for one club including admission and life membership fees.

iv) Telecom & Computer Facilities:

As per requirements.

v) Insurance:

Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance, as per rules applicable to the Senior Executives of the Company.

vi) Car:

Free use of Company's car with driver.

vii) Leaves:

Leaves as applicable to Senior Executives of the Company and encashment of leaves as per rules of the Company.

viii) Loan(s) and Other Schemes:

Loan(s) and other schemes as per rules of the Company applicable to the Senior Executives.

ix) Other benefits and amenities:

Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.

3. In addition to the perquisites as aforesaid, Sh. Anil Kumar Sharma Executive Director and CEO shall also be entitled to the followings benefits in accordance with the rules of the Company, which shall not be included in the computation of ceiling on remuneration:

- i) Contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii) Encashment of leave, if any, at the end of the tenure.

4. Reimbursement of all entertainment, travelling, hotel and other expenses incurred in India and/or Abroad by Sh. Anil Kumar Sharma Executive Director and CEO during the course of and in connection with the business of the Company.

5. No sitting fee shall be paid to Sh. Anil Kumar Sharma Executive Director and CEO for attending the meeting of Board of Directors or any Committee thereof.

6. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year during his tenure, Sh. Anil Kumar Sharma Executive Director and CEO shall be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

The above shall be treated as a written memorandum setting out the terms of re-appointment of Shri Anil Kumar Sharma as an Executive Director and CEO (ED & CEO) of the Company under section 190 of the Act.

The Board recommends the Special Resolution for Item No.5 of this Notice for approval of members

NOTICE OF INTEREST

Except Sh. Anil Kumar Sharma (DIN: 01157106) and his relatives, none of the Directors and Key Managerial

Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolutions set out at Item No. 5 of the notice.

ITEM NO. 6

Sh. Ashish Bagrodia was re-appointed on 01st February 2021 for a period of five years but remuneration was approved for three years only i.e. upto 31st January 2024. Now based on the recommendations of Nomination and Remuneration Committee, the Board of Directors have approved remuneration for remaining tenure of re-appointment i.e. upto 31st January 2026 (two years), which shall be effective from 01st February 2024, subject to the approval of shareholders of the Company.

In terms of Clause 86 of the Article of Association of the Company, Sh. Ashish Bagrodia shall be subject to retire by rotation during the period of his tenure as Chairman & Managing Director and it shall not be considered as a break in his fixed term of re-appointment.

The terms and Conditions of his remuneration shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The brief principal terms of remuneration of Sh. Ashish Bagrodia as Chairman & Managing Director as recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the approval of Shareholders of the Company for remaining tenure of re-appointment w.e.f. 01st February, 2024 are as follows:

1. Proposed Remuneration:

- (a) **Basic Salary:** ₹10,00,000/- per month with an increment of ₹80,000/- per month every year which will fall due on 1st April of every year. The first increment will be due on 1st April 2025. The increment amount may vary keeping in view the performance of the Company.
- (b) **Commission:** Minimum 1% of Net Profit of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 and maximum as may be decided by Board of Directors considering the financial position of the Company & allied parameters and subject to the limits as specified in Section 197 and 198 read with Schedule V of the Companies Act, 2013 & rules made thereunder, as amended.

2. Perquisites & Allowances:

i) House Rent Allowance

- (a) Fully furnished residential accommodation. In case, the fully furnished residential accommodation is not provided, H.R.A. as per Company's Rules will be paid.
- (b) Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company.

ii) Medical Reimbursement:

Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family along with mediclaim policy premium paid by the company.

iii) Leave Travel Concession:

Reimbursement of actual traveling expenses incurred in India and/or abroad once in a year in respect of himself and family.

iv) Club Fees:

Reimbursement of membership fee for clubs including admission and life membership fees.

v) Telecom & Computer Facilities:

As per requirements.

vi) Insurance:

Payment of Insurance Premium for Life Insurance, Group Insurance, Personal Accident Insurance, as per requirements.

vii) Car:

Free use of Company's car(s) with driver.

viii) Leaves:

Leaves as applicable to Senior Executives of the Company and encashment of leaves as per rules of the company.

ix) Loan(s) and Other Schemes:

Loan(s) and other schemes in accordance with the policies, rules and regulations in force in the Company from time to time subject to applicable laws.

x) Other benefits and amenities:

Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.

3. In addition to the perquisites as aforesaid, Sh. Ashish Bagrodia, Chairman & Managing Director shall also be entitled to the followings benefits in accordance with the rules of the Company, which shall not be included in the computation of ceiling on remuneration:

i) Contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

iii) Encashment of leave, if any, at the end of the tenure.

4. While travelling on the Company's business purposes, Sh. Ashish Bagrodia, Chairman & Managing Director shall be entitled to be accompanied by his wife and/or his family, and the entertainment, travelling, hotel and other incidental expenses incurred in India and/or abroad by him and/or his wife and/or his family will also be borne/reimbursed by the Company.

5. No sitting fee shall be paid to Sh. Ashish Bagrodia, Chairman & Managing Director for attending the meeting of Board of Directors or any Committee thereof.

6. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year during his tenure, Sh. Ashish Bagrodia, Chairman & Managing Director shall be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

The above shall be treated as a written memorandum setting out the terms of re-appointment of Sh. Ashish Bagrodia, Chairman & Managing Director of the Company under section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution for Item No.6 of this Notice for approval of members.

NOTICE OF INTEREST

Except Sh. Ashish Bagrodia (DIN: 00047021) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolutions set out at Item No. 6 of the notice.

The information as required by second proviso of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below:

(I) General Information

(1) Nature of Industry:

The Company is engaged in the manufacturing of Textile products.

(2) Date of Commencement of Commercial Production:

Company started its Commercial Production in September 1980

(3) Financial Performance: Financial Performance of the Company for the year ended 31.03.2023 and 31.03.2022 are as under: (₹ in lacs)

Particulars	Year ended 31 st March 2023	Year ended 31 st March 2022
Total Revenues	87791.13	95817.59
Profit Before Interest and Depreciation	9492.87	13397.05
Less: Interest	3885.09	4269.34
- Depreciation	2156.78	2141.28
Net Profit/Loss before Tax	3451.00	6986.43
Less : Tax Expenses	999.21	2437.78
Net Profit/Loss after Tax	2451.79	4548.65
Total Comprehensive Income (Ind AS)	2441.00	4562.00

Export Performance and Net Foreign Exchange

(₹ in lacs)

Particulars	Year ended 31 st March 2023	Year ended 31 st March 2022
Foreign Exchange Earning	37808.91	53795.14
Less. Foreign Exchange Outgo	1746.22	1549.68
Net Foreign Exchange Earning	36062.69	52245.46

(4) Foreign Investments or Collaboration: The Company has not made any investments in foreign funds / securities and has no foreign collaborations.

(II). INFORMATION ABOUT THE APPOINTEE(S)

A. NAME: Sh. Anil Kumar Sharma

1) Back Ground Details, Job Profile and suitability:

Sh. Anil Kumar Sharma, aged 69 years, is a B.Tech from Punjab Agriculture University, Ludhiana and Masters in Business Administration from Department of Business, Punjab Agriculture University Ludhiana. Prior to joining the Company, he was associated with Vardhman Group for nearly 6 years in various positions and rose up to the level of Sales Head of one of the units. He has joined this Company in 1985 and since then after multiple promotions presently working as President and Chief Executive Officer of the Company (CEO-KMP).

2) Past Remuneration

Sh. Anil Kumar Sharma is presently working as Executive Director & Chief Executive Officer of the Company. The remuneration drawn by Sh. Anil Kumar Sharma during last three years is as under:

Financial Year ended	(₹ in lacs)
31.03.2023	94.43
31.03.2022	86.82
31.03.2021	65.41

3) Remuneration proposed:

The new remuneration package in the shape of salary and perquisites has already stated in the Explanatory Statement.

4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

The remuneration proposed to be paid to the appointee is in line with the remuneration paid to the Managing/ Executive Directors of the other Companies. Keeping in view the type of industry and other responsibilities and capabilities of the appointee, the proposed remuneration is competitive with remuneration paid by other Companies to such similar positions.

5) Pecuniary relationship

Sh. Anil Kumar Sharma, Executive Director & Chief Executive Officer is one of the Key Managerial Personnel of the Company, hence a related party to the Company in terms of section 2(76) of the Companies Act, 2013. Apart this, he has no other pecuniary interest in the Company.

B. NAME: Sh. Ashish Bagrodia

1) Back Ground Details, Job Profile and suitability:

Sh. Ashish Bagrodia, aged 53 years is B. E. (Mech.) Hons. He is a distinguished person having more than two decades of core experience in Textile Industry & in various operational matters like projects developments, corporate planning, leadership and management. He holds coveted position in industrial parlance and has served various prestigious Industry associations as Director and member etc.

2) Past Remuneration

Sh. Ashish Bagrodia is presently working as Chairman & Managing Director of the Company. The remuneration drawn by Sh. Ashish Bagrodia during last three years is as under:

Financial Year ended	(₹ in lacs)
31.03.2023	184.82 (Includes Commission of ₹35.87 lacs)
31.03.2022	207.93 (Includes Commission of ₹72.66 lacs)
31.03.2021	77.13

3) Remuneration proposed:

The new remuneration package in the shape of salary and perquisites has already stated in the Explanatory Statement.

4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to the appointee is in line with the remuneration paid to the Managing/ Executive Directors of the other Companies. Keeping in view the type of industry and other responsibilities and capabilities of the appointee, the proposed remuneration is competitive with remuneration paid by other Companies to such similar positions.

5) Pecuniary relationship

Sh. Ashish Bagrodia, Chairman & Managing Director is one of the Promoter & Key Managerial Personnel (KMP) of the Company, hence a related party to the Company in terms of section 2(76) of the Companies Act, 2013.

(III) Other Information

Financial Year 2022-23 has been a challenging year with weakening global macro-economic conditions, slowing market growths in textile sector and war like situation in Europe have further aggravated the scenario. The speed of growth may remain sluggish in the forthcoming period(s) due to above mentioned factors and may results in inadequate profits/losses. As a result, the profits are/may/would be inadequate to absorb managerial remuneration of Shri Ashish Bagrodia, Chairman and Managing Director and Shri Anil Kumar Sharma, Executive Director and CEO.

The management is hopeful about profitable future operations subject to improvement in global macro-economic conditions including an end to war like situation in Europe.

(IV) Disclosures

1. The remuneration package along with the corresponding details payable to Sh. Anil Kumar Sharma and Sh. Ashish Bagrodia have already been mentioned above. Further the remuneration paid to directors has been included in the Board's Report and on Corporate Governance Report.
2. No performance incentive is proposed to be paid to Sh. Anil Kumar Sharma. It is proposed to pay commission to Sh. Ashish Bagrodia, subject to the condition that Company is in profit and the Board Considers it appropriate to pay the same.
3. The tenure of Sh. Anil Kumar Sharma and Sh. Ashish Bagrodia shall be governed by a service contract/written memorandum including resolution(s) passed for their appointment by the shareholders. The company has no Stock Option Scheme.
4. The aforesaid statements forms an integral part of this notice calling the Annual General Meeting.

ANNEXURE TO ITEM NO. 5 & 6 OF NOTICE

Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meeting with respect to Director retiring by rotation and being eligible seeking re-appointment is as under:

Name of Director	Ashish Bagrodia	Anil Kumar Sharma
Date of Birth	19.06.1970	29.06.1954
Nationality	Indian	Indian
Date of appointment on the Board	01.10.1996	13.02.2020
Director Identification Number	00047021	01157106
Qualifications	B. E. (Mech.) Hons.	MBA and B. Tech.
Experience & Expertise in specific Functional Areas	More than two decades of vast & rich experience in Textile Industry as team leader.	More than 40 years core experience in the field of marketing and administration of textile Industry.
No. of shares held in the Company as on 31.03.23	49220 Equity Shares of ₹10/- each.	NIL
No. of Board Meetings attended during the year	6 out of 6	6 out of 6
Directorship held in Other Public Ltd. Companies	Confederation of Indian Textile Industry (CITI)	Majestic Auto Limited Majestic IT Services Limited
Membership/Chairmanship of Committees held in Other Public Ltd. Companies (includes only Audit Committee & Stakeholder's Relationship Committee)	Chairmanship: NIL Membership: NIL	Chairmanship: 1 Company Membership: 3 Companies
Relationships between Directors inter-se	-	-
Remuneration details	Refer Corporate Governance Report	

Except Sh. Ashish Bagrodia (DIN:00047021) and Sh. Anil Kumar Sharma (DIN:01157106) and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolutions set out at item no. 5 and 6 of the Notice respectively.

For and on behalf of the Board

Sd/-

(Ashish Bagrodia)

Chairman & Managing Director

DIN-00047021

Place: Chandigarh

Date: 08.08.2023

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, email : 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 Winsome Textile Industries Limited , 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 42nd Annual General Meeting of the Company, to be held on Thursday, 21st day of September, 2023 at 10:00 A.M. at regd. office of Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt Audited Financial Statements of the Company together with the Reports of Board of Director's and Auditor's thereon for the year ended 31 st March, 2023.		
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.		
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.		
Special Business			
4.	Ratification of remuneration of Cost Auditors.		
5.	Re-appointment of Shri Anil Kumar Sharma (DIN- 01157106) as an Executive Director & CEO of the company for a period of three years.		
6.	Approval of Remuneration of Shri. Ashish Bagrodia (DIN- 00047021) as Chairman & Managing Director of the Company for remaining tenure of re-appointment. (ie up to 31 st January 2026)		

Signed this day of 2023.

.....
Signature of Shareholder

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

Affix
Revenue
Stamp

Note :

1. 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.
2. Incomplete Proxy Form will not be considered.

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, email : cswtil@winsometextile.com

ATTENDANCE SLIP

(To be presented at the entrance)

42ND ANNUAL GENERAL MEETING ON THURSDAY, 21ST DAY OF SEPTEMBER 2023 AT 10:00 A.M.

at Regd. Office of the Company at 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

NOTE:

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
3. No gifts or coupons would be given to the Shareholders/Proxyholder for attending the Meeting.

WINSOME TEXTILE INDUSTRIES LIMITED

CIN:L17115HP1980PLC005647

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Phone : 01795-244045, Fax : 01795-244287, website : www.winsometextile.com, email : cswtl@winsometextile.com

Route Map

