

## 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 (EOGM) of the Members of Winsome Textile Industries Limited** will be held on Monday, the 20<sup>th</sup> June 2022 at 10:00 A.M. at its Registered office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) - 173205 to transact the following business:

### SPECIAL BUSINESS

#### ITEM NO. 1

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 read with schedule IV and Section 161(1) read with Companies(Appointment and Qualification of Director) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015 as amended, Sh. Kapil Khanna (DIN:03301085) who was appointed by Board on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non Executive Independent Director) and holds office upto 27<sup>th</sup> June 2022 and in respect of whom the Company has received a notice in writing from a member proposing his candidature, the approval of the Company be and is hereby accorded to appoint Sh. Kapil Khanna (DIN:03301085) as an Independent Director of the Company for a term of five consecutive years from 29<sup>th</sup> March 2022 to 28<sup>th</sup> March 2027 and who shall not be liable to retire by rotation.”

**“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.”

#### ITEM NO. 2

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150,152 read with schedule IV and Section 161(1) read with Companies(Appointment and Qualification of Director) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015 as amended, Sh. Umesh Chander Sharma (DIN:09548942) who was appointed by Board on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non Executive Independent Director) and holds office upto the 27<sup>th</sup> June 2022 and in respect of whom the Company has received a notice in writing from a member proposing his candidature, the approval of the Company be and is hereby accorded to appoint Sh. Umesh Chander Sharma (DIN:09548942) as an Independent Director of the Company for a term of five consecutive years from 29<sup>th</sup> March 2022 to 28<sup>th</sup> March 2027 and who shall not be liable to retire by rotation.”

**“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.”

**Place : Chandigarh  
Date : 16.05.2022**

**For and on behalf of board**

**Sd/-  
Ashish Bagrodia  
Chairman & Managing Director  
DIN-00047021**

**NOTES:**

**1. A MEMBER ENTITLED TO ATTENDANCE 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 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 Extra Ordinary 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 Extra Ordinary General Meeting.

4. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking appointment at the Extra Ordinary General Meeting, forms an integral part of the notice. Requisite declarations/consent have been received from the Director(s) seeking 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 at this Extra Ordinary General Meeting, 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.

5. Members desiring any information, on the proposed resolutions, 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.

6. 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.

7. 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.

8. 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 Extra Ordinary General Meeting.

9. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience.

10. 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.

11. 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.

12. 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 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 notice of Extra Ordinary General Meeting of the Company circulated to the Members of the Company will also be made available on the Company's website at [www.winsometextile.com](http://www.winsometextile.com).

13. 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.

14. The route map showing directions to reach the venue of the Extra Ordinary General Meeting is annexed.

15. As a measure of economy, copies of notice of Extra Ordinary General Meeting shall not be distributed at the venue of the Meeting. Members are therefore requested to bring their own copies of the Notice to the meeting.

16. 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.

#### **17. 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 Extra Ordinary General Meeting (EGM) 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 EGM ("remote e-voting") shall be provided by Link Intime India Private Limited (LI IPL) (RTA of the Company).

II. The facility for voting through Polling Paper shall be made available at the EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period shall commence on 15<sup>th</sup> June, 2022 at 9:00 A.M. (IST) and shall end on 19<sup>th</sup> June, 2022 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 13<sup>th</sup> June, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) 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 post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

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. Shareholders are advised to update their mobile number and email Id in their demat accounts.

Login method for Individual shareholders holding securities in demat mode/ physical mode is as under:

##### **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.nsd.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://eservices.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. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

## **3. Individual Shareholders (holding securities in demat mode) login through their DP**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 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.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form 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.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ 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/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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 LIPL 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](mailto: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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

### **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>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o 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. 13<sup>th</sup> June 2022 may obtain the login ID and password by sending a request at [insta.vote@linkintime.co.in](mailto: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. 13<sup>th</sup> June, 2022.

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 EGM, 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](http://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, SECRETERIAL STANDARD-2 OF GENERAL MEETINGS AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FORMING PART OF THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

#### **ITEM NO. 1**

Based on recommendations of Nomination and Remuneration Committee, the Board of Directors propose the appointment of Sh. Kapil Khanna (DIN:03301085) as an Independent Director in terms of section 149 read with Schedule IV of the Companies Act, 2013, for a term of five consecutive years 29<sup>th</sup> March 2022 to 28<sup>th</sup> March 2027, not liable to retire by rotation.

The Board has appointed Sh. Kapil Khanna (DIN:03301085) as an Additional Director (Non-Executive Independent Director) of the Company with effect from 29<sup>th</sup> March,2022. Your board considers that Sh. Kapil Khanna (DIN:03301085) association with the Company as an Independent Director would immensely benefit the Company as he an an eminent Tax Consultant (Advocate) possesses appropriate skills, experience and knowledge, *inter alia*, in the field of Taxation and Finance matters.

The Company has received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions as specified in the Act and SEBI Listing Regulations and eligible for appointment as an Independent Director and is independent of the management of the Company. A notice under section 160(1) of the Act has been received by the Company from a member proposing his candidature for the office of the Director of the Company. Brief resume of Sh. Kapil Khanna, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committee and shareholders etc. as required under the Listing Regulations and SS-2, are provided as an Annexure to this Notice.

The terms and conditions of his 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 EGM till the conclusion of the EGM.

The Board recommends the Special Resolution at Item No1 of this notice for approval of Members.

#### **NOTICE OF INTEREST**

Except Sh. Kapil Khanna (DIN:03301085), 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 Resolution set out at item no.1 of the Notice.

#### **ITEM NO. 2**

Based on recommendations of Nomination and Remuneration Committee, the Board of Directors propose the appointment of Sh. Umesh Chander Sharma (DIN – 09548942) as an Independent Director in terms of section 149 read with Schedule IV of the Companies Act,

2013, for a term of five consecutive years 29<sup>th</sup> March 2022 to 28<sup>th</sup> March 2027, not liable to retire by rotation.

The Board has appointed Sh. Umesh Chander Sharma (DIN – 09548942) as an Additional Director (Non-Executive Independent Director) of the Company with effect from 29<sup>th</sup> March, 2022. Your board considers that Sh. Umesh Chander Sharma (DIN – 0009548942) association with the Company as an Independent Director would immensely benefit the Company as he is retired banker and possesses appropriate skills, experience and knowledge, *inter alia*, in the field of Banking/Finance, HRD, Planning, Control and Supervision.

The Company has received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions as specified in the Act and SEBI Listing Regulations and eligible for appointment as an Independent Director and is independent of the management of the Company. A notice under section 160(1) of the Act has been received by the Company from a member proposing his candidature for the office of the Director of the Company. Brief resume of Sh. Umesh Chander Sharma, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committee and shareholders etc. as required under the Listing Regulations and SS-2, are provided as an Annexure to this Notice.

The terms and conditions of his 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 EGM till the conclusion of the EGM.

The Board recommends the Special Resolution at Item No.2 of this notice for approval of Members.

#### **NOTICE OF INTEREST**

Except Sh. Umesh Chander Sharma (DIN:09544842), 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 Resolution set out at item no.2 of the Notice.

**For and on behalf of board**

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

**Date :** 16.05.2022

**Place:** Chandigarh

**Registered Office:**

1, Industrial Area, Baddi, Distt- Solan

Himachal Pradesh - 173205

Phone No: - 01795-244045

Fax No. 01795-244287

Website: [www.winsometextile.com](http://www.winsometextile.com)

email:cswtl@winsometextile.com

**ANNEXURE TO ITEM NO. 1 to 2 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 seeking appointment is as under:

Name of Director	Kapil Khanna	Umesh Chander Sharma
Date of Birth	02.02.1966	30.12.1957
Nationality	Indian	Indian
Date of appointment on the Board	29.03.2022	29.03.2022
Director Identification Number	03301085	09548942
Qualifications	LLB	MSc Agriculture & CAIIB
Experience & Expertise in specific Functional Areas	Possess vast experience in handling tax matters of various Listed/Non-Listed companies, Partnership Firms, Trusts, LLPs and individuals.	Possess vast experience in Banking/Finance, HRD, Planning, Control and Supervision.
No. of shares held in the Company as on 31.03.22	NIL	NIL
No. of Board Meetings attended during the year	NIL	NIL
Directorship held in Other Public Ltd. Companies	NIL	NIL
Membership/Chairmanship of Committees held in <b>Other</b> Public Ltd. Companies (includes only Audit Committee & Stakeholder's Relationship Committee)	Chairmanship: NIL Membership: NIL	Chairmanship: NIL Membership: NIL
Relationships between Directors inter-se	N.A.	N.A.

Except Sh. Kapil Khanna (DIN:03301085) and Sh. Umesh Chander Sharma (DIN:09548942) 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.1 and 2 of the Notice respectively.

**Place:** Chandigarh  
**Date :** 16.05.2022

**For and on behalf of the Board**

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

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**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](http://www.winsometextile.com), email : [cswtil@winsometextile.com](mailto: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 Extra Ordinary General Meeting of the Company, to be held on Monday, the 20<sup>th</sup> day of June 2022 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:-

<b>Special Business</b>		<b>For</b>	<b>Against</b>
1.	Appointment of Sh. Kapil Khanna (DIN:03301085) as an Independent Director for a term of five consecutive years.		
2.	Appointment of Sh. Umesh Chander Sharma (DIN:09548942) as an Independent Director for a term of five consecutive years.		

Signed this ..... day of ..... 2022.

Affix Revenue  
Stamp

.....  
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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**email: [cswtil@winsometextile.com](mailto:cswtil@winsometextile.com)**

**ATTENDANCE SLIP**  
(To be filled by the Shareholders)

I hereby accorded my presence at the **EXTRA ORDINARY GENERAL MEETING OF THE COMPANY BEING HELD ON MONDAY, THE 20<sup>TH</sup> DAY OF JUNE 2022 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. \_\_\_\_\_

No. of Shares \_\_\_\_\_

Client ID No. \_\_\_\_\_

Name of the Shareholder (in Block Letters) \_\_\_\_\_

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 EOGM Notice 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**

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

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**email:[cswtil@winsometextile.com](mailto:cswtil@winsometextile.com)**

**Route Map**

