

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 **38th Annual General Meeting of the Members of Winsome Textile Industries Limited**, will be held on Saturday, the 28th day of September, 2019 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) 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, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

3. **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 Rs.75,000/- (Rupees Seventy Five Thousand Only) to M/s Aggarwal Vimal & Associates, Cost Accountants, Chandigarh, (Firm Registration No.000350), appointed by the Board of Directors as Cost Auditor of the Company, for conducting the audit of cost accounts of Company for the financial year 2019-20, 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."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act 2013, if any, read with Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force, Sh. Divij Bagrodia, a related party with reference to the Company, being son of Sh. Ashish Bagrodia, Chairman & Managing Director, be and hereby appointed as an Executive Trainee of the Company, who shall holds this appointment under office or place of profit in the Company."

"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 a Special Resolution :**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Sh. Chandra Mohan (DIN: 00017621), who was appointed as an Independent Director at the 33rd Annual General Meeting of the Company and who holds office up to 28th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 28th September, 2019 upto 27th September, 2024.”

“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 a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Sh. Satish Girotra (DIN:01112511), who was appointed as an Independent Director at the 33rd Annual General Meeting of the Company and who holds office up to 28th September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 28th September, 2019 upto 27th September, 2024.”

“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: 21.05.2019

NOTES :

1. Statutory Auditors of the Company, M/s B. Chhawchharia & Co., Chartered Accountants (Firm Registration No. 305123E) were appointed as statutory auditors of the Company for period of five consecutive years at the Annual General Meeting (AGM) held on 4th September, 2017 (subject to annual ratification of appointment by shareholders at every subsequent AGM) on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Furthermore, the annual ratification by shareholders have been done away after the Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018. In view of the same, ratification by the members for continuance of their appointment at this AGM is not being sought.
2. **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.
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2019 to 28.09.2019 (both days inclusive).
6. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking re-appointment at the AGM, forms integral part of the notice. Requisite declarations/consent have been received from the Director(s) seeking reappointment 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 also provided as an Annexure to this notice.

7. Pursuant to Section 124(5) of Companies Act, 2013 read with the IEPF Authority (Accounting, Audit Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the government of India, after the completion of seven years. Further according to the rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority. During the year under review, the Company has transferred the unclaimed and unpaid dividend for the Financial Year 2010-11 of Rs. 45,120/- (Rupees Forty Five Thousand One Hundred Twenty Only). Further, 27684 corresponding shares on which dividend were unclaimed for seven consecutive years were also transferred as per the requirement of the IEPF rules.

However, the Shareholders are entitled to claim their shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF www.iepf.gov.in. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.

8. 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 as to keep the information ready.

9. 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.

10. 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.

11. 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.

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

13. 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.

14. 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.

15. The notice of AGM along with Annual Report 2018-19 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 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 38th 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. 011-41410592-94, 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.

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 38th 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 (LI IPL).

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 will commence on 23rd September, 2019 at 9:00 A.M. (IST) and will end on 27th September, 2019 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 21st September 2019, 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.

The instructions for remote e-voting are as under :-

In case a Members receives an e-mail from Link Intime India Private Limited (LI IPL) [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)] :-

- (i) Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (ii) Click on "Login" tab, available under 'Shareholders' section
- (iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (iv) Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

- (v) Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form

PAN: Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).

Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.

DOB/ DOI: Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.

Dividend Bank Details: Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.

Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

(vi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

(vii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

(viii) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

(ix) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

(x) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

(xi) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

V Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

VI During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

VII Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

VIII In case the shareholders have any queries or issues regarding e-voting, please click here or you may

refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

- IX 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. 21st September 2019, 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.
- X 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. 21st September 2019.
- XI 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.
- XII 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 or a person authorized by him in writing, declare the result of the voting forthwith.
- XIII The Results declared alongwith 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 Bombay Stock Exchange, 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. 3

The Board of Directors, on the recommendations of Audit Committee have appointed M/s Aggarwal Vimal & Associates, Cost Accountants, as Cost Auditor of Company for the Financial Year 2019-2020 to conduct the Cost Audit of Cost records of the Company on a total remuneration of Rs.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 Resolution at Items No. 3 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 this resolution.

ITEM NO. 4

The Board of Directors, on the recommendations of Audit Committee have appointed Sh. Divij Bagrodia son of Sh. Ashish Bagrodia, Chairman & Managing Director of the Company as an Executive trainee in the Company. Furthermore, Sh. Divij Bagrodia fulfill the requisite qualification for his appointment as Executive Trainee of the Company as per employment policy of the Company.

Further, Sh. Divij Bagrodia, being son of Sh. Ashish Bagrodia, Chairman & Managing Director, is a related party with reference to Company in terms of Section 2(76) of the Companies Act, 2013 which tantamount to holding office or place of profit as per Section 188 of the Companies Act, 2013 and rules made there under.

Although, this item of business do not require approval of shareholders as no prescribed limit(s) have been crossed triggers. However, as a good governance and transparency, the said appointment is being placed before the shareholders for their approval. The terms and conditions of his appointment letter/contract of employment 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 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, (a) Name of related party : Sh. Divij Bagrodia, (b) Name of the Director or Key Managerial Personnel who is related: Sh. Ashish Bagrodia, Chairman & Managing Director, (c) Nature of relationship: Sh. Divij Bagrodia is son of Sh. Ashish Bagrodia., (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Appointment of Sh. Divij Bagrodia as an Executive Trainee for a period of 12 months w.e.f. 01st July 2019 under the provision of office or place of profit in the Company on the terms & conditions as per appointment letter/contract of employment and (e) Any other information relevant or important for the members to take a decision on the proposed resolution: NIL.

So, in compliance with the provisions of Section 188 of the Companies Act, 2013 and rules made there under & other applicable provisions, if any, the appointment of Sh. Divij Bagrodia as an Executive trainee of the Company is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Items No. 4 of this Notice for approval of the Members. The Board recommends the Special Resolution at Items No. 4 of this Notice for approval of the Members.

NOTICE OF INTEREST

Except Sh. Ashish Bagrodia and his relatives none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

ITEM NO. 5 TO 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Sh. Chandra Mohan (DIN 00017621) and Sh. Satish Girotra (DIN 01112511) as an Independent Directors, for a second term of five consecutive years from 28th September, 2019 upto 27th September, 2024, not liable to retire by rotation. Sh. Chandra Mohan and Sh. Satish Girotra were appointed as Independent Directors of the Company at the 33rd Annual General Meeting ("AGM") of the Company and holds office up to 28th September 2019.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given their background, experience and contribution, the continued association of Sh. Chandra Mohan and Sh. Satish Girotra would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Both of them are above 75 years of age so their reappointment has been proposed to passed through Special Resolution(s).

The Company has received a declarations from said directors to the effect that they 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 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, they fulfill the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Directors and are independent of the management of the Company. The terms and conditions of their 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.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Sh. Chandra Mohan and Sh. Satish Girotra as Independent Directors is being placed before the Members for their approval by way of respective Special Resolutions.

The Board recommends the Special Resolutions at Items No. 5 and 6 of this Notice for approval of the Members.

NOTICE OF INTEREST

Except Sh. Chandra Mohan, Sh. Satish Girotra and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 5 and 6 of the Notice respectively.

ANNEXURE TO ITEM NO 2, 5 & 6

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING.

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meetings)

Name of Director	Ashish Bagrodia	Chandra Mohan	Satish Girotra
Date of Birth	19.06.1970	30.12.1932	08.01.1940
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	01.10.1996	31.01.2007	23.06.1998
Director Identification Number	'00047021	'00017621	'01112511
Qualifications	B. E. (Mech.) Hons.	B.A. (Hons.) & B.Sc. Mech. Engg. (Hons.)	Post Graduate in Education and Management
Experience & Expertise in specific Functional Areas	More than two decades of vast & rich experience in Textile Industry & in various business operational matters like projects implementation / projects developments, business strategy, Corporate leadership and Corporate Advisory/Management.	Has served Punjab Tractors Limited & Swaraj Mazda Limited as Vice Chairman and Managing Director for about 28 years.	Having overall experience of about 53 years in the field of banking, finance, management etc.
No. of shares held in the Company as on 31.03.19	49220 Equity Shares of Rs.10/- each.	NIL	NIL
No. of Board Meetings attended during the year	7 out of 7	7 out of 7	4 out of 7
Directorship held in Other Companies	Confederation of Indian Textile Industry (CITI)	IOL Chemicals & Pharmaceuticals Ltd. Inde Dutch Engineering & Aerospace services Ltd. Mobipay Securiservices Pvt. Ltd. Nextgen Telesolutions Pvt. Ltd.	S. Girotra Consultants (P) Ltd. Puru Sepricon Pvt. Ltd. Newby Teas Overseas Pvt. Ltd. OVD Kinegram India Pvt. Ltd. PHD Chamber of Commerce and Industry MM Auto Industries Ltd. SICPA India Pvt. Ltd.
Membership / Chairmanship of Committees held in Other Public Ltd. Companies (includes only Audit Committee & Stakeholder's Relationship Committee)	Chairmanship: NIL Membership: NIL	Chairmanship: NIL Membership: NIL	Chairmanship: NIL Membership: NIL
Relationships between Directors inter-se	-	-	-
Remuneration details	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report

For and on behalf of the Board
Sd/
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 21.05.2019

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

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 38th Annual General Meeting of the Company, to be held on Saturday, the 28th day of September, 2019 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 31st March, 2019.		
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.		
Special Business			
3.	Ratification of remuneration of Cost Auditors.		
4.	Appointment of Sh. Divij Bagrodia, as an Executive Trainee of the Company being appointed to the office or place of profit.		
5.	Re-appointment of Sh. Chandra Mohan (DIN-00017621) as an Independent Director of the Company for further terms of five consecutive years		
6.	Re-appointment of Sh. Satish Girotra (DIN-01112511) as an Independent Director of the Company for further terms of five consecutive years		

Signed this day of 2019.

.....

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.

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Attendance Slip

(To be presented at the entrance)

38TH ANNUAL GENERAL MEETING ON 28TH SEPTEMBER, 2019 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.

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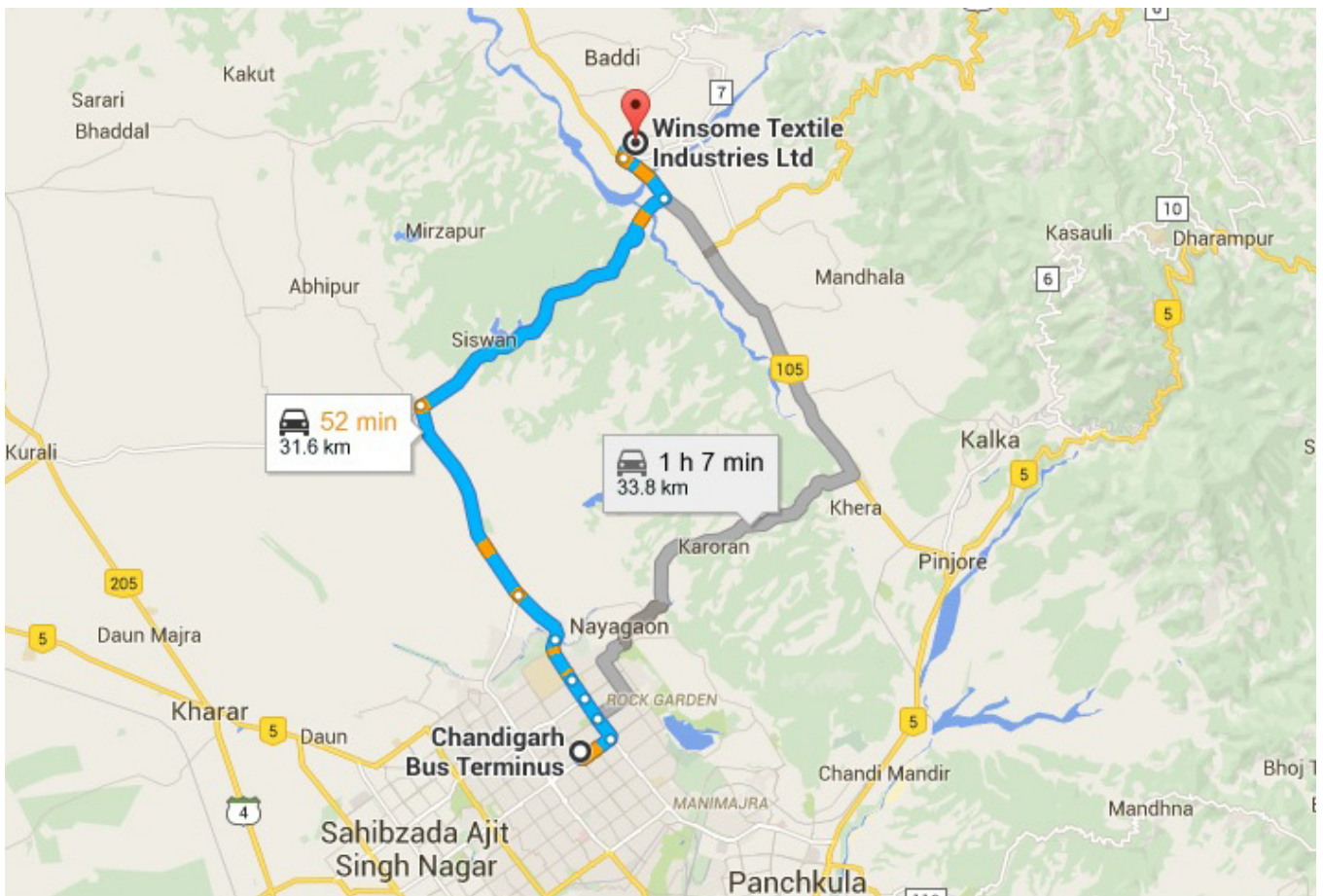
WINSOME TEXTILE INDUSTRIES LIMITED

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Route Map



Source: www.google.co.in/maps