

# winsome

## Textile Industries Ltd.

SCO # 191-192, Sector 34-A

Chandigarh - 160 022 INDIA

Tel. : +91-172-2603966, 4613000

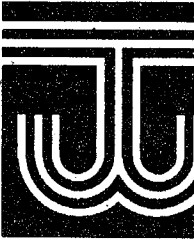
Fax : +91 - 172 - 4646760

CIN : L17115HP1980PLC005647

E-mail : wtil@winsometextile.com

Website : www.winsometextile.com

SCRIP CODE: 514470



Ref. No. WTIL/SECT/20  
Date: 23<sup>rd</sup> November, 2020

BSE Limited  
Corporate Relationship Deptt.  
Dalal Street, P.J. Towers,  
Mumbai-400001.

National Securities Depository Ltd. (NSDL)  
Trade World, 4th Floor  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai-400013

ISIN: INE 837B01031

Central Depository Services (India) Ltd. (CDSL)  
25th Floor, Marathon Futurex  
N M Joshi Marg, Lower Parel (East)  
Mumbai-400013

ISIN: INE 837B01031

**Subject: Notice & Intimation of Book Closure for 39<sup>th</sup> Annual General Meeting**

Ref. Regulation 30 and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

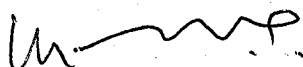
Pursuant to the provisions of SEBI (LODR), Regulations, 2015, this is to inform you that the 39th Annual General Meeting of the Company will be held on **Wednesday, the 23<sup>rd</sup> day of December, 2020** at 10.00 A.M at Registered Office of the Company i.e.1, Industrial Area, Baddi, Distt. Solan, H.P. 173205. The Notice of 39<sup>th</sup> Annual General Meeting is enclosed herewith for your information and record please.

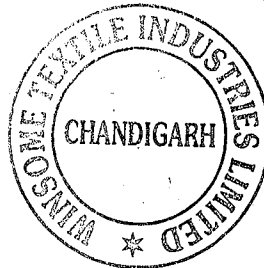
Further, this is to inform you that pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from **16.12.2020 to 23.12.2020** (both days inclusive) for the purpose of Annual General Meeting.

Furthermore, pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing the facility to its members to cast vote by electronic means on all or any of the business specified in the Notice convening the AGM (Remote E-voting). Accordingly, for the purpose of determining the shareholders eligibility to cast their votes electronically/physically, the Company has fixed **Wednesday, 16<sup>th</sup> December, 2020** as cut-off date. The remote e-voting facility will commence on **Friday, 18<sup>th</sup> December, 2020 from 9:00 A.M. (I.S.T.)** and shall end on **Tuesday, 22<sup>nd</sup> December, 2020 at 5:00 P.M. (I.S.T.)**. The remote e-voting shall not be allowed beyond the above said dates and time. The Company has engaged the services of Link Intime India Private Limited (LI IPL) to provide the Remote E-Voting services to its members.

You are requested to take the above mentioned information/document on your record.

Sincerely Yours,  
For Winsome Textile Industries Limited

  
Videshwar Sharma  
Company Secretary & Compliance Officer  
ACS-17201



**CC:-**  
Vice President  
M/s Link Intime (India) Private Limited  
Noble Heights, 1<sup>st</sup> Floor, LCS,  
Near Savitri Market Janakpuri,  
New Delhi - 110058,

Encls: 39<sup>th</sup> Annual General Meeting Notice



## 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 **39<sup>th</sup> Annual General Meeting of the Members of Winsome Textile Industries Limited**, will be held on Wednesday, the 23<sup>rd</sup> day of December, 2020 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, 2020, 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 K.K. Sinha & Associates, Cost Accountants, Chandigarh, (Firm Registration 100279), appointed by the Board of Directors as Cost Auditor of the Company, for conducting Cost Audit of Company for the financial year 2020-21, 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 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) 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, Smt. Manju Lakhanpal (DIN: 07130592) who was appointed as an Additional Director and holds office upto the date of the this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature, the approval of the Company be and is hereby accorded to appoint Smt. Manju Lakhanpal (DIN: 07130592) as an Independent Director of the Company for a term of five consecutive years from 23<sup>rd</sup> December 2020 upto 22<sup>nd</sup> December 2025 and who shall not be liable to retire by rotation and shall also continue as an Independent Director of the Company even after attaining the age of seventy five years during the tenure of her appointment".

**"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 an Ordinary 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 Directors) 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. Arun Kumar Basu (DIN: 08747388) who was appointed as an Additional Director and holds office upto the date of the this Annual General Meeting of the Company 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. Arun Kumar Basu (DIN: 08747388) as an Independent Director of the Company for a term of five consecutive years from 23<sup>rd</sup> December 2020 upto 22<sup>nd</sup> December 2025 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.

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 rules made thereunder, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) read with SEBI (LODR) Regulations, 2015 as amended, the approval of the Company be and is hereby accorded to re-appoint Smt. Neena Singh (DIN:00233352) as an Independent Director of the Company, (whose present term shall expire on 27<sup>th</sup> September,2020), to hold office for a second term of five consecutive years from 28<sup>th</sup> September, 2020 upto 27<sup>th</sup> September,2025 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.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 read with section 161(1) and Companies (Appointment and Qualification of Directors) 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), Shri Anil Kumar Sharma (DIN:01157106) who was appointed as an Additional Director and who holds office upto the date of this Annual General Meeting 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 Shri Anil Kumar Sharma (DIN:01157106) as a Director of the Company, and who shall 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.”

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, read with Schedule V to the Act, as amended, the approval of the Company be and is hereby accorded for appointment and re-designation 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 13<sup>th</sup> February 2020 to 12<sup>th</sup> February, 2023 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 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 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.”

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, read with Schedule V to the Act as amended, the approval of the Company be and is hereby accorded for re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company, for a period of five years from 01<sup>st</sup> February 2021 on the terms & conditions as set out in the explanatory statement annexed to the Notice convening this Meeting”.

**RESOLVED FURTHER THAT** the approval of the Company be and is hereby also accorded for payment of remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting for a period of three years (01<sup>st</sup> February, 2021 to 31<sup>st</sup> January, 2024) in compliance with schedule V and other relevant provisions of the Companies Act, 2013”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter or increase or vary the terms and conditions of the said 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 appointment of Shri 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.”

**Place:** Chandigarh

**Dated:** 31.07.2020

**For and on Behalf of the Board**

**Sd/-**

**Ashish Bagrodia**

Chairman & Managing Director

DIN-00047021

## 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 4<sup>th</sup> September, 2017 (subject to annual reappointment 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 with after the Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7<sup>th</sup> May 2018. So, 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 16.12.2020 to 23.12.2020 (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 provided as an Annexure to this notice.
7. During the year under review no unclaimed and unpaid dividend pending for transfer. Although, the unclaimed dividend and shares transferred to the IEPF Authority by the Company in the previous year can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.
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 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.

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 08<sup>th</sup> June, 2018 and further amendment vide notification no. SEBI/LAD/-NRO/GN/2018/49, dated 30<sup>th</sup> 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 2019-20 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](http://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 39<sup>th</sup> 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, 1<sup>st</sup> 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 39<sup>th</sup> 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).
- 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 18<sup>th</sup> December, 2020 at 9:00 A.M. (IST) and shall end on 22<sup>nd</sup> December, 2020 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 16<sup>th</sup> December 2020, 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.

The instructions for Remote e-Voting are as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A **User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members 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) (Members 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/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- 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 on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. 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.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.
- 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 the 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". Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**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 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 [enotices@linkintime.co.in](mailto:enotices@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. 16<sup>th</sup> December 2020, 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.
- 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. 16<sup>th</sup> December 2020.
- 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. Thereafter, the Chairman or a person authorized by him in writing shall 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](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 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 K.K. Sinha & Associates, Cost Accountants, as Cost Auditor of Company for the Financial Year 2020-2021 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. 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 the Resolution set out at item no. 3 of the Notice.

#### ITEM NO. 4

Based on recommendations of Nomination and Remuneration Committee, the Board of Directors propose the appointment of Smt. Manju Lakhanpal (DIN:07130592) 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 from 23<sup>rd</sup> December 2020 upto 22<sup>nd</sup> December 2025, not liable to retire by rotation.

The Board has appointed Smt. Manju Lakhanpal (DIN: 07130592) as an Additional Director of the Company with effect from 01<sup>st</sup> April, 2020. Your board considers that Smt. Manju Lakhanpal (DIN: 07130592) association with the Company as an Independent Director would immensely benefit the Company as she possess vast administration experience of more than 35 years with Department of Income Tax, Ministry of Finance. She has varied experience in administration, as a Chief Commissioner of Income tax, as an appellate authority and at various other positions during her long stint as an IRS Officer.

The Company has received a declaration to the effect that she 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Smt. Manju Lakhanpal is now 72 years old and during her current tenure, she will cross the age limit of 75 years. Therefore, to fulfill the requirements of SEBI Notification No. SEBI/LAD-NRO/GN/2018/10, dated 09<sup>th</sup> May, 2018, the resolution of her appointment have been proposed to be passed as a Special Resolution.

In the opinion of the Board, she fulfills the conditions as specified in the Companies Act and SEBI Listing Regulations and eligible for appointment as an Independent Directors 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 her candidature for the office of the Director of the Company. Brief resume of Smt. Manju Lakhanpal, nature of her expertise in specific functional areas, names of companies in which she 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 her 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 Board recommends the Special Resolution at Items No. 4 of this Notice for approval of the Members.

#### NOTICE OF INTEREST

Except Smt. Manju Lakhanpal, and her 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. 4 of the Notice.

#### ITEM NO. 5

Based on recommendations of Nomination and Remuneration Committee, the Board of Directors propose the appointment of Sh. Arun Kumar Basu (DIN: 08747388) 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 from 23<sup>rd</sup> December 2020 upto 22<sup>nd</sup> December 2025, not liable to retire by rotation.

The Board has appointed Sh. Arun Kumar Basu (DIN: 08747388) as an Additional Director of the Company with effect from 29<sup>th</sup> May, 2020. Your board considers that Sh. Arun Kumar Basu (DIN: 08747388) association with the Company as an Independent Director would benefit the Company as he is a Post Graduate in Textile Engineering from Indian Institute of Technology (IIT), Delhi and has an Industrial experience of about forty years in Textile Industry. He has an extensive experience in product development, system analysis, process analysis, evaluation of new technologies, team building, capacity improvement, planning and execution etc. He has an extensive experience in Production of

various types of products viz. Melange Yarn, Core Spun yarn, Compact yarn, High Twist and Low Twist Yarn, Siro Yarn, Slub Yarn etc in cotton as well in various other blends, which were sold in various high end markets viz. Japan.

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 specified in the Companies Act and SEBI Listing Regulations and eligible for appointment as an Independent Directors 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. Arun Kumar Basu, 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 AGM till the conclusion of the AGM.

The Board recommends the Ordinary Resolution at Items No. 5 of this Notice for approval of the Members.

#### NOTICE OF INTEREST

Except Sh. Arun Kumar Basu, 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. 5 of the Notice.

#### ITEM NO. 6

Based on recommendations of Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Smt. Neena Singh (DIN:00233352) as an Independent Director for a second term of five consecutive years from 28<sup>th</sup> September, 2020 upto 27<sup>th</sup> September, 2025, not liable to retire by rotation. Smt. Neena Singh (DIN: 00233352) was appointed as an Independent Directors of the Company at the 34<sup>th</sup> Annual General Meeting ("AGM") of the Company and holds office up to 27<sup>th</sup> September 2020.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given her background, experience and contribution, the continued association of Smt. Neena Singh (DIN:00233352) would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

The Company has received a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules made 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act and SEBI Listing Regulations and eligible for reappointment as an Independent Director and is independent of the management of the Company. Brief resume of Smt. Neena Singh, nature of her expertise in specific functional areas, names of companies in which she 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 her 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 Board recommends the Special Resolution at Items No. 6 of this Notice for approval of the Members.

#### NOTICE OF INTEREST

Except Smt. Neena Singh (DIN:00233352) and her 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.6 of the Notice.

#### ITEM NO. 7 to 8

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has appointed Sh. Anil Kumar Sharma (DIN: 01157106) CEO of the Company as an Additional Director of the Company under section 161(1) of the Act, with effect from 13<sup>th</sup> February, 2020. In terms of section 161(1) of the Act, Sh. Anil Kumar Sharma holds office upto the date of the forthcoming AGM. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company.

The Board has also appointed Sh. Anil Kumar Sharma as an Executive Director & CEO (Whole Time Director) of the Company for a period of

three years from 13<sup>th</sup> February, 2020 upto 12<sup>th</sup> February, 2023, 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 appointment.

Sh. Anil Kumar Sharma, aged 66 years, is a B. Tech from Punjab Agriculture University, Ludhiana and Masters in Business Administration from Department of Business, Punjab Agriculture University Ludhiana and presently he is holding the position of CEO (KMP) of the Company. As a team leader of marketing and administrative team of the Company Sh. Anil Kumar Sharma has done pioneer work in the area of market development, brand management etc. This includes the design of new process in marketing, value selling and launch a new product etc. Brief resume of Sh. Anil Kumar 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. In the opinion of the Board, he fulfils the conditions specified in the Companies Act and SEBI Listing Regulations and eligible for appointment as Director - Whole Time Director designated as an Executive Director and CEO.

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 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 13<sup>th</sup> February, 2020 are as follows:

**1. Proposed Remuneration:**

**Basic Salary:** ₹3,63,582/- per month with an increment of ₹35,000/- per month every year which will fall due on 1<sup>st</sup> April of every year. The first increment will be due on 1<sup>st</sup> April 2020. 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 of the Company.

**ii) Medical Reimbursement:**

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

**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 of the Company.

**ix) Other benefits and amenities:**

Such other benefits and amenities as may be provided by the Company to other senior executives 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 following 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 may be treated as a written memorandum setting out the terms of appointment of Shri Anil Kumar Sharma in terms of section 190 of the Companies Act, 2013..

The Board recommends the Special Resolution(s) for items No. 7 and 8 of this Notice for approval of the 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. 7 and 8 of the Notice respectively.

#### ITEM NO. 9

Shri Ashish Bagrodia was re-appointed as Chairman & Managing Director of the Company for a period of five years w.e.f. 01<sup>st</sup> February 2016 and the current tenure of his appointment shall expire on 31<sup>st</sup> January 2021. Now, based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has re-appointed him as Chairman & Managing Director of Company for a period of five years and approved remuneration for three years, which shall be effective from 01<sup>st</sup> February, 2021, 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 appointment.

Shri Ashish Bagrodia, aged 50 years is B.E. (Mech.) Hons. is a distinguished person having more than two decades of core experience in Textile Industry. During his tenure as Chairman & Managing Director, Company has successfully established its second Spinning Unit namely WTIL UNIT- II of 41088 Spindles in the Village Kaundi, Baddi, Distt. Solan, H.P. which started the commercial production in November 2013. Apart from it, he has successfully established Manuni Hydro Power Project (3.5 M.W.) of the Company at Dharamshala, Distt. Kangra, Manuni Khand (H.P.), which is in commercial production since March, 2017. In his dynamic leadership, Company has received several coveted awards for export of processed yarns and in the opinion of Board of Directors, for smooth and efficient running of the administrative affairs of Company, the services of Shri Ashish Bagrodia should be continued for a further period of five years. Brief resume of Shri Ashish Bagrodia, 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, are provided as an Annexure to this Notice. In the opinion of the Board, he fulfills the conditions specified in the Companies Act and SEBI Listing Regulations and eligible for reappointment as Chairman and Managing Director.

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. 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 a period of three years w.e.f. 01<sup>st</sup> February, 2021 are as follows:

#### 1. Proposed Remuneration:

(a) **Basic Salary:** ₹6,50,000/- per month with an increment of ₹75,000/- per month every year which will fall due on 1<sup>st</sup> April of every year. The first increment will be due on 1<sup>st</sup> April 2021. 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 travelling 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 executives from time to time.

## 3. In addition to the perquisites as aforesaid, 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, the 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 (DIN: 00047021) 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 may be treated as a written memorandum setting out the terms of re-appointment of Shri Ashish Bagrodia in terms of section 190 of the Companies Act, 2013..

The Board recommends the Special Resolution at items no. 9 of this Notice for approval of the 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 Resolution set out at item no. 9 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 31.03.2020 and 31.03.2019 are as under:

(₹ In lacs)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Total Revenues	66399.94	72418.29
Profit Before Interest and Depreciation	6680.26	8643.40
Less: Interest	4877.88	4839.25
- Depreciation	2245.67	2373.51
Net Profit/Loss before Tax	(443.29)	1430.84
Less : Tax Expenses	(151.34)	219.00
Net Profit/Loss after Tax	(291.95)	1211.84
Total Comprehensive Income (Ind AS)	(253.02)	1287.13

Export Performance and Net Foreign Exchange

(₹ In lacs)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Foreign Exchange Earning	23312.31	24989.16
Less. Foreign Exchange Outgo	4503.16	1147.86
Net Foreign Exchange Earning	18809.15	23841.30

(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 66 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 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)
31.03.2020	79.22
31.03.2019	72.46
31.03.2018	72.46

**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 and CEO 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 50 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)
31.03.2020	121.59
31.03.2019	122.22 (Including Commission)
31.03.2018	107.91

**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 and Managing Director is one of the Promoter & Key Managerial personnel (KMP) of the Company, hence related party to the Company in terms of section 2(76) of the Companies Act, 2013.

**(III) Other Information**

Financial Year 2019-20 has been a challenging year with weakening macro-economic conditions, slowing market growths in textile sector and finally, COVID-19 outbreak and containment measures towards the end of the year have further aggravated the situation. The speed of growth may remain sluggish in the forthcoming period(s) due to Covid-19, and may result in inadequate profits/losses, as a result, the profits are/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 an end to ongoing pandemic i.e Covid-19.

**(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.
4. The aforesaid statements forms an integral part of this notice calling the Annual General Meeting.

**ANNEXURE TO ITEM NO. 4 TO 9****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	Neena Singh	Anil Kumar Sharma	Manju Lakhnupal	Arun Kumar Basu
Date of Birth	19.06.1970	08.11.1956	29.06.1954	07.08.1947	16.08.1953
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	'01.10.1996	27.03.2015	13.02.2020	01.04.2020	29.05.2020
Director Identification Number	'00047021	00233352	'01157106	'07130592	'08747388
Qualifications	B. E. (Mech.) Hons.	Master of Education	MBA and B. Tech.	IRS -1971 Batch	Textile Engineer
Experience & Expertise in specific Functional Areas	More than two decades of vast & rich experience in Textile Industry as team leader.	More than 30 years rich experience in the field of banking, finance and management.	More than 40 years core experience in the field of marketing and administration of textile Industry	Having administrative experience of more than 35 years with the Department of Income Tax (Ministry of Finance)	More than 40 years core experience in operations of Textile Industry.
No. of shares held in the Company as on 31.03.20	49220 Equity Shares of ₹10/- each.	NIL	NIL	NIL	NIL
No. of Board Meetings attended during the year	7 out of 7	6 out of 7	Nil	NIL	NIL
Directorship held in other Companies	Confederation of Indian Textile Industry (CITI)	Punjab Communications Limited	Majestic Auto Limited Kailashpati Vinimay (P) Ltd	SAB Industries Limited Steel Strips Infrastructure Limited Steel Strips Ltd. Steel Strips Industries Limited	NIL
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: Member in Audit Committee & Stakeholders Relationship Committee of Punjab Communications Limited	Chairmanship: NIL Membership: NIL	Chairmanship: Chairperson in Stakeholders Relationship Committee of Steel Strips Infrastructure Limited Membership: Member in Audit Committee of SAB Industries Limited Member in Audit Committee & Stakeholders Relationship Committee of Steel Strips Infrastructure Limited Member in Audit Committee of Steel Strips Ltd.	Chairmanship: NIL Membership: NIL
Relationships between Directors inter-se	-	-	-	-	-
Remuneration details	Refer Corporate Governance Report				

Place: Chandigarh  
Date: 31.07.2020

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



WINSOME TEXTILE INDUSTRIES LIMITED

CIN:L17115HP1980PLC005647

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

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

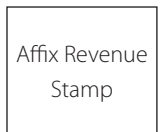
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 23<sup>rd</sup> day of December 2020 at 10:00 A.M. at regd. office of Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below :-

Sl. No.	Resolutions	For	Against
	<b>Ordinary Business</b>		
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 <sup>st</sup> March, 2020.		
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.		
	<b>Special Business</b>		
3.	Ratification of remuneration of Cost Auditors.		
4.	Appointment of Smt. Manju Lakhanpal (DIN:07130592) as an Independent Director for a term of five consecutive years		
5.	Appointment of Shri Arun Kumar Basu (DIN: 08747388) as an Independent Director for a term of five consecutive years		
6.	Re-appointment of Smt. Neena Singh (DIN: 00233352) as an Independent Director of the Company for second term of five consecutive years		
7.	Appointment of Shri. Anil Kumar Sharma (DIN: 01157106) as a Director of the Company		
8.	Appointment and re-designation 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		
9.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021), as Chairman & Managing Director of the Company for a period of five years and remuneration for three years		

Signed this ..... day of ..... 2020.

.....  
Signature of Shareholder

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



**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

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

## Attendance Slip

(To be presented at the entrance)

39TH ANNUAL GENERAL MEETING ON WEDNESDAY, THE 23<sup>RD</sup> DAY OF DECEMBER 2020 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

Regd. office: 1, Industrial Area, Baddi, Distt. Solan, H.P. - 173205 | Phone No:- 01795-244045 Fax No. 01795-244287

Website: [www.winsometextile.com](http://www.winsometextile.com), email: [cswtil@winsometextile.com](mailto:cswtil@winsometextile.com)

## Route Map

