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

Ref. No. WTIL/SECT/2025-2026:0053
Date: 25th August, 2025

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

SCRIP CODE: 514470

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 44th 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 44th Annual General Meeting of the Company will be held on **Wednesday, the 24th day of September, 2025** at 10:30 A.M at Registered Office of the Company i.e.1, Industrial Area, Baddi, Distt. Solan, H.P. 173205. The Notice of 44th Annual General Meeting is enclosed herewith for your information and record.

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 **17.09.2025 to 24.09.2025** (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 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, **17th September, 2025** as cut-off date. The remote e-voting facility will commence on **Friday, 19th September, 2025 from 9:00 A.M. (I.S.T.)** and shall end on **Tuesday, 23rd September, 2025 at 5:00 P.M. (I.S.T.)**. The remote e-voting shall not be allowed beyond the above said date and time.The Company has engaged the services of MUFG Intime India Private Limited (LIIPL) 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
Digitally signed by VIDESHWAR SHARMA
Date: 2025.08.25 12:29:55 +05'30'

Videshwar Sharma
Company Secretary & Compliance Officer
ACS-17201

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

Encls: 44th Annual General Meeting Notice

NOTICE

WINSOME TEXTILE INDUSTRIES LIMITED
CIN : L17115HP1980PLC005647
Registered 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 44th Annual General Meeting of the Members of Winsome Textile Industries Limited, will be held on Wednesday, the 24th day of September, 2025 at 10:30 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) - 173205 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.

3. To appoint a Director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) the payment of remuneration of ₹75000/- (Rupees Seventy Five Thousand Only) plus GST, if applicable and out of pocket expenses, if any to M/s K.K. Sinha & Associates, Cost Accountants, Chandigarh, (Firm Registration 100279), re-appointed by the Board of Directors as Cost Auditor of the company, for conducting Cost Audit of Company for the financial year 2025-2026, be and is hereby ratified and confirmed"

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

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

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. Ramesh Bhatia, practicing Company Secretary (Registration no: P896), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

"RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or 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 provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of the Company be and is hereby accorded for re-appointment of Shri Anil Kumar Sharma (DIN 01157106), as an Executive Director and CEO (Whole-Time Director) of the Company, for a period of three years with effect from 12th February, 2026 to 11th February, 2029 on the terms & conditions and remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting".

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

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

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

7. 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 01st February 2026 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 (01st February, 2026 to 31st January, 2029) 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."

For and on behalf of the Board

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

Place: Chandigarh
Date: 08.08.2025

NOTES:

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

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

2. Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard 2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of special business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 17.09.2025 to 24.09.2025 (both days inclusive).

5. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking re-appointment at the AGM, forms an integral part of the notice. Requisite declarations/ consent have been received from the Director(s) seeking 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.

6. During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF. Although, the unclaimed dividend and shares transferred to the IEPF Authority by the Company in the previous year(s) can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

7. Members desiring any information, as regards accounts & operations, are requested to write to the Company at its Registered Office at least ten days before the date of Annual General Meeting so as to enable to keep the information ready.

8. Members/Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

9. In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.

10. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

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

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar & Share Transfer Agent of the Company.

13. SEBI vide Notification no. SEBI/LAD/-NRO/GN/2018/24, dated 08th June, 2018 and further amendment vide notification no. SEBI/LAD/- NRO/GN/2018/49, dated 30th November, 2018, and vide Notification No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and as per Regulation 40(1) of SEBI (LODR) Regulations, 2015, prescribed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the equity shares of the Company promptly.

14. SEBI vide Notification No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and further vide circular No: SEBI/ HO/MIRSD/MIRSD-PoD\-1/P/CIR/2023/37 dated 16th March

2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In this regard RTA has dispatched letters to shareholders regarding updation of KYC, who have securities in physical form and informed to the stock exchange/SEBI regarding compliance of the same.

15. The Notice of AGM along with Annual Report 2024-25 is being sent through electronic mode to those members whose e-mail addresses are registered with depository/ company. Those members whose e-mail addresses are not registered with depository/company are being provided a letter/single page communication wherein the details of availability of soft copy of annual report will be provided. In spite of above, if any member still wants to have a physical copy of the Annual Report, then they may write to the Company/RTA. Members who have so far not registered their email addresses and changes therein, are requested to register/update the same with depository participant in case of electronic holdings. In case of shares are held in physical form, members may register their email addresses & changes therein with RTA/Company. The Annual Report of the Company as circulated to the members of the Company shall also be available on www.winsometextile.com, www.bseindia.com and www.in.mpms.mufg.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 44th 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. MUFG Intime India Private Limited, having its office located at Noble Heights, 1st Floor, LCS Near Savitri Market, Janakpuri, New Delhi - 110058 (Tel. 011-49411000, Fax No. 011-41410591) is Registrar & Share Transfer Agent of the Company. The Shareholders can contact them for dematerialization, transmissions, communications for change of address, issue of duplicate shares, bank Mandates etc. directly.

20. Voting through electronic means:-

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on all the resolutions proposed to be considered at the 44th 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 MUFG Intime India Private Limited (LIIPL) (RTA of the Company).

II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period shall commence on 19th September, 2025 at 9:00 A.M. (IST) and shall end on 23th September, 2025 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 17th September, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime India Private Limited (LIIPL) for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Remote e-voting instructions for shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login"

c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Proceed with updating the required fields.

c) Post successful registration, user will be provided with Login ID and password.

d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

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

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

**Shareholders 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).

- Enter Image Verification (CAPTCHA) Code

- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Investor Mapping**" tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.

e) 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).

f) 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.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select "**View**" icon for "**Company's Name / Event number**".

d) E-voting page will appear.

e) Download sample vote file from "**Download Sample Vote File**" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:- Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2025, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in. However, if you are already registered with LIIPL 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 LIIPL at the following toll free no.: 022 - 49186000.

VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 17th September, 2025

VII. Mr. Girish Madan, Practicing Company Secretary (Membership No. FCS-5017) has been appointed as the Scrutinizer to scrutinize the remote e-voting process including polling papers in fair and transparent manner.

VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman. Thereafter, the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e.www.winsometextile.com and on website of LIIPL i.e. https://instavote.linkintime.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Annexure to the Notice

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

ITEM NO. 4

The Board of Directors, on the recommendation of Audit Committee have appointed M/s K.K. Sinha & Associates, Cost Accountants, as Cost Auditor of Company for the Financial Year 2025-2026 to conduct the Cost Audit of the Company on a total remuneration of ₹ 75,000/-(Rupees Seventy Five Thousand Only), plus GST if applicable, and out of pocket expenses, if any. According to provisions of section 148 of Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014, the remuneration of Cost Auditor is subject to the ratification by members of Company. The Board recommends the Ordinary Resolution at Items No.4 of this Notice for approval of the Members.

NOTICE OF INTEREST

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

ITEM NO. 5

Mr. Ramesh Bhatia, an Individual, practicing Company Secretary with over 30 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. This expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. Ramesh Bhatia was appointed as secretarial auditors of the Company for conducting secretarial audit since financial year 2014-2015 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed Individual as secretarial auditor for not more than one (1) term of five (5) consecutive years. Mr. Ramesh Bhatia is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at their meeting held on May 17, 2025, approved the appointment of Ramesh Bhatia as secretarial auditor of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to the approval of the shareholders of the Company.

Mr. Ramesh Bhatia has given his consent to act as secretarial auditors of the company and confirmed that has aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Ramesh Bhatia has provided a confirmation that he have subjected himself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to Ramesh Bhatia for secretarial audit services for the financial year ending March 31, 2026, is Rupees Forty Thousand plus GST and out of pocket expenses, if applicable. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of Ramesh Bhatia for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with Ramesh Bhatia.

Based on the recommendations of the Audit Committee, the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past. The Board recommends the Ordinary Resolution at items No. 5 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. 5 of the Notice.

ITEM NO. 6

Based on the recommendations/approvals of Audit Committee, Nomination and Remuneration Committee, the Board of Directors has Re-appointed Sh. Anil Kumar Sharma (DIN: 01157106) CEO of the Company as an Executive Director & CEO (Whole Time Director) with effect from 12th February, 2026 for a period of three years from 12th February, 2026 to 11th February 2029, 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 considered as a break in his fixed term of appointment.

Sh. Anil Kumar Sharma, aged 71 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 include 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 re-appointment as Whole Time Director designated as an Executive Director and CEO.

As per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations 2015, Sh. Anil Kumar Sharma being an Executive Director & CEO, qualifies as a Related Party. Accordingly, the re-appointment and payment of remuneration constitute a Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act, 2013. The said transaction has been reviewed and approved by the Audit Committee and the Board of Directors, and is considered to be in the ordinary course of business and on arm's length basis.

As the proposed related party transaction does not qualify as a material related party transaction under Regulation 23(1) of the SEBI (LODR) Regulations, 2015, hence, shareholder approval under Regulation 23(4) is not required. However, the approval being sought from shareholders under other relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, for the purpose of appointment and payment of remuneration to the Executive Director & CEO. All details as required under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder has been provided in the explanatory statement.

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 approved/ recommended by the Audit Committee and Nomination and remuneration Committee and approved by the Board , subject to the approval of Shareholders of the Company for a period of three years with effect from 12th February, 2026 are as follows:

1. **PROPOSED REMUNERATION:**

   Basic Salary: Rs. 585000/- per month with an annual increment of Rs. 40000/- per month which will fall due on 1st April, every year. The first increment will be due on 1st April 2027. The increment amount may vary keeping in view the performance of the Company.

   (Current Remuneration details: Basic Salary: Rs. 546083/- per month with an increment of Rs. 37500/- per month.)

2. **Perquisites & Allowances:**

   i) House Rent Allowance

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

   ii) Medical Reimbursement:

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

   iii) Club Fees:

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

   iv) Telecom & Computer Facilities:

   As per requirements.

   v) Insurance:

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

   vi) Car:

   Free use of Company's car with driver.

   vii) Leaves:

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

   viii) Loan(s) and Other Schemes:

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

   ix) Other benefits and amenities:

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

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

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

   ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per gratuity act and shall not exceeds the maximum amount exempted from income tax u/s 10(10) of the income tax Act.

   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 at Items No. 6 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 is, in any way, concerned or interested, in the Resolutions set out at item no. 6 of the Notice respectively.

ITEM NO. 7

Shri Ashish Bagrodia was re-appointed as Chairman & Managing Director of the Company for a period of five years w. e. f. 01st February 2021 and the current tenure of his appointment shall expire on 31st January 2026. Now, based on the recommendations/approvals of Audit Committee, Nomination and Remuneration Committee, the Board of Directors of the Company have re-appointed Shri Ashish Bagrodia as Chairman & Managing Director of Company for a period of five years and approval remuneration for three years, which shall be effective from 01st February, 2026, subject to the approval of shareholders of the Company.

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

Shri Ashish Bagrodia, aged 55 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.

As per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations2015, Sh. Ashish Bagrodia being a Promoter and Chairman & Managing Director, qualifies as a Related Party. Accordingly, the re-appointment and payment of remuneration constitute a Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act, 2013. The said transaction has been reviewed and approved by the Audit Committee and the Board of Directors, and is considered to be in the ordinary course of business and on arm's length basis.

As the proposed related party transaction does not qualify as a material related party transaction under Regulation 23(1) of the SEBI (LODR) Regulations, 2015, hence, shareholder approval under Regulation 23(4) is not required. However, the approval being sought from shareholders under other relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, for the purpose of appointment and payment of remuneration to the Chairman & Managing Director. All details as required under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder has been provided in the explanatory statement

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 approved/recommended by the Audit Committee and Nomination and remuneration Commitee and approved by the Board for a period of three years starting from 01st February, 2021 are as follows:

1. PROPOSED REMUNERATION:

(a) **Basic Salary:** Rs. 1165000 /- per month with an annual increment of Rs. 85000 /- per month which will fall due on 1st April, every year. The first increment will be due on 1st April 2027. The increment amount may vary keeping in view the performance of the Company.

(Current Remuneration details: Basic Salary: Rs. 1080000/- per month with an increment of Rs. 80000/- per month.)

(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 officers 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 as per gratuity act and shall not exceed maximum amount exempted from income tax u/s 10(10) of the income tax Act.

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 Board recommends the Special Resolution at items no. 7 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 is, in any way, concerned or interested, in the Resolution set out at item no. 7 of the Notice.

The information as required by second provision 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 31.03.2025 and 31.03.2024 are as under:

(₹ In lacs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Total Revenues	86816.10	82576.39
Profit Before Interest and Depreciation	10389.37	9023.94
Less: Interest	4644.69	4358.77
- Depreciation	2233.94	2177.70
Net Profit/Loss before Tax	3510.74	2487.47
Less : Tax Expenses	703.85	618.96
Net Profit/Loss after Tax	2806.89	1868.51
Total Comprehensive Income (Ind AS)	**2812.66**	**1883.38**

Export Performance and Net Foreign Exchange

(₹ In lacs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Foreign Exchange Earning	44329.74	41370.18
Less. Foreign Exchange Outgo	6272.37	2124.61
Net Foreign Exchange Earning	38057.37	39245.57

(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 DIRECTORS

A. NAME: Sh. Anil Kumar Sharma

1) Back Ground Details, Job Profile and suitability:

Sh. Anil Kumar Sharma, aged 71 years, is a B.Tech from Punjab Agriculture University, Ludhiana and thereafter 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 rising up to Sales Head of one of the units. He has joined Company in 1985 and since then after multiple promotions presently working as President and Chief Executive Officer of the Company.

2) Past Remuneration

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

Financial Year ended	(₹ In lacs)
31.03.2025	110.14
31.03.2024	102.57
31.03.2023	94.43

3) Remuneration proposed:

The new remuneration package in the shape of salary and perquisites has already stated above 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 55 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 corporate advisory/management. He holds coveted position in industrial parlance and has served various prestigious organizations, associations as Director and member etc.

2) Past Remuneration

Sh. Ashish Bagrodia is presently working as Chairman & Managing Director of the Company and his present remuneration is proposed for approval of shareholders at the forthcoming Annual General Meeting of the Company. The remuneration drawn by Sh. Ashish Bagrodia during last three years is as under:

Financial Year ended	(₹ In lacs)
31.03.2025	226.67 (includes Commission of ₹ 37.44)
31.03.2024	189.12 (includes Commission of ₹ 26.50)
31.03.2023	184.82 (includes Commission of ₹ 35.87 lacs)

3) Remuneration proposed:

The new remuneration package in the shape of salary and perquisites has already stated above 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 is comparable considering the industry, size of the Company, the managerial position, the credentials and responsibilities of the Chairman & Managing Director.

5) Pecuniary relationship

Sh. Ashish Bagrodia, Chairman & Managing Director is one of the Promoter & Key Managerial Personnel (KMP) of the Company, hence a related party to the Company in terms of section 2(76) of the Companies Act, 2013. Apart this, he has no other pecuniary interest in the Company.

(III) Other Information

Financial year 2024-25 has been a challenging year and the outlook for upcoming financial years also seems uncertain due to war like situation at numbers of places around the globe. There seems to be substantial probability that it would affect the profitability of business entities across globe. So, as a precautionary measure this approval of shareholders in terms of schedule V is being sought to covers situations where profitability of the Company would be inadequate to absorb the allowable/approved remuneration to the Managerial Personnel. If during the proposed tenure of re-appointment of Managerial Personnel, the profitability of the Company would be inadequate to absorb the allowable/approved remuneration, even then the remuneration proposed in this Notice of Annual General Meeting shall be the minimum remuneration to be paid to the appointees.

(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. 6 & 7 0f Notice

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

Name of Director	Ashish Bagrodia	Anil Kumar Sharma
Date of Birth	19.06.1970	29.06.1954
Nationality	Indian	Indian
Date of appointment on the Board	01.10.1996	13.02.2020
Director Identification Number	00047021	01157106
Qualifications	B. E. (Mech.) Hons.	MBA and B. Tech.
Experience & Expertise in specific Functional Areas	More than two decades of vast & rich experience in Textile Industry as team leader.	More than 41 years core experience in the field of marketing and administration of textile Industry.
No. of shares held in the Company as on 31.03.2025	49220 Equity Shares of ₹10/- each.	50 Equity Shares of ₹10/- each.
No. of Board Meetings attended during the year	6 out of 6	6 out of 6
Directorship held in Other Public Ltd. Companies	Confederation of Indian Textile Industry (CITI)	Majestic Auto Limited Majestic IT Services Limited
Membership/Chairmanship of Committees held in Other Public Ltd. Companies (includes only Audit Committee & Stakeholder's Relationship Committee)	Chairmanship: NIL Membership: NIL	Chairmanship: 2 Membership: 2
Relationships between Directors inter-se	-	-
Remuneration details	Refer Corporate Governance Report	

Except Sh. Ashish Bagrodia (DIN:00047021) and Sh. Anil Kumar Sharma (DIN:01157106) and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolutions set out at item no. 6 and 7 of the Notice respectively.

For and on behalf of the Board

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

Place: Chandigarh
Date : 08.08.2025

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered 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 44th Annual General Meeting of the Company, to be held on Wednesday, the 24th day of September, 2025 at 10:30 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, 2025.		
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.		
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.		
Special Business			
4.	Ratification of remuneration of Cost Auditors.		
5.	Appointment of Secretarial Auditors.		
6.	Re- appointment of Shri Anil Kumar Sharma (DIN- 01157106) as an Executive Director & CEO of the company for a period of three years.		
7.	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 .... 2024.

....

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)

44TH ANNUAL GENERAL MEETING ON WEDNESDAY, 24TH DAY OF SEPTEMBER 2025 AT 10:30 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

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Route Map