

NOTICE

CIN : L17115HP1980PLC005647

Regd. Office: 1, Industrial Area, Baddi, Distt. Solan (H.P.)-173205

Phone No:- 01795-244045 Fax No:- 01795-244287

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

NOTICE is hereby given that an **Extra Ordinary General Meeting of the Members of Winsome Textile Industries Limited** will be held on Friday, the 27th March 2015 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) to transact the following business:

SPECIAL BUSINESS:

1. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association of the Company be and is hereby altered/amended by inserting following new Article 115A after Article 115 in Articles of Association of Company:

"115A: The Board of Directors may appoint or reappoint Managing Director of the Company as Chairman of the Company at the same time."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matter and things as may be necessary, proper or expedient to give effect to this resolution."

2. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT subject to the provisions of Section 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals, consents, as may be applicable/ required, the consent of shareholders of the Company be and is hereby accorded to revise the basic salary structure of Sh. Ashish Bagrodia (DIN 00047021) Managing Director of the Company, to Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month for a period of ten months only w.e.f. 01st April 2015 to 31st January 2016.

RESOLVED FURTHER THAT the other terms and conditions of re-appointment of Sh. Ashish Bagrodia (DIN 00047021) as Managing Director of the Company, shall remain unchanged and be governed with the shareholder's resolution passed in the Annual General Meeting held on 24th September 2012.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matter and things as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

Place : Chandigarh

Dated : 02.02.2015

(ASHISH BAGRODIA)
MANAGING DIRECTOR
DIN00047021

NOTES :

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

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
- 3 Members desiring any information as regard to accounts and operations are requested to write to the Company at its Registered Office at least ten days before the date of EXTRA ORDINARY GENERAL MEETING so as to enable to keep the information ready.
- 4 Members/proxies should fill the attendance slip for attending the Meeting.
- 5 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.
- 6 Relevant documents referred to in the proposed resolutions are available for inspection at the Registered office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the EXTRA ORDINARY GENERAL MEETING.
- 7 The notice of Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members who have so far not registered their email addresses & changes therein, are requested to register the same with their Depository Participant in case of electronic holdings under intimation to Registrar & Share Transfer Agent. In case of shares in physical form, members may register their email addresses & changes therein with Registrar & Share Transfer Agent of the Company.
- 8 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 immediately to the Registrar & Share Transfer Agent of the Company.
- 9 M/s Link Intime India Private Limited, having its office located at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi - 110028 (Tel. 011-41410592-94, Fax No. 011-41410591) is acting as Common Agency (Registrar & Share Transfer Agent) for dematerialisation and physical transfers of shares of the Company. The members should send their physical shares for transfers, transmissions, communications for change of address, issue of duplicate shares, bank details, ECS details, bank Mandates etc. directly to the aforesaid Registrar & Share Transfer Agent.
- 10 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the items nos. 1 and 2 to be transacted at the Extra Ordinary General Meeting as set out in the Notice is annexed hereto.
- 11 **Voting through electronic means :-**
- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide the members to exercise their right to vote at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The Notice of EOGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or from Company's website www.winsometextile.com.
The instructions for e-voting are as under :-
- A. In case a Members receives an e-mail from NSDL [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)] :-
- (i) Open the e-mail and also open the attached PDF file namely "**Winsome Textile e-voting. Pdf**" with your Client ID (in case you are holding shares in demat mode) OR Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "User ID" and "Password" for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL www.evoting.nsdl.com
 - (iii) Click on "Shareholder - Login".
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and password and Click Login.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached

- with the e-mail as initial password.
- (vi) Password Change Menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - (vii) Home page of " e-Voting" opens. Click on e-Voting-Active Voting Cycles.
 - (viii) Select "**EVEN**" (E-Voting Event Number) of **Winsome Textile Industries Limited**.
 - (ix) Now you are ready for e-Voting as "Cast Vote" page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - (xi) Upon confirmation, the message "vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to change/modify your vote.
 - (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter copy etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail gmadan1959@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Members receives physical copy of the Notice of EOGM [for Members whose e-mail addresses are not registered with the Company/Depository Participant(s)] :-
- (i) Initial password is provide in the enclosed 'Instructions for e-voting' for the EOGM.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xiii) above, to cast vote.
- II In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com>.
- III The e-voting period commences on Thursday, 19th March 2015 (9:00 A.M. IST) and ends on Saturday, 21st March 2015 (6:00 P.M. IST). During this period, shareholders of the Company. holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 27th February 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not allowed to change it subsequently.
- IV The voting right of the Shareholders 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. Friday, 27th February 2015.
- V Sh. Girish Madan, Practicing Company Secretary (Membership No. FCS-5017) has been appointed as the Scrutinizer to Scrutinize the e-voting process in fair and transparent manner.
- VI The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII The Result shall be declared on or after the EOGM. The Result declared along with the Scrutinizer's Report shall be placed on the Company's website www.winsometextile.com and on the website of NSDL within 2(two) days of the passing of the resolutions at EOGM of the Company and communication to the Stock Exchanges, where the shares of the Company are listed.

Place : Chandigarh
Dated : 02.02.2015

By order of the Board
(ASHISH BAGRODIA)
MANAGING DIRECTOR
DIN00047021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Presently Sh. Ashish Bagrodia is holding position of Managing Director of the Company. As per the provisions of Section 203 of the Companies Act 2013 and rules made thereunder, an individual shall not be appointed or re-appointed as the Chairman as well as Managing Director or Chief Executive Officer of the Company at the same time, after the date of commencement of Companies Act 2013 i.e. 1st April 2014 unless the Article of Association allow such appointment or re-appointment or the Company does not carry multiple businesses.

Presently your Company is engaged in the business of textile but in future the Company may expand/diversify its areas of operations and may enter/engaged in the different businesses. Therefore it is proposed to alter/amend the Article of Association so that the Managing Director of the Company may hold the position of Chairman of the Company, at the same time.

Accordingly it is proposed to insert new Article 115A in the Article of Association as set out at Item No. 1 of this Notice. Approval of the members is therefore being sought for the aforesaid amendment by way of special resolution.

Except Sh. Ashish Bagrodia and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution as set out at Item No. 1 of this Notice. The Board of Directors recommends this resolution for approval by the shareholders.

ITEM NO. 2

Sh. Ashish Bagrodia was re-appointed as Managing Director of the Company for a period of three years w.e.f.01st February 2013 with the approval of shareholders of the Company in their Annual General Meeting held on 24th September 2012 under the erstwhile provisions of Companies Act 1956. The shareholders have approved his overall terms and conditions including remuneration structure pertaining to his re-appointment. His basic salary structure was approved in the grade of Rs. 2,00,000/- per month with an annual increment of Rs. 25,000/- which will fall due on 1st April of every year.

During the year 2011-12, the turnover of the Company was around Rs.316 Crores, now the size of the Company is growing in terms of its revenue, operations & expansions and after considering the nine months financial performance of the Company, it is expected that in F.Y. 2014-2015 the turnover of the Company may touch around Rs. 600 Crores. Further while considering the salary structure of Whole Time/Executive Directors in the peer industries, the present basic salary structure of Sh. Ashish Bagrodia seems to be inappropriate/unworthy.

Therefore it is proposed to revise only his basic salary structure to Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month for a period of ten months only w.e.f. 01st April 2015 to 31st January, 2016. The other terms and conditions of his re-appointment shall remain unchanged and shall be governed with the shareholder's resolution passed in their Annual General Meeting held on 24th September 2012.

The Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 02.02.2015 have approved the aforesaid proposal, keeping in view the capabilities & vast experience/profile of Sh. Ashish Bagrodia and aforesaid facts and subject to the approval of the members of the Company & subject to other approvals/consent, if so required/applicable. Therefore approval of the members is being sought by way of special resolution.

Except Sh. Ashish Bagrodia and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution as set out at Item No. 2 of this Notice. The Board of Directors recommends this resolution for approval by the shareholders. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

By order of the Board

**Place: Chandigarh
Dated : 02.02.2015**

**(ASHISH BAGRODIA)
MANAGING DIRECTOR
DIN00047021**

Winsome Textile Industries Limited

Registered office : 1, Industrial Area, Baddi, Distt. Solan (H.P.) 173205, CIN : L17115HP1980PLC005647, Phone : 01795-244045, Fax : 01795-244287, website : www.winsometextile.com, E- mail : 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 the above named Company , hereby appoint

1. Name:.....Email:

Address:

Signature:_____ or failing him / her

2. Name:.....Email:

Address:

Signature:_____ or failing him / her

3. Name:.....Email:

Address:

Signature:_____ or failing him / her

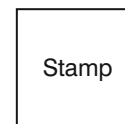
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, the 27th of March, 2015. at10.00 A.M. at regd. office of the Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below :-

S. No.	Resolutions	For	Against
Special Business			
1	Alteration in Articles of Association of the Company.		
2	Revision in basic salary structure of Managing Director of the Company		

Signed this day of 2015.

.....
Signature of Shareholder

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



Note :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- Incomplete Proxy Form will not be considered.**

WINSOME TEXTILE INDUSTRIES LIMITED

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

CIN : L17115HP1980PLC005647

Phone No. : 01795-244045, Fax No. : 01795-244287

Website : www.winsometextile.com

E- mail : cswtil@winsometextile.com

Please complete the Attendance Slip and hand it over to the authorized person(s) of the Company at the time of Extra Ordinary General Meeting.

ATTENDANCE SLIP

(To be filled by the shareholders)

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company being held on Friday the 27th March 2015 at 10.00 A.M. at the Regd. Office of the Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh.

REGD. FOLIO NO.	DP id*
No. of Shares	Client id*
NAME OF SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER OR PROXY	

*If shares are dematerialised.

NOTE : NO GIFTS OR COUPONS WOULD BE GIVEN TO THE SHAREHOLDERS / PROXY FOR ATTENDING THE EXTRA ORDINARY GENERAL MEETING.