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Yarns Limited
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Chandigarh - 160 022 INDIA
CIN : L17115CH1990PLC010566
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WYL/SECT/
15.04.2015

BSE Limited
Dept. of Corporate Service
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, **MUMBAI-400001**

Fax No. 022-22722061,22722037, 22722039
Script Code : 514348

National Stock Exchange of India Ltd
Listing Department
"Exchange Plaza" Bandra-Kurla Complex
Bandra (E), **MUMBAI – 400051**

Fax No. 022-26598237, 26598238,26598348
Script Code : WINSOME

SUB : MINUTES OF AGM OF HELD ON 31.03.2015.

Dear Sir,

Please find enclosed herewith certified copy of Minutes of Annual General Meeting of the Company held on 31st March, 2015 for your information and records.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED

(K. V. SINGHAL)
G.M. (Legal) & Company Secretary
Mobile No. 9914030030
Email : kvsinghal@winsomegroup.com, cshare@winsomegroup.com

WINSOME YARNS LIMITED

MINUTES OF THE 24TH MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON TUESDAY, THE 31st MARCH, 2015 AT 11.30 A.M. AT PHD CHAMBER OF COMMERCE AND INDUSTRY, SECTOR 31-A, CHANDIGARH TO TRANSACT THE FOLLOWING BUSINESS:

PRESENT:

SHRI MANISH BAGRODIA	MANAGING DIRECTOR
SHRI PRADEEP KUMAR	DIRECTOR (CHAIRMAN AUDIT COMMITTEE)
SHRI K. P. RAMAKRISHNAN	DIRECTOR
SHRI GIRISH MADAN	SCRUTINIZER
SHRI K. V. SINGHAL	GM (LEGAL) & COMPANY SECRETARY

MEMBERS PRESENT:

77 Shareholders and 2 valid Proxy-holders marked their attendance and were present at the meeting.

Since, Shri Satish Bagrodia, Chairman of the Company could not attend the Meeting, Shri Manish Bagrodia, Managing Director, was elected to be the Chairman of the meeting. He welcomed the members to the 24th Annual General Meeting of the Company and since necessary "QUORUM" was present he called the meeting to order.

The Chairman then addressed the members and with the permission of members took the Audited Profit & Loss Account for the year ended 30th September, 2014, and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon as read.

Thereafter the following business was transacted.

ITEM NO. 1

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended September 30, 2014 together with the Reports of the Board of Directors and Auditors thereon.

The shareholders passed the following resolution as an ordinary resolution:

"RESOLVED THAT Audited Profit & Loss Account for the financial year ended 30th September, 2014 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon be and are hereby approved and adopted."

ITEM NO. 2

To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

The shareholders passed the following resolution as an ordinary resolution:

"RESOLVED THAT Shri Manish Bagrodia, Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, as per Section 152(6) and other applicable provisions of the Companies Act, 2013."

Certified to be True Copy

For WINSOME YARNS LTD.

K.V. SINGHAL
GM (Legal) & Company Secretary

ITEM NO. 3

To appoint Auditors & and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

The shareholders passed the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) be and are hereby re-appointed as the Statutory Auditors of the Company for a period of three years to hold the office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting (subject to ratification by the members at every Annual General Meeting) at a remuneration to be decided by the Managing Director of the Company in consultation with the Auditors plus applicable service tax and re-imbursement of out of pocket expenses incurred by them for the purpose of audit."

ITEM NO. 4

To appoint Mr. Pradeep Kumar as an Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

The shareholders passed the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradeep Kumar (DIN:03052477), who was appointed as an Independent Director of the Company liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 29th Annual General Meeting of the Company."

ITEM NO. 5

To appoint Mr. K. P. Ramakrishnan as an Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

The shareholders passed the following resolution as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the rules made there under and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K. P. Ramakrishnan (DIN: 07029959), who was appointed as an Additional Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of consecutive five years starting from the date of this Annual General Meeting to the conclusion of 29th Annual General Meeting of the Company."

Certified to be True Copy

For WINSOME YARNS LTD.

K.V. SINGHAL
GM(Legal) & Company Secretary

ITEM NO. 6

To re-appoint Mr. Manish Bagrodia as Managing Director and fix his remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

The shareholders passed the following resolution as a special resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Manish Bagrodia (DIN: 00046944) as Managing Director of the Company, for a period of 5 (five) years with effect from July 1, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Manish Bagrodia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

FURTHER RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions 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 period of office of Mr. Manish Bagrodia, Managing Director of the Company, who is a non-retiring Director in terms of the erstwhile provisions of the Companies Act, 1956, shall henceforth be made liable to retire by rotation and the reappointment of Managing Director as such Director of the Company on retirement by rotation shall not be deemed to constitute a break in his office of the Managing Director.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

There being no other item to be considered, the meeting concluded with a vote of thanks to the Chair.

Certified to be True Copy

For WINSOME YARNS LTD.

K.V. SINGHAL
GM(Legal) & Company Secretary

CHAIRMAN OF THE MEETING