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WINSOME YARNS LIMITED

30ARD OF DIRECTORS

SHRI S.S. BRAR

CHAIRMAN

SHRI S.C. BAGRODIA

VICE CHAIRMAN

SHALS.K. DUGGAL

SHRI DINESH KHAITAN

CHR! BRIJ KHANNA

SERI MANISH BACCODIA

MANAGING DIRECTOR

COMPANY SECRETARY:

Shri O.P. Gupta

AUDITORS :

M/s Lodha & Co.
Chartered Accountants
12, Bhagat Singh Marg, New Delhi

BANKERS :

Cancra Bank State Bank of Patiala

REGISTERED OFFICE :

SCO 144-145, Sector 34 A, Chandigarh - 160022

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WINSOME YARNS LIMITED

ARRESURE TO NOTICE

Explanatory Statement pursuent to Section 173 of the Companies Act. 1953:

- 5. Section 77 of the Companies Act, 1956 restricts the Company to purchase its own shares unless the earn is done with a view to reduce its capital in pursuance of sections 100 to 104 and 402 of the Companies Act, 1956. Considering the expected amendment in the Companies Act, 1956 regarding buy-back of shares, the Directors therefore, feel that it would be desirable to have an enabling power from the Shareholders of this purpose. The Board recommend resolution at item No. 5 of the Notice for approval.
 - None of the Directors are interested in the resolution.
- 6. Article 96 of the Articles of Association of the Company provides a maximum of Rs. 500/- as (so for attending each meeting of a Board or a Committee of a Board by Directors of the Company.
 - It was foll that Directors fee for attending Board and or Committee, fee should be increased and the Board should be given power to determine the fee payable to them. Hence, the Board recommend resolution at item No. 6 of the Motice for approval of the Shareholders.

Except the Managing Director, all the Directors may be considered as interested.

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WINSOME YARNS LIMITED

Conscreption of Energy

As required by the Companies (Disclosure of Particulars in the Report of Directors) Rules 1988, the relevant data partaining to conservation of energy, technology absorption and other details are given in the Annexure to this report.

Auditors' Report

The Auditors' Report and Notes on accounts are self-explanatory and therefore do not require any further comments.

Acknowledgement

Your Directors acknowledge with gratitude the assistance and cooperation received from IFCI, IDBI, ICICI, PSIDC, WTIL, Canara Bank, State Bank of Patiala and State Bank of India, Govt. of Punjab and other Government Agencies.

Your Directors take this opportunity to thank customers, suppliers and others for the cooperation, trust and confidence reposed by them in the Company.

Your Directors also place on record their appreciation for the sincere services and hard work put in by the employees at all levels.

By order of the Board

Place: Chandigarh

Dated: 23.06.1998

(S S Brar) Chairman



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