



Regd. Office : 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai - 400 064.
Tel.: 91-22-2880 2255 / 99 ● Email : first_w@yahoo.com
Website : www.firstwinnerind. in ● CIN L51909MH2003PLC138778

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth Annual General Meeting of the members of First Winner Industries Limited will be held on Monday, the 28th September, 2015 at Nidhivan, Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai- 400064 at 11.00 a.m. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Schedules and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Anita Patodia, who retires by rotation and being eligible, seeks re-appointment.
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:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. AVCS & Associates, Chartered Accountants (Membership No. 148465) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting, subject to ratification of their appointment by the shareholders at every Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in mutual agreement with the Auditors.”

AS SPECIAL BUSINESS:

4. Appointment of Mr. Rinku Patodia as Managing Director

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 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 appointment of Mr. Rinku Patodia (DIN: 00752500) as Managing Director of the Company for a period

of Five years, with effect from 1st August 2015 to 31st July 2020, at NIL remuneration, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject however that the annual remuneration does not exceed the prescribed limit."

14th August, 2015

Registered Office:
605, Business Classic
Chincholi Bunder Road,
Malad (West),
Mumbai- 400064

By Order of the Board
First Winner Industries Ltd

sd/-
Rinku Patodia
Chairman & Managing Director

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item Nos. 4 of the Notice, is annexed hereto.
2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.
3. Proxies in order to be effective must be received by the Company at the registered office address not less than 48 hours before the commencement of the meeting.
4. Members are requested to notify any change in their address at the Registered Office of the Company immediately.
5. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from Monday, September 21, 2015 to Monday, September 28, 2015, both days inclusive, for the purpose of the Annual General Meeting.
6. Those members attending the Annual General Meeting are requested to bring their Annual Reports, as copies of the Annual Report will not be distributed at the venue.
7. Members are requested to preferably send their queries to the Registered Office 7 days before the date of the Annual General Meeting.
8. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
9. As required by Clause 49 of the Listing Agreement, members are informed that Mrs. Anita Patodia holds 2435130 equity shares in the Company and the additional information in respect of the said Director recommended for re-election at the AGM is mentioned below:

Name of Director	Mrs. Anita Patodia
Date of Birth	23.12.1978
Date of Appointment	10.03.2007
Brief Resume	B.Com
Expertise in specific functional areas	Diploma in Fashion Designing
Experience	7 Years experience in Marketing of Yarn & Fabrics, Controlling all administrative work, etc
Directorship in other Indian Public Limited Companies	1. First Winner Lifestyle Ltd 2. Ramshyam Textile Industries Ltd
Chairman/Member of the Committees of the Board of other Indian Public Companies	Nil
Shareholding in the Company	2435130 shares
No of Board Meetings attended	7
Disclosure of relationships between directors	Except Mr. Rinku Patodia none of the Directors & KMP or their relatives are related to Mrs. Anita Patodia

10. Investor Grievance Redressal: The Company has designated an exclusive e mail id i.e. firstcompliance@yahoo.com to enable investors to register their complaints/correspondence, if any.

11. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on Monday, September 21, 2015 being the cut-off date (“Record date” for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Monday, September 21, 2015.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Friday, September 25, 2015 at 9.00 a.m. and ends on Sunday, September 27, 2015 at 5.00 p.m.. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

12. General Instructions:

- o The e-voting period commences on Friday, September 25, 2015 (9.00 a.m. IST) and ends on Sunday, September 27, 2015 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- o The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, September 21, 2015.
- o The Company has appointed, M/s. Nishant Jawasa & Associates, Practicing Company Secretary (Membership No. FCS 6993) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- o The Scrutinizer after conclusion of the AGM, submit the consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and declare the result of the voting forthwith.
- o The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.firstwinnerind.in and on the website of CDSL www.evoting.cSDL.com within two days of the passing of the resolutions at the 13th AGM of the Company on Monday, September 28, 2015 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

14th August, 2015

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By Order of the Board
First Winner Industries Ltd

sd/-
Rinku Patodia
Chairman & Managing Director

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

Item No. 4

As per the provisions of the Companies Act 2013 and rules mentioned there under, a Managing Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company.

In accordance, consent of the members is required for appointment of Mr. Rinku Patodia as a Managing Director of the Company for a period of five years with effect from 1st August 2015 to 31st July 2020, at NIL remuneration, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit. The Board at its meeting held on August 14, 2015 has approved the proposal for appointment of Mr. Rinku Patodia as Managing Director of the Company.

The main terms and conditions relating to the appointment of Mr. Rinku Patodia as the Managing Director are as follows:

1. Period of Appointment: 5 years commencing from August 1, 2015 to July 31, 2020.
2. Duties: The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. Remuneration: NIL with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject however that the annual remuneration does not exceed the prescribed limit.
4. The MD so long as he functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or committees thereof of the Company or its subsidiary from the date of his appointment.

Further the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of MD which are as below:

Date of Birth	20.05.1978
Qualification	B.Com.
Experience	12 Year wide experience in Marketing of Yarn & Fabrics & Controlling Finance operation
Remuneration last drawn	9 lacs (upto Dec 2012)
Date of appointment on Board	04.08.2003
Directorships held in other public Companies	First Winner Lifestyle Ltd Ramshyam Textile Industries Ltd

Memberships of committees across companies	NIL
Shareholding in the Company (Equity)	3527505 shares
Relationship with other Directors/ Key Managerial Personnel	Except Mrs. Anita Patodia none of the Directors & KMP or their relatives are related to Mr. Rinku Patodia
Number of Board Meetings attended	7 out of 7 Board Meetings

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise except for Mr. Rinku Patodia is interested in the said matter.

14th August, 2015

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sd/-
Rinku Patodia
Chairman & Managing Director