

WINSOME HOLDINGS & INVESTMENTS LTD.

CIN No. L19129WB1976PLC030723
28/1, SHAKESPEARE SARANI
11 & 12 GANGA JAMUNA BUILDING
KOLKATA – 700 017
Phone No.: 033-46034207/22872373
Fax No. : 033-2287-1371
Email: winsome@kredogroup.in

Date 10-07-2025

To

The Secretary

The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata- 700001

Sub: Outcome of the Board Meeting held on 10th July 2025 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended.

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., **10th July 2025**, has inter alia, considered and approved the following:

1. Appointment of Ms. Bhagwati Sharma, Practicing Company Secretaries, as a Secretarial Auditor of the company for the financial year 2024-2025;

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, is enclosed as **Annexure-I**

2. Appointment of Ms Bhagwati Sharma, Practicing Company Secretaries, as a Secretarial Auditor of the company for a term of 5 consecutive years commencing from FY 2025-26 till FY 2029-2030, subject to approval of the members of the company in the ensuing Annual General Meeting;.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, is enclosed as **Annexure-II**

3. Appointment of Internal Auditor: Appointment of M/s Meharia & Associates as Internal Auditors of the Company for the financial year 2025-2026.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, is enclosed as **Annexure-III**

4. Resignation of Statutory Auditor

The Board noted and accepted the resignation of the Statutory Auditor, M/s B.CHHAWCHHARIA & CO. Chartered Accountants, bearing Firm Registration No. 305123E, with effect from 12th June 2025, due to "pre-occupation in other assignments".

The resignation letter dated 12/06/2025 was placed before the Board for its consideration.

The details as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are enclosed herewith as **Annexure IV**.

5. Appointment of Statutory Auditor to fill Casual Vacancy:

The Board approved the appointment of **M/s Dhandhanika & Associates**, Chartered Accountants (Firm Registration No. 316052E), as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of the existing auditors, **M/s B. CHHAWCHHARIA & CO.**, in accordance with the provisions of Section 139(8) of the Companies Act, 2013, subject to approval of the members of the Company at the ensuing General Meeting.

*Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as **Annexure-V**.*

6. Further also enclosing herewith an Undertaking of Non-Applicability of Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30th June, 2025

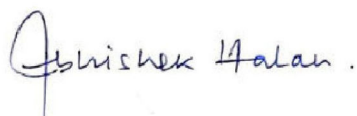
The meeting commenced at 1:00 PM and concluded at 1:30 PM.

Kindly take the same on record.

Thanking you,

Yours truly

For WINSOME HOLDINGS & INVESTMENTS LIMITED



Abhishek Halan
Company Secretary
Membership No. 29755
Place: Kolkata

Annexure – I

Disclosure of information pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

Particulars	Details
Name of the Auditor	Bhagwati Sharma
Reason for change	Appointment of Secretarial Auditor for the financial year 2024–25
Date of appointment	10-07-2025
Brief profile	<p>Ms. Bhagwati Sharma is a Member of the Institute of Company Secretaries of India (ICSI) and a Practicing Company Secretary with over 11 years of professional experience in the field of secretarial audits, corporate law compliance, governance matters, and regulatory filings under the Companies Act, SEBI Regulations, and allied laws.</p> <p>She has been actively practicing since 2014, offering advisory and audit services to listed and unlisted companies across various sectors. Her professional expertise includes conducting Secretarial Audits, providing compliance opinions, handling due diligence exercises, and assisting in corporate restructuring and governance reviews.</p>
Disclosure of relationships between Auditor and Directors	None

Annexure – II

Disclosure of information pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

Particulars	Details
Name of the Auditor	Bhagwati Sharma
Reason for change	Appointment of Secretarial Auditor for the financial year 2025-26 to 2029-2030
Date of appointment	10-07-2025
Brief profile	<p>Ms. Bhagwati Sharma is a Member of the Institute of Company Secretaries of India (ICSI) and a Practicing Company Secretary with over 11 years of professional experience in the field of secretarial audits, corporate law compliance, governance matters, and regulatory filings under the Companies Act, SEBI Regulations, and allied laws.</p> <p>She has been actively practicing since 2014, offering advisory and audit services to listed and unlisted companies across various sectors. Her professional expertise includes conducting Secretarial Audits, providing compliance opinions, handling due diligence exercises, and assisting in corporate restructuring and governance reviews.</p>
Disclosure of relationships between Auditor and Directors	None

Annexure – III

Disclosure of information pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

Particulars	Details
Name of the Auditor/Firm	Meharia & Associates
Reason for change	Appointment of Internal Auditor for the financial year 2025-26
Date of appointment	10-07-2025
Brief profile	Established in 2012, Meharia & Associates has been delivering value addition to the clients for all assignments handled. The firm is engaged in the activities in the line of Corporate Law, Secretarial Compliances, Tax Matter, audit and accountancy covering a wide range of sub activities related to the profession
Disclosure of relationships between Auditor and Directors	None

Annexure – IV**Details of Resignation of Statutory Auditor**

(As per SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015)

Particulars	Details
Name of the Auditor	M/s B. Chhawchharia & CO.
Firm Registration Number	305123E
Reason for resignation	“Pre-occupation with other assignments”
Date of resignation	12th June 2025
Date of receipt of resignation by the company	13th June 2025
Brief details of any material impact (if any) on the Company's financials due to resignation	None

Annexure – V

Disclosure of information pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

Particulars	Details
Name of the Auditor/Firm	Dhandhanian & Associates
Reason for change	Appointment to fill casual vacancy due to resignation of existing auditors
Date of appointment	10-07-2025
Term of appointment	Until conclusion of the next Annual General Meeting, subject to shareholder approval
Brief profile	M/s Dhandhanian & Associates is a firm of Chartered Accountants with 37 years of experience in statutory audits, tax audits, and assurance services for companies across various sectors.
Disclosure of relationships between Auditor and Directors	None

Dated: 12.06.2025

To
The Board of Directors
M/s. Winsome Holdings & Investments Limited
28/1 Shakespeare Sarani,
Kolkata-700017

Sub: Resignation from Auditorship

Dear Sir(s),

This is to inform you that due to our pre-occupation in other assignments, we are not in a position to devote our time to the affairs of the Company. Accordingly, we are submitting our resignation as Statutory Auditors of the company with immediate effect.

We therefore, request you to treat this letter as our resignation from the Statutory Auditors of the Company.

Thanking You

Yours Sincerely,
For **B. Chhawchharia & Co.**
Chartered Accountants
FRN:305123E



Ketan Chhawchharia
Partner
Mem No 063422



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Email: winsome@kredogroup.in

Date 10-07-2025

To
The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata- 700001

Sir,

Sub: Undertaking of non-applicability of Regulation 32 of the (SEBI Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare that the Company has not made any public issue, right issue and preferential issue, QIP for the quarter ended 30.06.2025 and thus the Company is not required to submit the statement of Deviation or variation for proceeds of Public issue, Right issue, preferential issue, QIP.

This is for your information and record.

Thanking You

Yours truly,

For WINSOME HOLDINGS & INVESTMENTS LIMITED

For WINSOME HOLDINGS & INVESTMENTS LTD.

Ramawatar Lohia

Ramawatar Lohia

Director

Din: 00486838

Authorised Signatory / Director

