

WYL/SECT/  
27.05.2020

**winsome**

**Yarns Limited**

Regd. Office : SCO # 191-192, Sector 34-A,  
Chandigarh - 160 022 INDIA  
CIN : L7115CH1990PLC010566, 4612000, 4613000  
Fax : +91-172-4614000  
e-mail : exports@winsomegroup.com  
website : www.winsomegroup.com



Corporate Compliance & Listing Centre  
BSE Limited  
1st Floor, New Trading Ring  
Rotunda Building, P. J. Towers  
Dalal Street, Fort, MUMBAI-400001

**Script Code : 514348**

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

**Symbol : WINSOME**

**Sub : Secretarial Compliance Report for the year ended 31.03.2020.**

Dear Sirs,

Please find enclosed herewith Secretarial Compliance Report duly certified by the Practising Company Secretary for the year ended **31.03.2020** for your information and records please.

Thanking you,

Yours faithfully,  
For WINSOME YARNS LIMITED

  
(RAJPAL S. RATHORE)  
Dy. Manager (Legal & Secretarial)  
Email : [cshare@winsomegroup.com](mailto:cshare@winsomegroup.com)



Works : Village Kurawala, Barwala Road, Derabassi-140507, Distt. Mohali (Pb.) Phones : 01762-280236, 280936, 280638 Fax : 01762-280237  
Ludhiana : Office No. 3, MD Complex, Near Samrala Chowk, Ludhiana - 141008, e-mail : ludhiana@winsomegroup.com  
Delhi : # 3, Ground Floor, Rajendra Bhawan, Rajendra Place, New Delhi - 110 008, e-mail : delhi@winsomegroup.com  
Tirupur : D, No. 3 (1) / 4 A, Mullai Nagar, Karumaramplayam, Mannarai, Triupur- 641607, e-mail : tirupur@winsomegroup.com

To

**WINSOME YARNS LTD**  
**SCO 191-192, SECTOR 34-A**  
**CHANDIGARH-160022**

**REF: SECRETARIAL COMPLIANCE REPORT(Regulation 24A of SEBI(LODR)Regulations,2015 of WINSOME YARNS LTD, CIN: L17115CH1990PLC010566 having registered office at SCO 191-192 ,Sector 34-A Chandigarh-160022 for the year ended 31<sup>ST</sup> March, 2020.**

We, M/s Girish Madan & Associates a firm of Company Secretaries having our office at #623, Sector 8, Panchkula-134109, Haryana, have examined:

- (a) All the documents and records made available to us and explanation provided by **WINSOME YARNS LTD** (hereinafter referred to as "the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31<sup>st</sup>, 2020** ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) The Secretaries Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

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- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **No such transaction during the Financial year 2019-20.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **No such transaction during the Financial year 2019-20.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No such transaction during the Financial year 2019-20.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **No such transaction during the Financial year 2019-20.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No such transaction during the Financial year 2019-20.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations 2013; **No such transaction during the Financial year 2019-20.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; **N/A**

And based on the above examination, We hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under as per Annexure 1 , except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Composition of Audit Committee under Regulation 18(1).	Default in the composition from 08.05.2019 to 19.07.2019 for 73 days.	Default in the composition from 08.05.2019 to 19.07.2019 due to appointment of Mrs. Mridula Goyal, Non-Independent Directors as member of the Committee, hence composition of the Committee not complied with as per the Regulation 18(1) of SEBI (LODR), Regulations, 2015. which has now been made good w.e.f. 19.07.2019.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment, etc.	Observations, Remarks of the Practicing Company Secretary, if any.
1	NSE	Composition of Nomination and Remuneration Committee under Regulation 19(1)/(2).	Fine imposed from 01.07.2018 to 04.01.2019 for 188 days.	The Company has made the payment of fine of Rs. 443680 along with GST on 27.07.2019 to NSE.
2	NSE	Composition of Audit Committee under Regulation 18(1).	Fine imposed from 08.05.2019 to 19.07.2019 for 73 days.	The Company has made the payment of fine of Rs. 127440 & 44840 along with GST on 18.09.2019 and 17.12.2019 respectively to NSE.
3	BSE	Composition of Nomination and Remuneration Committee under Regulation 19(1)/(2).	Fine imposed from 01.07.2018 to 04.01.2019 for 188 days.	The Company has made the payment of fine of Rs. 217120, 9440 & 217120 along with GST on 03.08.2019, 14.08.2019 and 06.01.2020 respectively to BSE.
4	BSE	Composition of Audit Committee under Regulation 18(1).	Fine imposed from 08.05.2019 to 19.07.2019 for 73 days.	The Company has made the payment of fine of Rs. 127440 & 44840 along with GST on 01.01.2020 to BSE.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports



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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on 31.03.2019.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

Place : Panchkula  
Date : 26/05/2020  
UDIN:F005017B000283020

For GIRISH MADAN & ASSOCIATES  
Company Secretaries



CS GIRISH MADAN  
PROPRIETOR  
Membership No: FCS 5017  
COP: 3577

**Girish Madan & Associates**  
**Company Secretaries**

**House No. 623,**  
**Sector-8,**  
**PANCHKULA**

**ANNEXURE 1**

1. Name of Listed Entity - **Winsome Yarns Limited**
2. Financial Year ending - **2019-20**

**Compliance Status at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations.**

<i>Item</i>	Compliance status (Yes/No/ NA)
<b>As per regulation 46(2) of the LODR:</b>	
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Not Applicable
Details of familiarization programs imparted to independent directors	Yes
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes

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Details of agreements entered into with the media companies and/or their associates	Not Applicable
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable
New name and the old name of the listed entity	Not Applicable
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable
<b>As per other regulations of the LODR:</b>	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable
It is certified that these contents on the website of the listed entity are correct.	Yes

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/ No/ NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of independence and/ or 'eligibility'</i>	16(1)(b)& 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes

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**Company Secretaries**

**House No. 623,**  
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<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	22	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable

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<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)& (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes



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