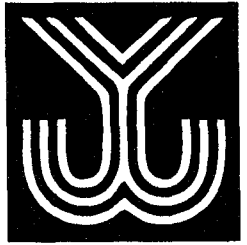


Winsome Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,
Chandigarh - 160 022 INDIA
CIN : L17115CH1990PLC010566
Phones : +91-172-4612000, 4613000
Fax : +91-172-4614000
e-mail: info@winsomegroup.com
website: winsomeyarns.com



WYL/SECT/
30.09.2023

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

Script Code : 514348

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

Script Code: WINSOME

**Sub: Scrutinizer's Report on remote e-voting and voting through polling
conducted in respect of Annual General Meeting held on 29.09.2023.**

Dear Sir,

Please find enclosed herewith a copy of Scrutinizer's Report on remote e-voting and voting through polling conducted in respect of Annual General Meeting of the Company held on 29.09.2023 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



Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014, as amended]

To

The Chairman
33rd Annual General Meeting of shareholders
of Winsome Yarns Ltd.
Registered office: SCO 191 192, SECTOR 34 A, CHANDIGARH

Subject: Scrutinizer's Report on remote e- voting & voting through polling conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule 2014. in respect of Annual General Meeting (AGM) held on 29th September, 2023 at 11:15 A.M. at Registered office i.e SCO 191 192, Sector 34 A, Chandigarh

Dear Sir,

I, **Girish Madan**, Company Secretary in whole time practice, having been appointed by the Board of Directors of **Winsome Yarns Ltd.**, (CIN: L17115CH1990PLC010566) as a Scrutinizer for the purpose of Scrutinizing the Remote E-voting process and voting through polling at the 33rd Annual General Meeting held on 29.09.2023 and ascertaining the requisite majority on e-voting/physical voting as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3) of Companies, (Management and Administration) Rules, 2014, as amended and pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on all the resolutions contained in the notice (hereinafter referred to as "the resolutions") of 33rd Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 29.05.2023 convening the 33rd Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said Annual General Meeting (AGM) of the Company held on Friday, the 29th September, 2023 at 11:15 A.M. at **SCO 191-192, Sector 34 A, Chandigarh.**
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (by remote e-voting) on all the resolutions contained in the Notice of 33rd Annual General Meeting (AGM) of the members of Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by **Central Depository Services Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the Company and also through physical votes casted in aforesaid AGM.

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3. Further to the above, I submit my report as under:
- i. The remote e-voting period remained open from 26th September, 2023 at 09.00 A.M. (I.S.T) to 28th September, 2023 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 22nd September, 2023 were entitled to vote on the resolutions as set out in the notice of the Annual General meeting as well as on the portal of CDSL.
 - iii. The votes were unblocked on 29th September, 2023 at 12:05 P.M. in the presence of 2 witnesses, Ms. ANAMIKA MISHRA and Ms. ISHIKA OBEROI, who are not in the employment of the Company after the conclusion of AGM.
 - iv. The voting during the AGM held on 29th September, 2023 was conducted through Poll/ballot wherein all the required facilities for the shareholders to cast their votes either in favour or against on the resolution were duly provided.
 - v. The ballot box was unlocked after the closure of the meeting in the presence of two witnesses in the office of the Scrutinizer. The poll papers were reconciled with the records maintained by Company/ M/s Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent (RTA) of Company.
 - vi. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of **Central Depository Services Limited (CDSL)** i.e. www.evotingindia.com and polling papers and calculation of the votes casted in favour, against and invalid votes on the resolutions as proposed are carried with requisite majority by voting as per ANNEXURE-1.

For Girish Madan & Associates


(CS Girish Madan)
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001130405
Peer Review Certificate No. 1514/2021

Place: Panchkula
Date: 29.09.2023

E-VOTING RESULTS : AS PER ANNEXURE-2
POLL/PHYSICAL VOTING RESULTS : AS PER ANNEXURE-3
FINAL RESULTS OF VOTING : AS PER ANNEXURE-4

PHONE NO: 0172-4628623, 98142-12623 (MOB)

ANNEXURE-1

Number of Members who cast their votes through e-voting and poll	Total number of shares held by them	Total Number of Valid Votes (as per details provided under each one of the Resolution(s) mentioned hereunder
28 (through electronic voting)	51230	As mentioned beside each of the resolution(s).
42	27253717	As mentioned beside each of the resolution(s).

For Girish Madan & Associates


(CS Girish Madan)
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001130405
Peer Review Certificate No. 1514/2021

Place: Panchkula
Date: 29.09.2023

ANNEXURE-2

E-VOTING RESULTS

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	% *	Nos.	%*	Nos.	%*
ORDINARY BUSINESS							
1.	To adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	50701	98.97%	529	1.03%	NIL	Nil
2.	To appoint a Director in place of Shri Manish Bagrodia, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	50701	98.97%	529	1.03%	NIL	NIL
3	To re-appoint M/S Dhana & Associates, Charetered Accountants Statutory Auditors of the Company for a second term of Five Years.	50701	98.97%	529	1.03%	NIL	NIL



SPECIAL BUSINESS

4.	To ratify the appointment of M/s. Vijay Kumar Mishra and Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2023-24 and to fix their remuneration.	50701	98.97%	529	1.03%	NIL	NIL
5	To appoint Mr. Pankaj Mahajan (DIN: 06994712) as Non-Executive Independent Director of The Company.	50701	98.97%	529	1.03%	NIL	NIL
6	To appoint Mr. Anupma Kashyap (DIN: 09720124) as Non-Executive Independent Director of The Company.	50701	98.97%	529	1.03%	NIL	NIL

NOTE:* Percentage (%) of shareholding based on Voting rights of the Members who casted their votes through e-voting.

For Girish Madan & Associates


((CS Girish Madan))
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001130405
Peer Review Certificate No. 1514/2021

ANNEXURE-3

PHYSICAL POLL RESULT

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	% *	Nos.	%*	Nos.	%*
ORDINARY BUSINESS							
1.	To adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	27253717	100%	0	0%	115	NIL
2.	To appoint a Director in place of Shri Manish Bagrodia, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	11048	100%	0	0%	115	NIL
3.	To re-appoint M/S Dhana & Associates, Chartered Accountants Statutory Auditors of the Company for a second term of Five Years.	27253717	100%	0	0%	115	NIL
SPECIAL BUSINESS							
4.	To ratify the appointment of M/s. Vijay Kumar Mishra and Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2023-24 and to fix their remuneration.	27253717	100%	0	0%	115	NIL
5.	To appoint Mr. Pankaj Mahajan (DIN: 06994712) as Non-Executive Independent Director of The Company.	27253717	100%	0	0%	115	NIL
6.	To appoint Mr. Anupma Kashyap (DIN: 09720124) as Non-Executive Independent Director of The Company.	27253717	100%	0	0%	115	NIL

PHONE NO: 0172-4628623, 98142-12623 (MOB)



Girish Madan & Associates
Company Secretaries

House No. 623, Sector-8,
PANCHKULA

NOTE: * Percentage (%) of shareholding based on Voting rights of the Members who casted their votes through Poll.

** Total 8 ballot papers were considered invalid, out of which voting rights of 3 ballot paper could be ascertained and are mentioned above.

For Girish Madan & Associates


((CS: Girish Madan))
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001130405
Peer Review Certificate No. 1514/2021

PHONE NO: 0172-4628623, 98142-12623 (MOB)

ANNEXURE-4

FINAL RESULT OF VOTING

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	Total	
		E-Voting	Poll	E-Voting	Poll	Poll	Favour	Against
ORDINARY BUSINESS								
1.	To adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	50701	27253717	529	0	115	27304418	529
2.	To appoint a Director in place of Shri Manish Bagrodia, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	50701	11048	529	0	115	61749	529
3.	To re-appoint M/S Dhana & Associates, Charetered Accountants Statutory Auditors of the Company for a second term of Five Years.	50701	27253717	529	0	115	27304418	529
SPECIAL BUSINESS								
4.	To ratify the appointment of M/s. Vijay Kumar Mishra and Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2023-24 and to fix their remuneration.	50701	27253717	529	0	115	27304418	529
5.	To appoint Mr. Pankaj Mahajan (DIN: 06994712) as Non-Executive Independent Director of The Company.	50701	27253717	529	0	115	27304418	529
6.	To appoint Mr. Anupma Kashyap (DIN: 09720124) as Non-Executive Independent Director of The Company.	50701	27253717	529	0	115	27304418	529

***Note: Total vote against is excluding the invalid vote.**

Therefore, all the aforesaid resolutions passed with requisite majority through remote electronic voting and poll.

PHONE NO: 0172-4628623, 98142-12623 (MOB)



**Girish Madan & Associates
Company Secretaries**

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

I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through remote e-voting and poll by the Shareholders of the Company. All the relevant records and documents is under my safe custody and will be handed over after getting confirmation of the signing of the minutes of Annual General Meeting by the Chairman.

Thanking you,

Yours faithfully,

For Girish Madan & Associates


((CS Girish Madan))
Practising Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001130405
Peer Review Certificate No. 1514/2021

Place: Panchkula

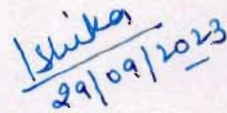
Date: 29.09.2023

We, the undersigned witnesses, confirmed that the ballot box was unlocked in our presence and votes in respect of remote e-voting of shareholders of Winsome yarns Limited were unblocked from e-voting website of **Central Depository Services Limited (CDSL)** in our presence on 29th September, 2023 at 12:05 P.M.



Name: ANAMIKA MISHRA

Address: #1212, Adarsh Nagar, Nayagaon
Mohali-160103



Name: ISHIKA OBEROI

Address: #938, Sector-17,
Panchkula, Haryana, 134109

PHONE NO: 0172-4628623, 98142-12623 (MOB)