

winsome

Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,

Chandigarh - 160 022 INDIA

CIN : L7115CH1990PLC010566, 4612000, 4613000

Fax : +91-172-4614000

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website : www.winsomegroup.com



WYL/SECT/
16.09.2019

BSE Limited
Dept. of Corporate Service
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal 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 14.09.2019.

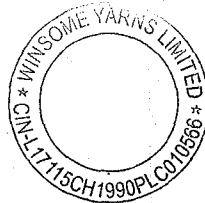
Dear Sir,

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 14.09.2019 for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED

(RAJPAL S. RATHORE)
Dy. Manager (Legal & Secretarial)
Mobile No. 6280631324
Email : cshare@winsomegroup.com



Encl ; as above.



Member
The Winsome Group

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, New Delhi- 110 008, e-mail: delhi@winsomegroup.com
Tirupur : D. No. 3(1) 4A, Mullai Nagar, Karumarampalayam, Mannarai, Tirupur- 641607, e-mail : tirupur@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

**29TH 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 14th Sept., 2019 at 11:45 A.M. at PHD Chamber Of Commerce And Industry, Regional Office, PHD House, Sector 31-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.**, as a Scrutinizer for the purpose of Scrutinizing the Remote E-voting process and voting through polling at the 29th Annual General Meeting held on 14/09/2019 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 29th Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 12.08.2019 convening the 29th 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 Saturday, the 14th September, 2019 at 11:45 A.M. at **PHD Chamber Of Commerce And Industry, Regional Office, PHD House, Sector 31-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 29th 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.

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



3. Further to the above, I submit my report as under:
- i. The remote e-voting period remained open from 11TH September, 2019 at 09.00 A.M. (I.S.T) to 13th September, 2019 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 07TH September, 2019 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 14th September, 2019 at 1:00 P.M. in the presence of 2 witnesses, Ms AMANJEET KAUR and Ms. VANSHIKA KAPUR, who are not in the employment of the Company after the conclusion of AGM.
 - iv. The voting during the AGM held on 14.09.2019 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.

E-VOTING RESULTS : AS PER ANNEXURE-2

POLL/PHYSICAL VOTING RESULTS : AS PER ANNEXURE-3

FINAL RESULTS OF VOTING : AS PER ANNEXURE-4



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
5 (through electronic voting)	55018	As mentioned beside each of the resolution(s).
91 (through poll)	27187923	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

ANNEXURE-2

E-VOTING RESULTS

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
ORDINARY BUSINESS							
		Nos.	% *	Nos.	%*	Nos.	%*
1.	To Adopt Audited Financial Statement of the Company for the Financial Year ended 31.03.2019 together with the Reports of the Board of Directors and Auditors thereon.	54518	99.09%	500	0.91%	NIL	Nil
2.	To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	5	0.51%	973	99.49%	NIL	NIL
3.	To reappoint M/s. Khandelia and Sharma, Chartered Accountants as Statutory Auditors of the Company 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.	54518	99.09%	500	0.91%	Nil	Nil
SPECIAL BUSINESS							
4.	To appoint M/s. Satish Dhingra & Company as Cost Auditor of the Company and to 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:	54518	99.09%	500	0.91%	Nil	Nil
5.	To re-appoint Mr. Manish Bagrodia as Managing Director and to fix his remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:	5	0.51%	973	99.49%	NIL	NIL

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



6.	To appoint Mrs. Mridula Goyal (DIN:08354018) as Non-Independent Woman Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	478	48.88%	500	51.12%	NIL	NIL
7.	To appoint Mr. Tilak Raj Dembla (DIN:02605451) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	54045	98.23%	973	1.77%	NIL	NIL
8.	To appoint Mr. Mukhtar Singh (DIN:06525800) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	54045	98.23%	973	1.77%	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

ANNEXURE-3

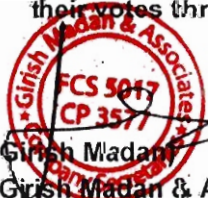
PHYSICAL POLL RESULT

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
ORDINARY BUSINESS							
		Nos.	%*	Nos.	%*	Nos.	%*
1.	To Adopt Audited Financial Statement of the Company for the Financial Year ended 31.03.2019 together with the Reports of the Board of Directors and Auditors thereon.	27187920	99.999988 %	0	0	3	0.000011%
2.	To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	10433	99.9713%	0	0	3	0.0287466%
3.	To reappoint M/s. Khandelia and Sharma, Chartered Accountants as Statutory Auditors of the Company 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.	27187920	99.9999%	0	0	3	0.000011%
SPECIAL BUSINESS							
4.	To appoint M/s. Satish Dhingra & Company as Cost Auditor of the Company and to 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:	27187896	99.999900 %	24	0.000088%	3	0.000011%



5.	To re-appoint Mr. Manish Bagrodia as Managing Director and to fix his remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:	10402	99.674205 %	22	0.210808%	12	0.001149%
6.	To appoint Mrs. Mridula Goyal (DIN:08354018) as Non-Independent Woman Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	10424	99.885013 %	0	0	12	0.114986%
7.	To appoint Mr. Tilak Raj Dembla (DIN:02605451) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	27187911	99.999955 %	9	0.000033%	3	0.000011%
8.	To appoint Mr. Mukhtar Singh (DIN:06525800) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	27187911	99.999955 %	9	0.000033%	3	0.000011%

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


(CS Girish Madan
For Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577

ANNEXURE-4

FINAL RESULT OF VOTING

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Total	
		E-Voting	Poll	E-Voting	Poll	Favour	Against
ORDINARY BUSINESS							
1.	To Adopt Audited Financial Statement of the Company for the Financial Year ended 31.03.2019 together with the Reports of the Board of Directors and Auditors thereon.	54518	27187920	500	-	27242438	500
2	To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	5	10433	973	-	10438	973
3	To reappoint M/s. Khandelia and Sharma, Chartered Accountants as Statutory Auditors of the Company 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.	54518	27187920	500	-	27242438	500
SPECIAL BUSINESS							
4	To appoint M/s. Satish Dhinra & Company as Cost Auditor of the Company and to 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:	54518	27187896	500	24	27242414	524
5.	To re-appoint Mr. Manish Bagrodia as Managing Director	5	10402	973	22	10407	995



	and to fix his remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:						
6.	To appoint Mrs. Mridula Goyal (DIN:08354018) as Non-Independent Woman Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	478	10424	500	-	10902	500
7.	To appoint Mr. Tilak Raj Dembla (DIN:02605451) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	54045	27187911	973	9	27241956	982
8.	To appoint Mr. Mukhtar Singh (DIN:06525800) as Independent Director of the Company and to consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:	54045	27187911	973	9	27241956	982

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



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

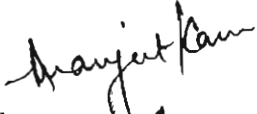
For Girish Madan & Associates




(CS Girish Madan)
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577

Place: Panchkula
Date: 16/09/2019

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 **14th September, 2019 at 01:00 P.M.**


Name: Amanjeet Kaur
Address: # 13, GILLO VALLEY,
ROPAR.


Name: Vanshika Kapur
Address: # 81 sec-16
Panchkula