

WYL/SECT/
29.09.2016

Winsome Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,
Chandigarh - 160 022 INDIA
CIN : L17115CH 1990PLC010566
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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 28.09.2016.

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 28.09.2016 for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED



(K. V. SINGHAL)
G.M. (Legal) & Company Secretary
Mobile No. 9914030030
Email : kvsinghal@winsomegroup.com, cshare@winsomegroup.com

Encl ; as above.



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
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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
26TH 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 28th Sept., 2016 at 11.30 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, have 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 26th Annual General Meeting held on 28.09.16 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 26th Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 30.05.2016 convening the 26th 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 Wednesday, the 28th September, 2016 at 11.30 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 26th Annual

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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.

3. Further to the above, I submit my report as under:
- i. The remote e-voting period remained open from 25th September, 2016 at 09.00 A.M. (I.S.T) to 27th September, 2016 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 21st September, 2016 were entitled to vote on the resolutions as set out in the notice of the Annual General meeting.
 - iii. The votes were unblocked on 28th September, 2016 at 1.09 P.M. in the presence of 2 witnesses, Ms. Muskan Sahni and Ms Aditi Kaushik who are not in the employment of the Company after the conclusion of AGM.
 - iv. The voting during the AGM held on 28.09.2016 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

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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
8 (through electronic voting)	58068	As mentioned beside each of the resolution(s).
138 (through poll)	25835437	As mentioned beside each of the resolution(s).


(CS Girish Madan)
For Girish Madan & Associates
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	
		Nos.	% *	Nos.	%*	Nos.	%*
ORDINARY BUSINESS							
1.	Adoption of Audited Financial Statements of the Company together with the Reports of Board of Director's and Auditor's thereon for the year ended 31st March, 2016.	57568	99.14%	500	0.86%	NIL	Nil
2.	Appoint director in place of Shri Manish Bagrodia as Director who retires by rotation and being eligible offers himself for re-appointment.	3528	87.59%	500	12.41%	Nil	Nil
3.	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration.	56727	97.69%	1341	2.31%	Nil	Nil
SPECIAL BUSINESS							
4.	Appointment of M/s Balwinder and Associates as Cost Auditor of the Company and fixing their remuneration.	56727	97.69%	1341	2.31%	Nil	Nil

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


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

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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.	Adoption of Audited Financial Statements of the Company together with the Reports of Board of Director's and Auditor's thereon for the year ended 31st March, 2016.	25833060	99.99%	1877	0.009%	500	0.001
2.	Appoint director in place of Shri Manish Bagrodia as Director who retires by rotation and being eligible offers himself for re-appointment.	15402	84.85 %	2350	12.95%	400	2.20%
3.	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration.	25834937	99.9981%	100	0.0004	400	0.0015
SPECIAL BUSINESS							
4.	Appointment of M/s Balwinder and Associates as Cost Auditor of the Company and fixing their remuneration.	25834937	99.9984%	Nil	Nil	400	0.0016

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



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FINAL RESULT OF VOTING

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Total	
ORDINARY BUSINESS							
		E-Voting	Poll	E-Voting	Poll	Favour	Against
1.	Adoption of Audited Financial Statements of the Company together with the Reports of Board of Director's and Auditor's thereon for the year ended 31st March, 2016.	57568	25833060	500	1877	25890628	2377
2	Appoint director in place of Shri Manish Bagrodia as Director who retires by rotation and being eligible offers himself for re-appointment.	3528	15402	500	2350	18930	2850
3	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration.	56727	25834937	1341	100	25891664	1441
SPECIAL BUSINESS							
4	Appointment of M/s Balwinder and Associates as Cost Auditor of the Company and fixing their remuneration.	56727	25834937	1341	Nil	25891664	1341





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

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



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



Place: Panchkula
Date: 29/09/2016

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 28th September, 2016 at 01.09 P.M.


Name: Muskan Sahni
Address: # 349 Sector 16, Panchkula


Name: Aditi Kaushik
Address: H.No. 619, Sector 7,
Panchkula