

WYL/SECT/  
05.09.2017

**winsome**

**Yarns Limited**

Regd. Office : SCO # 191-192, Sector 34-A,  
Chandigarh - 160 022 INDIA

CIN : LI7115CH1990PLC010566

Phones : +91-172-2603966, 4612000, 4613000

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website: www.winsomegroup.com



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

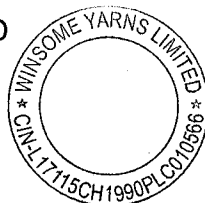
**Sub : Scrutinizer's Report on remote e-voting and voting through polling conducted in respect of Annual General Meeting held on 04.09.2017.**

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 04.09.2017 for your information and records please.

Thanking you,

Yours faithfully,  
For WINSOME YARNS LIMITED



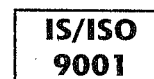
(K. V. SINGHAL)

G.M. (Legal) & Company Secretary

Mobile No. 9914030030

Email : [kvsinghal@winsomegroup.com](mailto:kvsinghal@winsomegroup.com), [cshare@winsomegroup.com](mailto: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](mailto: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

27<sup>TH</sup> 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 04<sup>th</sup> Sept., 2017 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, 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 27<sup>th</sup> Annual General Meeting held on 04.09.2017 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 27<sup>th</sup> Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 30.05.2017 convening the 27<sup>th</sup> 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 Monday, the 04<sup>th</sup> September, 2017 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 27<sup>th</sup> 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)**

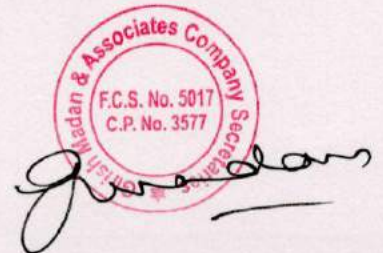

3. Further to the above, I submit my report as under:

- i. The remote e-voting period remained open from 31<sup>ST</sup> August, 2017 at 09.00 A.M. (I.S.T) to 03<sup>RD</sup> September, 2017 at 5.00 P.M. (I.S.T).
- ii. The members of the Company as on the "cut off" date i.e. 28<sup>th</sup> August, 2017 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 04<sup>th</sup> September, 2017 at 12:54 P.M. in the presence of 2 witnesses, Ms. Geeta Sharma and Mr. Robin Dhiman who are not in the employment of the Company after the conclusion of AGM.
- iv. The voting during the AGM held on 04.09.2017 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](http://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)	54795	As mentioned beside each of the resolution(s).
120 (through poll)	27194369	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

**E-VOTING RESULTS**

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	% *	Nos.	%*	Nos.	%*
<b>ORDINARY BUSINESS</b>							
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of Directors and Auditors thereon.	54295	99.09%	500	0.91%	NIL	Nil
2.	Appoint director in place of Shri Satish Bagrodia as Director who retires by rotation and being eligible offers himself for re-appointment.	255	33.77%	500	66.23%	Nil	Nil
3.	To appoint M/s K. R. & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.	54290	99.08%	505	0.92%	Nil	Nil
<b>SPECIAL BUSINESS</b>							
4.	Appointment of M/s Balwinder and Associates as Cost Auditor of the Company and fixing their remuneration.	54290	99.08%	505	0.92%	Nil	Nil
5.	To appoint Ms. Navpreet Kaur Boparai as Independent Directors of the Company.	54295	99.09%	500	0.91%	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

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

**PHYSICAL POLL RESULT**

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%*	Nos.	%*	Nos.	%*
<b>ORDINARY BUSINESS</b>							
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of Directors and Auditors thereon.	27193767	99.9977%	401	0.0022%	1	0.000%
2.	Appoint director in place of Shri Satish Bagrodia as Director who retires by rotation and being eligible offers himself for re-appointment.	16381	97.6163%	400	2.3836%	1	0.000%
3.	To appoint M/s K. R. & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.	27192517	99.9935%	1751	0.0064%	1	0.000%
<b>SPECIAL BUSINESS</b>							
4.	Appointment of M/s Balwinder and Associates as Cost Auditor of the Company and fixing their remuneration.	27192117	99.9920%	2151	0.0079%	1	0.000%
5.	To appoint Ms. Navpreet Kaur Boparai as Independent Directors of the Company.	27192118	99.9920%	2151	0.0079%	0	0.000%

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

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

**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
<b>ORDINARY BUSINESS</b>							
1.	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of Directors and Auditors thereon.	54295	27193767	500	401	27248062	901
2	Appoint director in place of Shri Satish Bagrodia as Director who retires by rotation and being eligible offers himself for re-appointment.	255	16381	500	400	16636	900
3	To appoint M/s K. R. & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.	54290	27192517	505	1751	27246807	2256
<b>SPECIAL BUSINESS</b>							
4	Appointment of M/s Balwinder and Associates as Cost Auditor of the Company and fixing their remuneration.	54290	27192117	505	2151	27246407	2656
5.	To appoint Ms. Navpreet Kaur Boparai as Independent Directors of the Company.	54295	27192118	500	2151	27246413	2651

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.

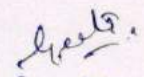
Thanking you

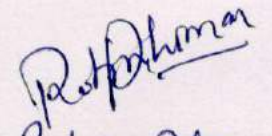
Yours faithfully

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

Place: Panchkula  
Date: 05/09/2017

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 unlocked from e-voting website of Central Depository Services Limited (CDSL) in our presence on 04<sup>th</sup> September, 2017 at 12:54 P.M.

Name:   
Greeta  
Address: 623, sector-8  
Panchkula

  
Name: Robm Dhiman  
Address: 623, Sector-8  
Panchkula