

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
36th Annual General Meeting of shareholders
of Winsome Textile Ind. Ltd. held on 04th Sept., 2017 at 10:00 A.M.
at 1, Industrial Area, Baddi, Distt. Solan (H.P.)

Subject: Scrutinizer's Report on remote e- voting & voting through polling paper 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.

Dear Sir,

I, **Girish Madan**, Company Secretary in whole time practice, having been appointed by the Board of Directors of Winsome Textile Industries Limited, as a Scrutinizer for the purpose of Scrutinizing the Remote E-voting process and voting through polling papers at the 36th Annual General Meeting held on 04.09.17 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 36th Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 24.05.17 convening the 36th 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 below mentioned resolutions to be passed at the said Meeting of the Company which was held on Monday, the 04th September, 2017 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.).
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 36th 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 National Securities Depository Limited (NSDL), 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 31st August, 2017 at 09.00 A.M. (I.S.T) to 03rd September, 2017 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 28th August, 2017 were entitled to vote on the resolutions as set out in the notice of the Annual General meeting.
 - iii. The votes were unblocked on 04th September, 2017 at 12:45 P.M. in the presence of 2 witnesses, Mr. Subhash Kumar Thakur and Ms. Ankita Kataria, who are not in the employment of the Company.
 - 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 National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.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.

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

Place: Panchkula
Date: 05.09.2017

Annexures:

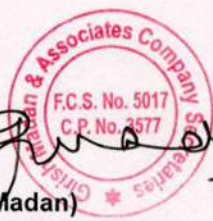
E-Voting Results : As Per ANNEXURE-2
Poll/Physical Voting Results : As Per ANNEXURE-3
Final Results of Voting : As Per ANNEXURE-4




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
20 (through electronic voting)	9271118	As mentioned beside each of the resolution(s).
3 (through poll)	252	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	
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 31 st March, 2017.	9271118	100 %	Nil	Nil	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	2618877	100 %	Nil	Nil	Nil	Nil
3.	Appointment of M/s B. Chhawchharia & Co., Chartered Accountants, as New Statutory Auditors of Company & to fix their remuneration.	9271118	100 %	Nil	Nil	Nil	Nil
SPECIAL BUSINESS							
4.	Ratification of remuneration of Cost Auditors.	9271118	100 %	Nil	Nil	Nil	Nil



Girish Madan

(CS Girish Madan)
For Girish Madan & Associates
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	
		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 31 st March, 2017.	252	100 %	Nil	Nil	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	252	100 %	Nil	Nil	Nil	Nil
3.	Appointment of M/s B. Chhawchharia & Co., Chartered Accountants, as New Statutory Auditors of Company & to fix their remuneration.	252	100 %	Nil	Nil	Nil	Nil
SPECIAL BUSINESS							
4.	Ratification of remuneration of Cost Auditors.	252	100%	Nil	Nil	Nil	Nil


 (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.	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 31 st March, 2017.	9271118	252	Nil	Nil	9271370	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	2618877	252	Nil	Nil	2619129	Nil
3.	Appointment of M/s B. Chhawchharia & Co., Chartered Accountants, as New Statutory Auditors of Company & to fix their remuneration.	9271118	252	Nil	Nil	9271370	Nil
SPECIAL BUSINESS							
4.	Ratification of remuneration of Cost Auditors.	9271118	252	Nil	Nil	9271370	Nil

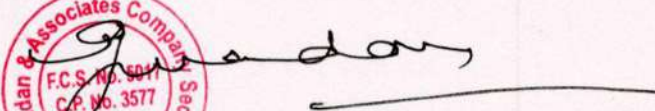
Therefore all the aforesaid resolutions passed unanimously with requisite majority through remote electronic voting and poll.




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.

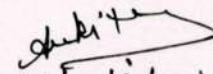
Thanking you

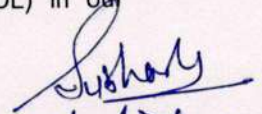
Yours faithfully


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

Place: Panchkula
Date: 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 Textile Industries Limited were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence on 04th September, 2017 at 12:45 P.M.


Name: Anki Kataria
Address: #623, Sector-8
Panchkula


Name: Subhash Thakur
Address: #623, Sector-8
Panchkula