

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
Annual General Meeting of shareholders
of Winsome Textile Ind. Ltd. held on 21st September, 2023 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, have 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 Annual General Meeting held on 21st September, 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 resolutions contained in the notice (hereinafter referred to as "the resolutions") of Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 08th August, 2023 convening the 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 Annual General Meeting (AGM) of the Company held on Thursday, the 21st September, 2023 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 resolutions contained in the Notice of 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 Link Intime India Private Limited (LIPL), 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 16th Sceptmber, 2023 at 09.00 A.M. (I.S.T) to 20th September, 2023 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 14th September, 2023 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting (AGM).



- iii. The votes were unblocked on 20th September, 2023 at 05:15 P.M. in the presence of 2 witnesses, Mr. Vansh Deep Kashyap and Ms. Ishika Oberoi, who are not in the employment of the Company and the final results obtained on 21st September, 2023 at 12:00 P.M.
- iv. The voting during the AGM held on 21st September, 2023 was conducted through ballot paper wherein all the required facilities for the shareholders to cast their votes either in favour or against on the resolutions was duly provided.
- v. The ballot box was unlocked after the closure of the meeting in the presence of two witness 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 the resolutions that have been put to vote, were generated from the e-voting website of Link Intime India Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in> 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
UDIN: F005017E001058113
Peer Review Certificate No. 1514/2021

Place: Panchkula
Date: 22.09.2023

ANNEXURES

E-VOTING RESULTS : AS PER ANNEXURE-2
BALLOT/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 ballot paper	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
11 (through electronic voting)	2380	See Annexure-2
17 (through ballot paper)	10940430	See Annexure-3


(CS Girish Madan)
For Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001058113
Peer Review Certificate No. 1514/2021

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 – Ordinary Resolutions							
1.	To receive, consider and adopt 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, 2023.	780	32.77	1600	67.23	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	780	32.77	1600	67.23	Nil	Nil
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.	780	32.77	1600	67.23	Nil	Nil
Special Business- Ordinary Resolution							
4.	Ratification of remuneration of Cost Auditors.	780	32.77	1600	67.23	Nil	Nil
Special Business – Special Resolution							
5.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as an Executive Director & CEO of the Company for a period of three years.	680	28.57	1700	71.43	Nil	Nil
6.	Approval of Remuneration of Shri. Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company for remaining tenure of re-appointment (i.e. upto 31 st January 2026)	780	32.77	1600	67.23	Nil	Nil



(CS Girish Madan)
 For Girish Madan & Associates
 Practicing Company Secretaries
 Membership No. FCS - 5017
 C.P. No. 3577
 UDIN: F005017E001058113
 PEER REVIEW CERTIFICATE NO. 1514/2021

ANNEXURE-3

PHYSICAL BALLOT PAPER RESULT

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
Ordinary Business – Ordinary Resolutions							
1.	To receive, consider and adopt 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, 2023.	10940430	100	Nil	Nil	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	89209	100	Nil	Nil	Nil	Nil
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.	10940430	100	Nil	Nil	Nil	Nil
Special Business- Ordinary Resolution							
4.	Ratification of remuneration of Cost Auditors.	10940430	100	Nil	Nil	Nil	Nil
Special Business – Special Resolution							
5.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as an Executive Director & CEO of the Company for a period of three years.	10940430	100	Nil	Nil	Nil	Nil
6.	Approval of Remuneration of Shri. Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company for remaining tenure of re-appointment (i.e. upto 31 st January 2026)	89209	100	Nil	Nil	Nil	Nil

(CS Girish Madan)
 For Girish Madan & Associates
 Practicing Company Secretaries
 Membership No. FCS - 5017
 C.P. No. 3577
 UDIN: F005017E001058113
 Peer Review Certificate No. 1514/2021

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	Ballot Paper	E-Voting	Ballot Paper	Favour	Against
Ordinary Business – Ordinary Resolutions							
1.	To receive, consider and adopt 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, 2023.	780	10940430	1600	Nil	10941210	1600
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	780	89209	1600	Nil	89989	1600
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.	780	10940430	1600	Nil	10941210	1600
Special Business- Ordinary Resolution							
4.	Ratification of remuneration of Cost Auditors.	780	10940430	1600	Nil	10941210	1600
Special Business – Special Resolution							
5.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as an Executive Director & CEO of the Company for a period of three years.	680	10940430	1700	Nil	10941110	1700
6.	Approval of Remuneration of Shri. Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company for remaining tenure of re-appointment (i.e. upto 31 st January 2026)	780	89209	1600	Nil	89989	1600

Therefore all the aforesaid resolutions were 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 are 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



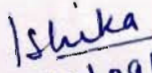
(CS Girish Madan)
For Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017E001058113
Peer Review Certificate No. 1514/2021

Place: Panchkula
Date: 22.09.2023

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 Textile Industries Limited were unblocked from e-voting website of Link Intime India Private Limited (LIPL) in our presence on 21st September, 2023 at 12:00 P.M.


22/09/2023

Name: Vansh Deep Kashyap
Address: Verma Bhawan, Sector-10
Panchkula, Haryana, 134109


22/09/2023

Name: Ishika Oberoi
Address: #938, Sector-17
Panchkula, Haryana, 134109