

**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 23<sup>rd</sup> December, 2020 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 (having CIN No. L17115HP1980PLC005647) 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 23<sup>rd</sup> December, 2020 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 31<sup>st</sup> July, 2020 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 said Annual General Meeting (AGM) of the Company held on Wednesday, the 23<sup>rd</sup> December, 2020 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 18<sup>th</sup> December, 2020 at 09.00 A.M. (I.S.T) to 22<sup>nd</sup> December, 2020 at 5.00 P.M. (I.S.T).
  - ii. The members of the Company as on the "cut off" date i.e. 16<sup>th</sup> December, 2020 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 23<sup>rd</sup> December, 2020 at 12:28 P.M. in the presence of 2 witnesses, Ms. Anamika Mishra and Ms. Vanshika Kapur, who are not in the employment of the Company.
  - iv. The voting during the AGM held on 23<sup>rd</sup> December, 2020 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 (LI IPL) 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: F005017B001630608

Place: Panchkula  
Date: 24.12.2020

**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 |
|--|-------------------------------------|--|
| 16 (through electronic voting)   | 7351767                             | See Annexure-2   |
| 5 (through ballot paper)   | 3551353                             | See Annexure-3   |

  
(CS Girish Madan)  
For Girish Madan & Associates  
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**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.          | %   |
| <b>Ordinary Business – Ordinary Resolutions</b> |   |                              |      |                             |     |               |     |
| 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, 2020 | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |
| 2.  | Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.  | 2469                         | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Ordinary Resolution</b>    |   |                              |      |                             |     |               |     |
| 3.  | Ratification of remuneration of Cost Auditors.  | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Special Resolution</b>     |   |                              |      |                             |     |               |     |
| 4.  | Appointment of Smt. Manju Lakhanpal (DIN:07130592) as an Independent Director for a term of five consecutive years  | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Ordinary Resolution</b>    |   |                              |      |                             |     |               |     |
| 5.  | Appointment of Shri Arun Kumar Basu (DIN: 08747388) as an Independent Director for a term of five consecutive years.  | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Special Resolutions</b>    |   |                              |      |                             |     |               |     |
| 6.  | Re-appointment of Smt. Neena Singh (DIN: 00233352) as an Independent Director of the Company for second term of five consecutive years  | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |
| 7.  | Appointment of Shri. Anil Kumar Sharma (DIN: 01157106) as a Director of the Company   | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |
| 8.  | Appointment and re-designation of Shri Anil Kumar Sharma (DIN   | 7351767                      | 100% | Nil                         | Nil | Nil           | Nil |



**GIRISH MADAN & ASSOCIATES**  
**Company Secretaries**

623/Sector 8, Panchkula  
Phone No (0172) 4628623  
9814212623(M)

|    |  |      |      |     |     |     |     |
|----|--|------|------|-----|-----|-----|-----|
|    | 01157106), as an Executive Director and CEO (Whole-Time Director) of the Company for a period of three years.  |      |      |     |     |     |     |
| 9. | Re-appointment of Shri Ashish Bagrodia (DIN-0047021), as Chairman & Managing Director of the Company for a period of five years and remuneration for three years | 2469 | 100% | Nil | Nil | Nil | Nil |

  
(CS Girish Madan)  
For Girish Madan & Associates  
Practicing Company Secretaries  
Membership No. FCS - 5017  
C.P. No. 3577  
UDIN: F005017B001630608

**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.          | %   |
| <b>Ordinary Business – Ordinary Resolutions</b> |   |                              |      |                             |     |               |     |
| 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, 2020 | 3551353                      | 100% | Nil                         | Nil | Nil           | Nil |
| 2.  | Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.  | 210                          | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Ordinary Resolution</b>    |   |                              |      |                             |     |               |     |
| 3.  | Ratification of remuneration of Cost Auditors.  | 3551353                      | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Special Resolution</b>     |   |                              |      |                             |     |               |     |
| 4.  | Appointment of Smt. Manju Lakhanpal (DIN:07130592) as an Independent Director for a term of five consecutive years  | 3551353                      | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Ordinary Resolution</b>    |   |                              |      |                             |     |               |     |
| 5.  | Appointment of Shri Arun Kumar Basu (DIN: 08747388) as an Independent Director for a term of five consecutive years.  | 3551353                      | 100% | Nil                         | Nil | Nil           | Nil |
| <b>Special Business- Special Resolutions</b>    |   |                              |      |                             |     |               |     |
| 6.  | Re-appointment of Smt. Neena Singh (DIN: 00233352) as an Independent Director of the Company for second term of five consecutive years  | 3551353                      | 100% | Nil                         | Nil | Nil           | Nil |
| 7.  | Appointment of Shri. Anil Kumar Sharma (DIN: 01157106) as a   | 3551353                      | 100% | Nil                         | Nil | Nil           | Nil |



**GIRISH MADAN & ASSOCIATES**  
**Company Secretaries**

623/Sector 8, Panchkula  
Phone No (0172) 4628623  
9814212623(M)

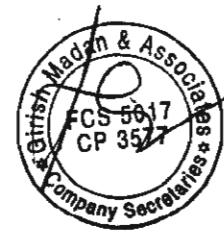
|    | Director of the Company   |         |      |     |     |     |     |
|----|---|---------|------|-----|-----|-----|-----|
| 8. | Appointment and re-designation of Shri Anil Kumar Sharma (DIN 01157106), as an Executive Director and CEO (Whole-Time Director) of the Company for a period of three years. | 3551353 | 100% | Nil | Nil | Nil | Nil |
| 9. | Re-appointment of Shri Ashish Bagrodia (DIN-00047021), as Chairman & Managing Director of the Company for a period of five years and remuneration for three years           | 210     | 100% | Nil | Nil | Nil | Nil |

  
(CS Girish Madan)  
For Girish Madan & Associates  
Practicing Company Secretaries  
Membership No. FCS – 5017  
C.P. No. 3577  
UDIN: F005017B001630608

**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 |
| <b>Ordinary Business – Ordinary Resolutions</b> |   |                              |              |                             |              |          |         |
| 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, 2020 | 7351767                      | 3551353      | Nil                         | Nil          | 10903120 | Nil     |
| 2.  | Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.  | 2469                         | 210          | Nil                         | Nil          | 2679     | Nil     |
| <b>Special Business- Ordinary Resolution</b>    |   |                              |              |                             |              |          |         |
| 3.  | Ratification of remuneration of Cost Auditors.  | 7351767                      | 3551353      | Nil                         | Nil          | 10903120 | Nil     |
| <b>Special Business- Special Resolution</b>     |   |                              |              |                             |              |          |         |
| 4.  | Appointment of Smt. Manju Lakhanpal (DIN:07130592) as an Independent Director for a term of five consecutive years  | 7351767                      | 3551353      | Nil                         | Nil          | 10903120 | Nil     |
| <b>Special Business- Ordinary Resolution</b>    |   |                              |              |                             |              |          |         |
| 5.  | Appointment of Shri Arun Kumar Basu (DIN: 08747388) as an Independent Director for a term of five consecutive years.  | 7351767                      | 3551353      | Nil                         | Nil          | 10903120 | Nil     |
| <b>Special Business- Special Resolutions</b>    |   |                              |              |                             |              |          |         |
| 6.  | Re-appointment of Smt. Neena Singh (DIN: 00233352) as an Independent Director of the Company for second term of five consecutive years  | 7351767                      | 3551353      | Nil                         | Nil          | 10903120 | Nil     |
| 7.  | Appointment of Shri. Anil Kumar Sharma (DIN: 01157106) as a Director of the Company   | 7351767                      | 3551353      | Nil                         | Nil          | 10903120 | Nil     |





|    |   |         |         |     |     |          |     |
|----|---|---------|---------|-----|-----|----------|-----|
| 8. | Appointment and re-designation of Shri Anil Kumar Sharma (DIN 01157106), as an Executive Director and CEO (Whole-Time Director) of the Company for a period of three years. | 7351767 | 3551353 | Nil | Nil | 10903120 | Nil |
| 9. | Re-appointment of Shri Ashish Bagrodia (DIN-00047021), as Chairman & Managing Director of the Company for a period of five years and remuneration for three years           | 2469    | 210     | Nil | Nil | 2679     | Nil |

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.

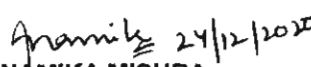
Thanking you


Yours faithfully

  
(CS Girish Madan)  
For Girish Madan & Associates  
Practicing Company Secretaries  
Membership No. FCS - 5017  
C.P. No. 3577  
UDIN: F005017B001630608

Place: Panchkula  
Date: 24.12.2020

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 unlocked from e-voting website of Link Intime India Private Limited (LIPL) in our presence on 23<sup>rd</sup> December, 2020 at 12:28 P.M.

  
Name: ANAMIKA MISHRA  
Address: #1212, Adarsh Nagar, Nayagaon  
Mohali

  
Name: VANSHIKA KAPUR  
Address: #81, Sector 16, Panchkula