

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 28th September, 2019 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 28th September, 2019 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 21st May, 2019 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 Saturday, the 28th September, 2019 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 23rd September, 2019 at 09.00 A.M. (I.S.T) to 27th September, 2019 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 21st September, 2019 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 28th September, 2019 at 10.42 A.M. in the presence of 2 witnesses, Ms Amanjeet Kaur and Ms Vanshika Kapur, who are not in the employment of the Company.
 - iv. The voting during the AGM held on 28th September, 2019 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 were 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

Place: Panchkula
Date: 30.09.2019

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
14 (through electronic voting)	10902433	See Annexure-2
9 (through ballot paper)	1048	See Annexure-3
13 (Proxy through Ballot Paper)	411000	

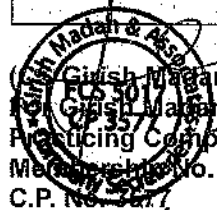


(CS Girish Madan)
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Membership No. FCS - 5017
C.P. No. 3577

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 – 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, 2019.	10902433	100%	Nil	Nil	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	1992	100%	Nil	Nil	Nil	Nil
Special Business- Ordinary Resolution							
3.	Ratification of remuneration of Cost Auditors.	10902433	100%	Nil	Nil	Nil	Nil
Special Business- Special Resolutions							
4.	Appointment of Sh. Divij Bagrodia, as an Executive Trainee of the Company being appointed to the office or place of profit.	1992	100%	Nil	Nil	Nil	Nil
5.	Re-appointment of Sh. Chandra Mohan (DIN-00017621) as an Independent Director of the Company for further terms of five consecutive years.	10902433	100%	Nil	Nil	Nil	Nil
6.	Re-appointment of Sh. Satish Girotra (DIN-01112511) as an Independent Director of the Company for further terms of five consecutive years.	10902433	100%	Nil	Nil	Nil	Nil


 Girish Madan & Associates
 FCS 5017
 Practising Company Secretaries
 Meerut, No. FCS - 5017
 C.P. No. 567

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, 2019.	412048	100%	Nil	Nil	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	412048	100%	Nil	Nil	Nil	Nil
Special Business- Ordinary Resolution							
3.	Ratification of remuneration of Cost Auditors.	412048	100%	Nil	Nil	Nil	Nil
Special Business- Special Resolutions							
4.	Appointment of Sh. Divij Bagrodia, as an Executive Trainee of the Company being appointed to the office or place of profit.	412048	100%	Nil	Nil	Nil	Nil
5.	Re-appointment of Sh. Chandra Mohan (DIN-00017621) as an Independent Director of the Company for further terms of five consecutive years.	412048	100%	Nil	Nil	Nil	Nil
6.	Re-appointment of Sh. Satish Girotra (DIN-01112511) as an Independent Director of the Company for further terms of five consecutive years.	412048	100%	Nil	Nil	Nil	Nil

(CS Girish Madan & Associates
 For Girish Madan & Associates
 Practising Company Secretaries
 Membership No. FOS-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	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, 2019.	10902433	412048	Nil	Nil	11314481	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	1992	412048	Nil	Nil	414040	Nil
Special Business- Ordinary Resolution							
3.	Ratification of remuneration of Cost Auditors.	10902433	412048	Nil	Nil	11314481	Nil
Special Business- Special Resolutions							
4.	Appointment of Sh. Divij Bagrodia, as an Executive Trainee of the Company being appointed to the office or place of profit.	1992	412048	Nil	Nil	414040	Nil
5.	Re-appointment of Sh. Chandra Mohan (DIN-00017621) as an Independent Director of the Company for further terms of five consecutive years.	10902433	412048	Nil	Nil	11314481	Nil
6.	Re-appointment of Sh. Satish Girotra (DIN-01112511) as an Independent Director of the Company for further terms of five consecutive years.	10902433	412048	Nil	Nil	11314481	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.

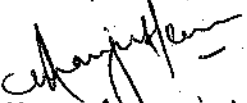
Thanking you


Yours faithfully


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

Place: Panchkula
Date: 30.09.2019

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 28th September, 2019 at 10.42 A.M.


Name: Ansanjeet Kaur
Address:
623, Sector - 8
Panchkula


Name: Vanshika Kapur
Address:
623, Sector - 8
Panchkula