

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

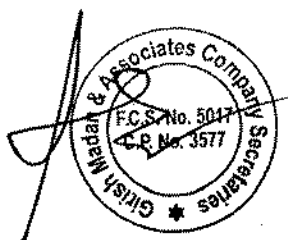
The Chairman/Managing Director
Winsome Textile Industries Limited
Registered Office at 1, Industrial Area
Baddi, Distt. Solan (H.P.) - 173205

34th Annual General Meeting (AGM) of the members of Winsome Textile Industries Limited held on Monday, the 28th September, 2015 at 10:00 A.M. at Its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.).

Dear Sirs,

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 e-voting process and votes casted physically in AGM held on 28/09/15, 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 time to time on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 34th Annual General Meeting (AGM) of the members of the Company held on Monday, the 28th September, 2015 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.).

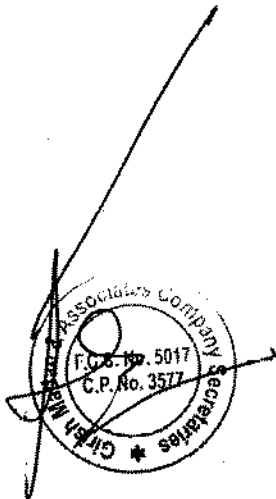
1. The notice dated 26.05.2015 convening the 34th Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said Annual General Meeting (AGM) of the Company held on Monday, the 28th September, 2015 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 the resolutions contained in the Notice to the 34th Annual General Meeting (AGM) of the members of the 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 AGM held on 28/09/2015.



30 SEP 2015

3. Further to the above, I submit my report as under:
- i. The remote e-voting period remained open from 25th September, 2015 at 09.00 A.M. (I.S.T) to 27th September, 2015 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 21st September, 2015 were entitled to vote on the resolutions as set out in the notice of the Annual General meeting.
 - iii. The votes were blocked on 27th September, 2015 at 05:15 P.M. in the presence of 2 witnesses, Sh. Subhash Thakur and Ms. Ankita Kataria, who are not in the employment of the Company.
 - iv. The voting during the AGM held on 28.09.2015 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 witness in the office of the Scrutinizer.
 - 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 cast 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




30 SEP 2015

ANNEXURE-1

Number of Members who cast their valid votes by e-voting and physical 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
15 (through electronic voting)	100870	As mentioned beside each of the resolutions
10 (Physical poll- out of which 9 (nine) through proxies and 1(one) by shareholder himself)	3488521	As mentioned beside each of the resolutions

The total shareholders present in the AGM were 17(seventeen) for the purpose of quorum.


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

30 SEP 2015

ANNEXURE-2

E-VOTING RESULTS

Item No. of Notice	Particulars of Resolutions	Vote in Favour of the 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 31st March, 2015.	100870	100 %	Nil	Nil	10856082	54.78%
2	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	2430	100 %	Nil	Nil	10856082	54.78%
3	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration. Company.	100870	100 %	Nil	Nil	10856082	54.78%
SPECIAL BUSINESS							
4	Appointment of Smt. Neena Singh (DIN-00233352) as an Independent Director.	100870	100 %	Nil	Nil	10856082	54.78%
5	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Managing Director of the Company.	2430	100 %	Nil	Nil	10856082	54.78%





30 SEP 2015

6	Ratification of remuneration of Cost Auditors.	100870	100 %	Nil	Nil	10856082	54.78%
---	--	--------	-------	-----	-----	----------	--------

In case of Resolution No. 1 to 6, the e-votes cast by 03(Three) Promoter group companies to the extent of 6553801 votes have been excluded since before voting on these resolutions, I, being scrutinizer have not received any authority letter/board resolution together with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote through e-voting as stipulated under remote e-voting Instructions and further also these promoter group companies being interested parties related to resolution no. 2 and 5. However e-votes cast by other individual promoters have been recorded accordingly.

Further in case of Resolution no. 1 to 6, the e-votes of 07(seven) members (under different folios) being Institutional Shareholders to the extent of 4302281 votes have been excluded since before voting on these resolutions, I, being scrutinizer have not received any authority letter/board resolution together with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote through e-voting as stipulated under remote e-voting Instructions.



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

30 SEP 2015

ANNEXURE-3


PHYSICAL POLL RESULT

Item No. of Notice	Particulars of Resolutions	Vote in Favour of the 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 31st March, 2015.	3488521	100 %	Nil	Nil	Nil	Nil
2	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	3488521	100 %	Nil	Nil	Nil	Nil
3	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration. Company.	3488521	100 %	Nil	Nil	Nil	Nil
SPECIAL BUSINESS							
4	Appointment of Smt. Neena Singh (DIN-00233352) as an Independent Director.	3488521	100 %	Nil	Nil	Nil	Nil
5	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Managing Director of the Company.	3488521	100 %	Nil	Nil	Nil	Nil



30 SEP 2015

6	Ratification of remuneration of Cost Auditors.	3488521	100 %	Nil	Nil	Nil	Nil
---	--	---------	-------	-----	-----	-----	-----


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

30 SEP 2015

ANNEXURE-4

FINAL RESULT OF VOTING

Item No. of Notice	Particulars of Resolutions	Vote in Favour of the Resolution		Vote against the Resolution		Total	
ORDINARY BUSINESS							
		E-Voting	Poll	E-Voting	Poll	Favour	Against
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 31st March, 2015.	100870	3488521	Nil	Nil	3589391	Nil
2	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	2430	3488521	Nil	Nil	3490951	Nil
3	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration. Company.	100870	3488521	Nil	Nil	3589391	Nil
SPECIAL BUSINESS							
4	Appointment of Smt. Neena Singh (DIN-00233352) as an Independent Director.	100870	3488521	Nil	Nil	3589391	Nil
5	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Managing Director of the Company.	2430	3488521	Nil	Nil	3490951	Nil



30 SEP 2015

GIRISH MADAN & ASSOCIATES
Company Secretaries

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


6	Ratification of remuneration of Cost Auditors.	100870	3488521	Nil	Nil	3589391	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

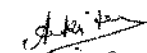
Yours faithfully



CS Girish Madan
for Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
Place : Panchkula
Date : 30.09.2015

We, the undersigned witnesses that the votes in respect of 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 28th September, 2015 at 04:00 P.M.


Name: Subhash Kumar
Address: #623 Sector-8
PKL.


Name: Ankita Kataria
Address: #623, Sector-8,
Panchkula.