

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
35th Annual General Meeting of shareholders
of Winsome Textile Ind. Ltd. held on 28th Sept., 2016 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 35th Annual General Meeting held on 28.09.16 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 35th Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 27.05.16 convening the 35th 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 resolutions to be passed at the said Annual General Meeting (AGM) of the Company held on Wednesday, the 28th September, 2016 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 35th 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



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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 25th September, 2016 at 09.00 A.M. (I.S.T) to 27th September, 2016 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 21st September, 2016 were entitled to vote on the resolutions as set out in the notice of the Annual General meeting.
 - iii. The votes were unblocked on 28th September, 2016 at 1.30 P.M. in the presence of 2 witnesses, Ms. Muskan Sahni and Ms Aditi Kaushik who are not in the employment of the Company after the conclusion of AGM.
 - iv. The voting during the AGM held on 28.09.2016 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. 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.

E-VOTING RESULTS : AS PER ANNEXURE-2

POLL/PHYSICAL VOTING RESULTS : AS PER ANNEXURE-3

FINAL RESULTS OF VOTING : AS PER ANNEXURE-4





Girish Madan & Associates
Company Secretaries

House No. 623, Sector-8,
PANCHKULA

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
24 (through electronic voting)	10976452	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



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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							
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, 2016.	10976452	100 %	Nil	Nil	Nil	Nil
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	4324211	100 %	Nil	Nil	Nil	Nil
3.	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration.	10976452	100 %	Nil	Nil	Nil	Nil
SPECIAL BUSINESS							
4.	Ratification of remuneration of Cost Auditors.	10976452	100 %	Nil	Nil	Nil	Nil


(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.	%
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, 2016.	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.	Ratification of appointment of M/s Lodha & Co., as 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 31st March, 2016.	10976452	252	Nil	Nil	10976704	Nil
2	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.	4324211	252	Nil	Nil	4324463	Nil
3	Ratification of appointment of M/s Lodha & Co., as Statutory Auditors of Company & to fix their remuneration.	10976452	252	Nil	Nil	10976704	Nil
SPECIAL BUSINESS							
4	Ratification of remuneration of Cost Auditors.	10976452	252	Nil	Nil	10976704	Nil

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

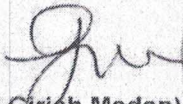
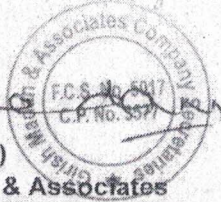


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I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through remote e-voting and poll by the Shareholders of the Company. All the relevant records and documents is under my safe custody 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

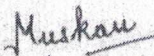
(CS Girish Madan)
For Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577

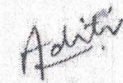
For Winsome Textile Industries Limited

Chairman & Managing Director

Place: Panchkula
Date: 28/09/2016

We, the undersigned witnesses, confirmed that 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 28th September, 2016 at 01.30 P.M.


Name: Muskan Sahni
Address: # 349 Sector 16, Panchkula


Name: Aditya Kaushik
Address: H.No. 619, Sector 7,
Panchkula