

27 MAR 2015

Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014

To

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

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 e-voting process, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies, (Management and Administration) Rules, 2014 on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Extra Ordinary General Meeting (EOGM) of the members of the Company held on Friday, the 27th March, 2015 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.)

1. The notice dated 02nd February, 2015 convening the Extra Ordinary General Meeting (EOGM) 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 Extra Ordinary General Meeting (EOGM) of the Company held on Friday, the 27th March, 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 on the resolutions contained in the Notice to the Extra Ordinary General Meeting (EOGM) 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.

Tel Nos. Mobile 98142-12623

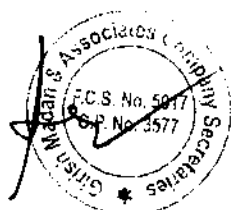


3. Further to the above, I submit my report as under:
- i. The e-voting period remained open from 19th March, 2015 at 09.00 A.M. (IST) to 21st March, 2015 at 6.00 P.M. (IST).
 - ii. The members of the Company as on the "cut off" date i.e. 27th February, 2015 were entitled to vote on the resolutions as set out in the notice of E.O.G.M.
 - iii. The votes were unblocked on 21st March, 2015 at 06:30 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. 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 based on such reports generated, the result of the e-voting is as under : -

Number of Members who cast their votes through e-voting	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	10825661	As mentioned beside each of the resolutions

It may also be mentioned that percentage as shown in the table below is calculated excluding GDR shareholding standing in the name of Bank of New York Mellon as Depository has right to dividend but do not have any right to vote.

Based on the data made available by NSDL and the calculations of the votes cast in favour and against the resolutions as proposed are carried with requisite majority by evoting.

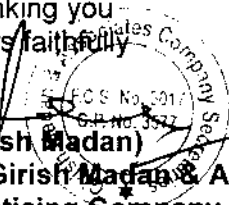


Item No. of Notice	Particulars of Resolutions	Vote in Favour of the Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1	Alteration in Articles of Association of the Company.	10825502	79.76	159	0.00	Nil	Nil
2	Revision in Basic Salary Structure of Managing Director of the Company	10825502	79.76	159	0.00	Nil	Nil

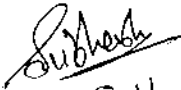
Therefore all the aforesaid resolutions passed with requisite majority through E-Voting.

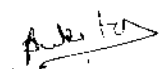
I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes or Annual General Meeting by the Chairman.

Thanking you
Yours faithfully


(Girish Madan)
for Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
Place: Panchkula
Date: 27.03.2015

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 at 6.30 P.M. on March 21, 2015.


Name: Subhash Thakur
Address: # 623, Sector-8
PKL.


Name: Ankita Kataria
Address: # 16, M.S. Enclave,
Dhakoli