

**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  
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 resolution contained in the notice (hereinafter referred to as "the resolution") of the Extra Ordinary General Meeting (EOGM) of the members of the Company held on Wednesday, the 06<sup>th</sup> May, 2015 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.)

1. The notice dated 27<sup>th</sup> March, 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 resolution to be passed at the said Extra Ordinary General Meeting (EOGM) of the Company held on Wednesday, the 06<sup>th</sup> May, 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 resolution 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 resolution 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.
3. Further to the above, I submit my report as under:
  - i. The e-voting period remained open from 28<sup>th</sup> April, 2015 at 09.00 A.M.( IST) to 30<sup>th</sup> April, 2015 at 6.00 P.M. (IST).
  - ii. The members of the Company as on the "cut off" date i.e. 03<sup>rd</sup> April, 2015 were entitled to vote on the resolution as set out in the notice of E.O.G.M.
  - iii. The votes were unblocked on 30<sup>th</sup> April, 2015 at 06:30 P.M. in the presence of 2 witnesses, Mr. Subhash Thakur and Ms. Ankita Kataria, who are not in the employment of the Company.

Tel Nos. 0172- 2564020, Mobile 98142-12623



- iv. The voting during the EOGM held on 06.05.2015 was also conducted through Ballot Voting wherein all the required facilities for the Shareholders to cast their votes either in favour or against the resolution were duly provided.
- v. The ballot box was unblocked after the closure of the meeting in the presence of shareholders and Directors of the Company and all the ballot papers were duly examined.
- vi. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolution that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://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 below mentioned Resolution is as hereunder
21	4305801	As mentioned beside of the resolution

Number of Members who cast their votes through Ballots	Total number of shares held by them	Total Number of Valid Votes (as per details provided under below mentioned Resolution is as hereunder
3	2200	As mentioned beside of the resolution

It may also be mentioned that the percentage as mentioned in the below tables are calculated excluding GDR shareholding standing in the name of The Bank of New York Mellon as Depository has right to dividend but no right to vote.

#### E-VOTING RESULTS

Item No. of Notice	Particulars of Resolution (As special business)	Vote in favour of the Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1	Appointment of Sh. Satish Bagrodia as Advisor of the Company.	4305801	27.68	Nil	0.00	Nil	0.00

Tel Nos. 0172- 2564020, Mobile 98142-12623



**PHYSICAL/BALLOT VOTING RESULTS**

Item No. of Notice	Particulars of Resolution (As special business)	Vote in favour of the Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1	Appointment of Sh. Satish Bagrodia as Advisor of the Company.	2200	0.014	Nil	0.00	Nil	0.00

Therefore the aforesaid resolution passed unanimously with requisite majority through E-Voting/Ballots.

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 Extra Ordinary 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  
Dated: 06/05/2015

**Girish Madan & Associates**

**Company Secretaries**

**House No. 623, Sector-8,**

**PANCHKULA**

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 5:30 p.m. on 6<sup>th</sup> May, 2015.



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



Name: ANKITA KATARIA  
Address: #623, Sector-8,  
Panchkula