



**Ramesh Bhatia**

B.Com., F.C.S.

PRACTICING COMPANY SECRETARY

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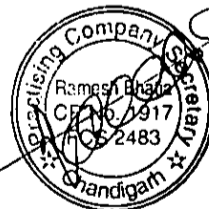
**Secretarial compliance report of M/s Winsome Textile Industries Limited for the year ended March 31, 2020.**

I, Ramesh Bhatia, a Practicing Company Secretary has examined:

- (a) all the documents and records made available to me and explanation provided by M/s Winsome Textile Industries Limited ( hereinafter referred to as "the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;(Not applicable to the company during the audit period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ;(Not applicable to the company during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ;(Not applicable to the company during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ;(Not applicable to the company during the audit period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the audit period) –



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

And circulars/guidelines issued there under and based on the above examination, I hereby report that, during the period under review:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 19	Composition of Nomination And Remuneration Committee	The Nomination and Remuneration Committee as on 31/03/2020 comprise of only two members presently due to the death of One of the former members Mr. Chander Mohan, an independent Director. It was informed to us that the Company was in the process of appointing another Director in his place but the same has been delayed due to COVID 19 lockdown declared by the Government of India.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations / remarks of the Practicing Company Secretary
	NA			

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

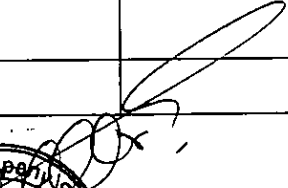

Sr. No.	Observations of the Practicing Company Secretary in	Observations made in the secretarial compliance report for	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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	the previous reports	the year ended 31.03.2019		
	NIL	NA		

Place: Chandigarh  
Date: June 24, 2020

  
  
Bhatia  
2483  
1917  
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