

Secretarial compliance report of M/s Winsome Textile Industries Limited for the year ended March 31, 2021.

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) any other documents / filings, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2021 in respect of compliance with the provisions of :
 - (1) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - (2) 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"); including
 - (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 for the period under review
 - (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 for the period under review
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - not applicable for the period under review
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; - not applicable for the period under review
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants Regulations, 1996;

And based on the above examination, I hereby report that, during the Review Period



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(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:-

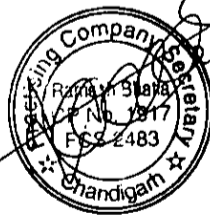
Sr. No	Compliance Requirement	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 17	Composition of the Board of Directors	Regulation 17 (1) (C) of the SEBI (LODR) Regulations 2015 as amended read with SEBI notification No: LAD-NRO/GN/2018/10 dated 09 th May 2018 requires that the Board of Directors of the Top 2000 BSE companies shall comprise of the minimum six directors w.e.f 01 st April, 2020 where as the company had five directors. How-ever, w.e.f 29 th May. 2020, the Company has complied with the conditions of the above mentioned circular of the SEBI
2.	Regulation 19 (1) (a)	Composition of Nomination Committee	The Nomination Committee consisted of two Non Executive Directors due to the death of the former member Mr. Chander Mohan, an Independent Director. The delay in appointing the new Independent Directors occurred due to acute Covid-19 conditions.

(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.

© 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
1	BSE	Regulation 17 and 19 (1)(2)	Levied Financial Penalty of Rs. 546340/- and 16250/- respectively which was paid by the company.	The fine imposed by the BSE under Regulation 17 of the SEBI (LODR) Regulations 2015 has been waived as communicated to the company by mail dated 16 th April, 2021.

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



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Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 19	Composition of Nomination Committee.	The company has appointed the new independent directors on 29 th May, 2020 and has re-constituted the Committees also by Board resolution dated 29th June, 2020.	Necessary compliance has been made by the Company

Place : Chandigarh
Date : June 09, 2021
UDIN No : F002483C000436059



Ramesh Bhatia
Practising Company Secretary
Membership No: FCS2483
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