

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
Annual General Meeting of Shareholders
of Winsome Textile Industries Limited held on 24th September, 2025 at 10:30 A.M.
at 1, Industrial Area, Baddi, Distt. Solan (H.P.)- 173205

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, (CIN:L17115HP1980PLC005647) as a Scrutinizer for the purpose of Scrutinizing the Remote E-voting process and voting through polling papers at the Annual General Meeting held on 24th September, 2025 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 resolutions contained in the notice (hereinafter referred to as "the resolutions") of Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 08th August, 2025 convening the 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 the below mentioned resolutions to be passed at the Annual General Meeting (AGM) of the Company held on Wednesday, the 24th September, 2025 at 10:30 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 resolutions contained in the Notice of 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 favour" or "against" the resolutions stated above and "invalid" votes, based on the reports generated from the e-voting system provided by MUFG Intime India Private Limited (LIPL), 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 19th September, 2025 at 09.00 A.M. (I.S.T) to 23rd September, 2025 at 5.00 P.M. (I.S.T).
- ii. The members of the Company as on the "cut off" date i.e., 17th September, 2025 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting (AGM).
- iii. The votes were unblocked on 23th September, 2025 at 05.15 P.M. in the presence of 2 witnesses, Ms. Kalpna and Ms. Lata Pandey, who are not in the employment of the Company.
- iv. The voting during the AGM held on 24th September, 2025 was conducted through ballot paper wherein all the required facilities for the shareholders to cast their votes either in favour or against on the resolutions was duly provided.
- v. We have found abstained vote in the electronic voting system at the AGM through VC/OAVM
- vi. The ballot box was unlocked after the closure of the meeting in the presence of two witnesses in the office of the Scrutinizer. The poll papers were reconciled with the records maintained by Company/ M/s MUFG Intime India Private Limited (LIPL), Registrar & Share Transfer Agent (RTA) of Company.
- vii. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" and "invalid" on the resolutions that have been put to vote, were generated from the e-voting website of MUFG Intime India Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in> 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**.

(CS Girish Madan)
For Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017G001348392
Place: Panchkula
Date: 26/09/2025
Peer Review Certificate No. 1514/2021

ANNEXURES

E-VOTING RESULTS
BALLOT/PHYSICAL VOTING RESULTS
FINAL RESULTS OF VOTING

: AS PER ANNEXURE-2
: AS PER ANNEXURE-3
: AS PER ANNEXURE-4

ANNEXURE-1

Number of Members who cast their votes through e-voting and ballot paper	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
(Through electronic voting)-11	2671	See Annexure-2
(Through ballot paper)-38	10998483	See Annexure-3
(Through electronic voting & Ballot Paper/ physical votes)- 49	11001154	See Annexure-4



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ANNEXURE-2

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 – Ordinary Resolutions							
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	1670	62.52	1001	37.48		
2	To appoint a director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.	1670	62.52	1001	37.48		
3	To appoint a director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.	1670	62.52	1001	37.48		
Special Business- Ordinary Resolution							
4	Ratification of remuneration of Cost Auditor for FY 2025-2026.	1670	62.52	1001	37.48		
5	Appointment of Shri Ramesh Bhatia as Secretarial Auditor of the company from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors.	1670	62.52	1001	37.48		



GIRISH MADAN & ASSOCIATES
Company Secretaries

623/Sector 8, Panchkula
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6	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as an Executive Director and CEO (Whole-Time Director) of the Company for a period of three years with effect from 12 th February, 2026 to 11 th February, 2029.	1670	62.52	1001	37.48		
7	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company, for a period of five years from 01 st February 2026 to 11 th February, 2029	1670	62.52	1001	37.48		

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ANNEXURE-3

PHYSICAL BALLOT PAPER RESULT

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	
Ordinary Business – Ordinary Resolutions							
		Nos.	%	Nos.	%	Nos.	%
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	10998483	100	NIL	NA		
2	To appoint a director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.	2262	100	NIL	NA		
3	To appoint a director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.	10998483	100	NIL	NA		
Special Business- Ordinary Resolution							
4	Ratification of remuneration of Cost Auditor for FY 2025-2026.	10998483	100	NIL	NA		
5	Appointment of Shri Ramesh Bhatia as Secretarial Auditor of the company from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined	10998483	100	NIL	NA		



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	by the Board of Directors.						
6	Re-appointment of Shri Anil Kumar Sharma (DIN 01157106) as an Executive Director and CEO (Whole-Time Director) of the Company for a period of three years with effect from 12 th February, 2026 to 11 th February, 2029.	10998483	100	NIL	NA		
7	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company, for a period of five years from 01 st February 2026	2262	100	NIL	NA		

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ANNEXURE 4

FINAL RESULT OF VOTING

Item No. of Notice	Particulars of Resolutions	Vote in Favor of Resolution		Vote against the Resolution		Invalid Votes		Abstained Votes
		Nos.	%	Nos.	%	Nos.	%	Nos
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	11000153	99.99	1001	0.01	NA	NA	NA
2	To appoint a director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.	3932	79.70	1001	20.30	NA	NA	NA
3	To appoint a director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.	11000153	99.99	1001	0.01	NA	NA	NA
Special Business- Ordinary Resolution								
4	Ratification of remuneration of Cost Auditor for FY 2025-2026.	11000153	99.99	1001	0.01	NA	NA	NA
5	Appointment of Shri Ramesh Bhatia as Secretarial Auditor of the company from Financial Year 2025-26 till Financial Year	11000153	99.99	1001	0.01	NA	NA	NA



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	2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors.							
6	Re-appointment of Shri Anil Kumar Sharma (DIN 01157106) as an Executive Director and CEO (Whole-Time Director) of the Company for a period of three years with effect from 12 th February, 2026 to 11 th February, 2029	11000153	99.99	1001	0.01	NA	NA	NA
7	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company, for a period of five years from 01 st February 2026	3932	79.70	1001	20.30	NA	NA	NA


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

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 are 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)
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Practicing Company Secretaries
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We, the undersigned witnesses, confirmed that the ballot box was unlocked in our presence and votes in respect of remote e-voting of shareholders of Winsome Textile Industries Limited were

unblocked from e-voting website of MUFG Intime India Private Limited (LIPL) in our presence on 23th September, 2025 at 05.15 P.M.

Name: Ms. Kalpna *Kalpna*
Address: #496, Mauli Jagran, Chandigarh, 160102

Lata Pandey
Name: Ms. Lata Pandey
Address: #51, Sector-14, Panchkula, 134109

Countersigned by:

Chairman/Authorized Signatory