

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
31st Annual General Meeting of shareholders
of Winsome Yarns Ltd.
Registered office: SCO 191 192, SECTOR 34 A, CHANDIGARH

Subject: Scrutinizer's Report on remote e- voting & voting through polling 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. in respect of Annual General Meeting (AGM) held on 29th September, 2021 at 11:15 A.M. at Registered office i.e SCO 191 192, Sector 34 A, Chandigarh

Dear Sir,

I, **Girish Madan**, Company Secretary in whole time practice, having been appointed by the Board of Directors of **Winsome Yarns Ltd.**, (CIN: L17115CH1990PLC010566) as a Scrutinizer for the purpose of Scrutinizing the Remote E-voting process and voting through polling at the 31st Annual General Meeting held on 29.09.2021 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 all the resolutions contained in the notice (hereinafter referred to as "the resolutions") of 31st Annual General Meeting (AGM) of the members of the Company.

1. The notice dated 12.08.2021 convening the 31st 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 resolutions to be passed at the said Annual General Meeting (AGM) of the Company held on Wednesday, the 29th September, 2021 at 11:15 A.M. at **SCO 191 192, Sector 34 A, Chandigarh**.
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 all the resolutions contained in the Notice of 31st 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 **Central Depository Services Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the Company and also through physical votes casted in aforesaid AGM.

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3. Further to the above, I submit my report as under:
- i. The remote e-voting period remained open from 26th September, 2021 at 09.00 A.M. (I.S.T) to 28th September, 2021 at 5.00 P.M. (I.S.T).
 - ii. The members of the Company as on the "cut off" date i.e. 22nd September, 2021 were entitled to vote on the resolutions as set out in the notice of the Annual General meeting as well as on the portal of CDSL.
 - iii. The votes were unblocked on 29th September, 2021 at 12:07 P.M. in the presence of 2 witnesses, Ms. ANAMIKA MISHRA and Ms. ARUSHI SINGLA, who are not in the employment of the Company after the conclusion of AGM.
 - iv. The voting during the AGM held on 29th September, 2021 was conducted through Poll/ballot wherein all the required facilities for the shareholders to cast their votes either in favour or against on the resolution were duly provided.
 - v. 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 Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent (RTA) of Company.
 - vi. 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 **Central Depository Services Limited (CDSL)** i.e. www.evotingindia.com 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.

For Girish Madan & Associates



(CS Girish Madan)
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017C001047718

Place: Panchkula
Date: 30.09.2021

E-VOTING RESULTS : AS PER ANNEXURE-2
POLL/PHYSICAL VOTING RESULTS : AS PER ANNEXURE-3
FINAL RESULTS OF VOTING : AS PER ANNEXURE-4

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ANNEXURE-1

Number of Members who cast their votes through e-voting and poll	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
28 (through electronic voting)	5989	As mentioned beside each of the resolution(s).
46	27264513	As mentioned beside each of the resolution(s).

For Girish Madan & Associates



(CS Girish Madan)
Practicing Company Secretaries
Membership No.
FCS - 5017
C.P. No. 3577

PHONE NO: 0172-4628623, 98142-12623 (MOB)

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							
1.	To Adopt Audited Financial Statement of the Company for the Financial Year ended 31.03.2021 together with the Reports of the Board of Directors and Auditors thereon.	5068	84.62%	921	15.38%	NIL	Nil
2.	To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	4285	71.55%	1704	28.45%	NIL	NIL
SPECIAL BUSINESS							
3.	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2019-20 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution:	4395	73.38%	1594	26.62%	NIL	NIL
4.	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2020-21 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution:	4395	73.38%	1594	26.62%	NIL	NIL
5.	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2021-22	4795	80.06%	1194	19.94%	NIL	NIL

PHONE NO: 0172-4628623, 98142-12623 (MOB)



and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution:								
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NOTE:* Percentage (%) of shareholding based on Voting rights of the Members who casted their votes through e-voting.

For Girish Madan & Associates



(CS Girish Madan)
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577

ANNEXURE-3

PHYSICAL POLL RESULT

Item No. of Notice	Particulars of Resolutions	Vote in favour of Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%*	Nos.	%*	Nos.	%*
ORDINARY BUSINESS							
1.	To Adopt Audited Financial Statement of the Company for the Financial Year ended 31.03.2021 together with the Reports of the Board of Directors and Auditors thereon.	27264512	100.00%	0	0	1	0.00%
2.	To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	21843	100.00%	0	0	1	0.00
SPECIAL BUSINESS							
3.	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2019-20 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution:	27264512	100.00%	0	0	1	0.00%
4.	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2020-21 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution:	27264512	100.00%	0	0	1	0.00%

PHONE NO: 0172-4628623, 98142-12623 (MOB)



5	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2021-22 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution:	27264512	100.00%	0	0	1	0.00%

NOTE: * Percentage (%) of shareholding based on Voting rights of the Members who casted their votes through Poll.

For Girish Madan & Associates



(CS Girish Madan)
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577

PHONE NO: 0172-4628623, 98142-12623 (MOB)

ANNEXURE-4

FINAL RESULT OF VOTING

Item No. of Notice	Particulars of Resolutions	Vote in Favour of Resolution		Vote against the Resolution		Invalid Votes	Total		
		E-Voting	Poll	E-Voting	Poll	Poll	Favour	Against	
ORDINARY BUSINESS									
1	To Adopt Audited Financial Statement of the Company for the Financial Year ended 31.03.2021 together with the Reports of the Board of Directors and Auditors thereon.	5068	27264512	921	0	1	27269580	921*	
2	To appoint a Director in place of Shri Manish Bagrodia (DIN. 00046944), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	4285	21843	1704	0	1	26128	1704*	
SPECIAL BUSINESS									
3	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2019-20 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution.	4395	27264512	1594	0	1	27268907	1594*	
4	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2020-21 and to fix their remuneration and in this regard to consider and if	4395	27264512	1594	0	1	27268907	1594*	

PHONE NO: 0172-4628623, 98142-12623 (MOB)



	thought fit, to pass, with or without modification(s) as an Ordinary Resolution.							
5	To ratify the appointment of M/s. Vijay Kumar Mishra & Associates, Cost Accountants as Cost Auditor of the Company for the financial year 2021-22 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) as an Ordinary Resolution.	4795	27264512	1194	0	1	27269307	1194*

***Note: Total vote against is excluding the invalid vote.**

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

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 is 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,

For Girish Madan & Associates



(CS Girish Madan)
Practising Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
UDIN: F005017C001047718

Place: Panchkula
Date: 30.09.2021

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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 yarns Limited were unblocked from e-voting website of **Central Depository Services Limited (CDSL)** in our presence on **29th September, 2021** at 12:05 P.M.

Anamika

Name: ANAMIKA MISHRA

Address: #1212, Adarsh Nagar, Nayagaon- Mohali

Arushi

Name: ARUSHI SINGLA

Address: #125, Sector 7, Panchkula