

**Scrutinizer's Report**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies,  
(Management and Administration) Rules, 2014

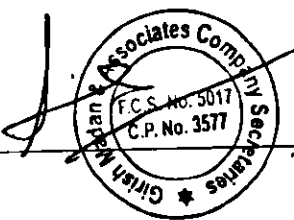
To

The Chairman/Managing Director  
WINSOME YARNS LTD  
Registered Office: SCO 191 – 192  
SECTOR 34 A  
CHANDIGARH

Dear Sir,

I, Girish Madan, Company Secretary in whole time practice, have been appointed by the Board of Directors of Winsome Yarns Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process and votes casted physically in the AGM held on 23/09/2015, and ascertaining the requisite majority on e-voting/physical 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 resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company held on Wednesday, 23<sup>rd</sup> day of September, 2015 at 11:30 A.M. at PHD Chamber of Commerce and Industry, Regional Office, PHD House, Sector 31-A, Chandigarh

1. The notice dated 28<sup>th</sup> May, 2015 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 said Annual General Meeting (AGM) of the Company to be held on Wednesday, 23<sup>rd</sup> day of September, 2015 at 11:30 A.M. at PHD Chamber of Commerce and Industry, Regional Office, PHD House, Sector 31-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 as well as physically on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting and physical process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below and also decide on "invalid" votes, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and also through physical votes casted in the AGM to be held on 23/09/2015.



Tel Nos. 0172- 2564020, Mobile 98142-12623

3. Further to the above, I submit my report as under:
- i. The e-voting remained open from 20<sup>th</sup> September, 2015 at 09.00 A.M. (IST) to 22<sup>th</sup> September, 2015 at 5:00 P.M. (IST).
  - ii. The members of the Company as on the "cut off" date i.e. 16<sup>th</sup> September, 2015 were entitled to vote on the resolutions as set out in the notice of A.G.M.
  - iii. The votes were blocked on 22<sup>nd</sup> September, 2015 at 05:30 P.M. in the presence of 2 witnesses, Sh Subhash Thakur and Ms Ankita Kataria who are not in the employment of the Company. On 23<sup>rd</sup> September 2015 a confirmation was sent to CDSL through system confirming the holding of AGM.
  - iv. The voting during the AGM held on 23/09/2015 was conducted through Ballot Voting wherein all the required facilities for the Shareholders to cast their votes either in favor or against the each 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 scrutinizer.
  - 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 (India) Limited (CDSL), i.e. www.evotingindia.com and based on such reports generated along with the results of voting through ballot, is as mentioned in ANNEXURE-1.

Based on the data made available by CDSL and ballot papers made available by the Company, and the calculations of the votes cast in favour and against the resolutions as proposed are carried with requisite majority by voting.

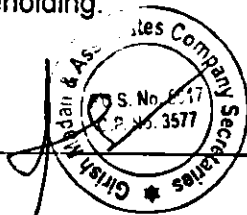
**E-VOTING RESULTS: AS PER ANNEXURE-2**

**PHYSICAL/BALLOT VOTING RESULTS: AS PER ANNEXURE-3**

**FINAL RESULT OF VOTING: AS PER ANNEXURE -4**

Therefore all the aforesaid resolutions passed with requisite majority through E-Voting as well as physical/Ballot Voting.

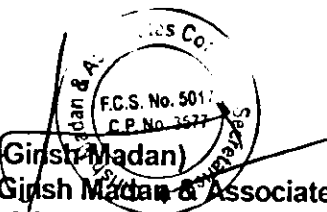
It is also mentioned that out of total votes casted (92 physical and 12 through electronic mode) 5 votes were rejected due to either wrong folio or not mentioning the shareholding.



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I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting as well as through physical/Ballot 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 of Annual General Meeting by the Chairman.

Thanking you  
Yours faithfully

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

Place: Panchkula  
Date: 25/09/2015

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of Winsome Yarns Limited were unblocked from e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at 12:30 P.M. on September 23, 2015 after the conclusion of AGM at the venue.

*Subhash*

Name: *Subhash Thakur*

Address: *#623, Sector-8*  
*Panchkula.*

*Ankita*

Name: *Ankita Katarya*

Address: *#623, Sector-8,*  
*Panchkula.*

**ANNEXURE-1**

Number of Members who cast their votes	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
12(Through Electronic Voting)	163635	As mentioned beside each of the resolutions
92 (Through Physical Mode) out of which 5 ballots were declared as invalid due to various reasons as stated on each ballot	25827791 (excluding invalid votes)	As mentioned beside each of the resolutions

  
(CS Girish Madan)  
for Girish Madan & Associates  
Practicing Company Secretaries  
M.No. FCS - 5017  
C.P. No. 3577  
Place: Panchkula  
Date: 25.09.2015

ANNEXURE-2

E-VOTING RESULTS:

Item No. of Notice	Particulars of Resolutions	Vote in Favour of the Resolution		Vote against the Resolution	
<b>ORDINARY BUSINESS:</b>					
		Nos.	%	Nos.	%
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on 31 <sup>st</sup> March 2015	163535	0.23	NIL	NIL
2	Appoint a Director in place of Mr. Satish Bagrodia, who retires by rotation and being eligible offers himself for re-appointment.	1413	0.002	100	0.0004
3.	Reappointment of M/s. Lodha & Co., Chartered Accountants, as Auditors and fixing their remuneration.	163535	0.23	NIL	NIL
<b>SPECIAL BUSINESS:</b>					
4.	Appointment of Mrs. Ishika Aggarwal as an Independent Director.	163535	0.23	100	0.0004
5.	Appointment of M/S Balwinder and Associates, as cost auditor and fixing their remuneration.	163535	0.23	100	0.0004

  
(CS Girish Madan)  
for Girish Madan & Associates  
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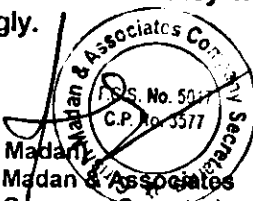
Place: Panchkula  
Date: 25/09/2015

ANNEXURE-3

PHYSICAL/BALLOT VOTING RESULTS:

Item No. of Notice	Particulars of Resolutions	Vote in Favor of the Resolution		Vote against the Resolution	
<b>ORDINARY BUSINESS:</b>					
		Nos.	%	Nos.	%
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on 31 <sup>st</sup> March 2015	25827791	36.53	NIL	NIL
2	Appoint a Director in place of Mr. Satish Bagrodia, who retires by rotation and being eligible offers himself for re-appointment.	10304*	0.01	NIL	NIL
3.	Reappointment of M/s. Lodha & Co., Chartered Accountants, as Auditors and fixing their remuneration.	25827791	36.53	NIL	NIL
<b>SPECIAL BUSINESS:</b>					
4.	Appointment of Mrs. Ishika Aggarwal as an Independent Director.	25827791	36.53	NIL	NIL
5.	Appointment of M/S Balwinder and Associates, as cost auditor and fixing their remuneration.	25827791	36.53	NIL	NIL

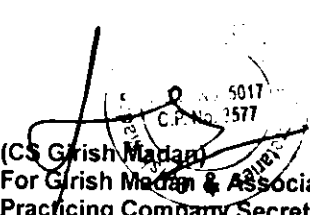
\*In case of the Resolution No: 2, the votes of 2 members to the extent of 25817487 have been excluded since they have not voted on this resolution being the interested promoters. However they have voted for other resolutions which have been recorded accordingly.

  
(CS Girish Madan)  
For Girish Madan & Associates  
Practicing Company Secretaries  
Membership No. FCS - 5017  
C.P. No. 3577  
Place: Panchkula  
Date: 25.09.2015

**ANNEXURE -4**

**FINAL RESULT OF VOTING**

Item No. of Notice	Particulars of Resolutions	Vote in Favour of the Resolution		Vote against the Resolution		TOTAL	
		E- Voting	Physical	E- Voting	Physical	Favour	Against
<b>ORDINARY BUSINESS:</b>							
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on 31 <sup>st</sup> March 2015	163535	25827791	NIL	NIL	25991326	NIL
2	Appoint a Director in place of Mr. Satish Bagrodia, who retires by rotation and being eligible offers himself for re-appointment.	1413	10304*	100	NIL	11717	100
3.	Reappointment of M/s. Lodha & Co., Chartered Accountants, as Auditors and fixing their remuneration.	163535	25827791	NIL	NIL	25991326	NIL
<b>SPECIAL BUSINESS:</b>							
4	Appointment of Mrs. Ishika Aggarwal as an Independent Director.	163535	25827791	100	NIL	25991326	100
5	Appointment of M/S Balwinder and Associates, as cost auditor and fixing their remuneration.	163535	25827791	100	NIL	25991326	100

  
(CS Girish Madan)  
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Place: Panchkula  
Date: 25.09.2015