

winsome

Textile Industries Ltd.

SCO # 191-192, Sector 34-A

Chandigarh - 160 022 INDIA

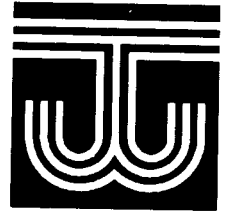
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Website : www.winsomegroup.com



REF. No. WTI/SECT/14/
Date:29th September, 2014

Fax No. 022-22723719, 22721278, 22723354

MOST URGENT COURIER

**SENIOR MANAGER
BOMBAY STOCK EXCHANGE LIMITED
CORPORATE RELATIONSHIP DEPTT.
ROTUNDA BUILDING, P.J. TOWERS
DALAL STREET, FORT
MUMBAI-400001.**

Subject: - Outcome of Annual General Meeting and Scrutinizer Report for E-Voting (Scrip Code : 514470)

Dear Sir,

Pursuant to listing agreement, we wish to inform you that shareholders in their Annual General Meeting held on 29.09.2014, inter-alia, have considered and approved the followings :-

1. Adoption of Audited Statement of Profit & Loss Account, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.
2. Re-appointment of Shri Ashish Bagrodia, who retires by rotation.
3. Re-appointment of Statutory Auditor from the conclusion of 33rd AGM till conclusion of 36th AGM of the Company.
4. Appointment of Shri Satish Girotra, Shri Chandra Mohan and Shri Amrit Lal Batra as Independent Director(s) of the Company for a period of five years w.e.f. 29th September 2014 upto 28th September 2019.
5. Ratification of remuneration of Cost Auditors for the F.Y. 2014-2015.
6. Alteration of Articles of Association of the Company.
7. Made office of Managing Director and Chairman & Whole Time Director liable to retire by rotation.

We are enclosing herewith the report of Sh. Girish Madan, Practising Company Secretary, Scrutinizer for e-voting along with details regarding voting results for your kind information please.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully

For **WINSOME TEXTILE INDUSTRIES LIMITED**


**(SOURABH GUPTA)
COMPANY SECRETARY)**

Enclosed: as above



QMS
IS/ISO
9001-2008

EMS
IS/ISO
14001

EHS
IS/ISO
18001

Regd. Office & Works : 1, Industrial Area, Baddi - 173205, Distt. Solan (H.P.) Phones : +91 - 1795 - 244045, 244090, 244290 Fax : 01795 - 244287

Ludiana : B/IV, 1781, Aggarwal Sadan, Above State Bank of Patiala (2nd Floor), Daresi Road, Ludhiana - 141008 Ph. : 0161 - 2709479 e-mail : mktgldh@winsomegroup.com

Gurgaon : 1003, 10th Floor, Welldone Tech Park, Sector 48, Sohna Road, Gurgaon - 122002 Ph. : 9810410751, 9310664545, 011 - 4268026, 4268075 e-mail : mktgdel@winsomegroup.com

Tirupur : Associated Industries, 8/269 B&C AVP Layout, R.A.Complex, Gandhi Nagar, Tirupur - 641603 Ph. : 0421 - 2476394, 2474364 Fax : 0421 - 2470028 e-mail : deokiran@ysnl.com



SCRUTINIZER'S REPORT

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

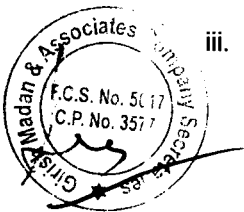
To

The Chairman/Managing Director
Winsome Textile Industries Limited
Registered Office at 1, Industrial Area
Baddi, Distt. Solan (H.P.) - 173205.

Dear Sir,

I, **Girish Madan**, Company Secretary in whole time practice, have been appointed by the Board of Directors of Winsome Textile Industries Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process, and ascertaining the requisite majority on e-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 33rd Annual General Meeting (AGM) of the members of the Company to be held on Monday, the 29th September, 2014 at 10:00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.)

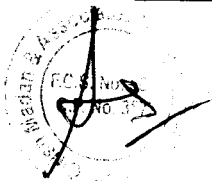
1. The notice dated 28th May 2014 convening the 33rd Annual General Meeting (AGM) of the Company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said Annual General Meeting (AGM) of the Company to be held on Monday, the 29th September, 2014 at 10:00 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 on the resolutions contained in the Notice to the 33rd Annual General Meeting (AGM) of the members of the 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 National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The e-voting period remained open from 22nd September, 2014 (09.00 A.M. IST) to 24th September, 2014 (6.00 P.M. IST).
 - ii. The members of the Company as on the "cut off" date i.e. 22nd August, 2014 were entitled to vote on the resolutions as set out in the notice of the 33rd Annual General meeting of the Company.
 - iii. The votes were unblocked on 24th September, 2014 at 6:30 P.M. in the presence of 2 witnesses, Sh Subhash Thakur and Ms Gurpreet Kaur who are not in the employment of the Company.



- iv. 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 National Securities Depository Limited (NSDL) i.e. www.evoting.nSDL.com and based on such reports generated, the result of the e-voting is as under:-

Number of Members who cast their votes through e-voting	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 (27 for resolution no 1)	10840752	As mentioned beside each of the resolutions

Item No. of Notice	Particulars of Resolutions	Vote in Favour of the Resolution		Vote against the Resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
1	Adoption of Statement of Profit & Loss Account, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.	10840732	81.08	Nil	Nil	Nil	Nil
2	Re-appointment of Shri Ashish Bagrodia who retires by rotation.	10840752	81.08	Nil	Nil	Nil	Nil
3	Re-appointment of Statutory Auditors of the Company.	10840752	81.08	Nil	Nil	Nil	Nil
4	Appointment of Shri Satish Girotra as an Independent Director.	10840752	81.08	Nil	Nil	Nil	Nil




5	Appointment of Shri Chandra Mohan as an Independent Director.	10840752	81.08	Nil	Nil	Nil	Nil
6	Appointment of Shri Amrit Lal Batra as an Independent Director.	10840752	81.08	Nil	Nil	Nil	Nil
7	Ratification of remuneration of Cost Auditors.	10840752	81.08	Nil	Nil	Nil	Nil
8	Alteration of Articles of Association.	10840752	81.08	Nil	Nil	Nil	Nil
9	To make office of Managing Director liable to retire by rotation.	10840752	81.08	Nil	Nil	Nil	Nil
10	To make office of Chairman & Whole Time Director liable to retire by rotation.	10840752	81.08	Nil	Nil	Nil	Nil

Therefore all the aforesaid resolutions stand passed with requisite majority through E-Voting.

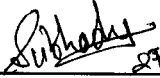
I hereby confirm that I am maintaining the Registers received from the Service Provider in respect of the votes cast through e-voting by the Shareholders of the Company. All the relevant records and documents will be handed over after getting confirmation of the signing of the minutes or Annual General Meeting by the Chairman.

Thanking you,

Yours faithfully,


(Girish Madan)
For Girish Madan & Associates
Practicing Company Secretaries
Membership No. FCS - 5017
C.P. No. 3577
Place: Panchkula
Date: 27/09/2014

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of Winsome Textile Industries Limited were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence at 6:30 P.M. on 24th September, 2014.


24/9/14

Name: Subhash Thakur
Address: H No 1455, Sector 11,
Panchkula.

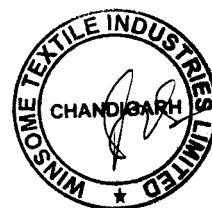

27/9/14

Name: Gurpreet Kaur
Address: H No. 177, Sector 11,
Panchkula.

Details under Clause 35A of the Listing Agreement are furnished below:

Sr. No.	Description	Particulars
1.	Date of AGM	29 th September, 2014
2.	Book Closure Date	03 rd September, 2014 to 05 th September, 2014 (both days inclusive)
3.	Total Number of Shareholders as on cut off date for e-voting (22 nd August, 2014)	1169
4	No. of the Shareholders present in the Meeting either in person or through Proxy	
	Promoter and Promoter Group	7
	Public	22
	Proxy	0
5	No. of the Shareholders attended the Meeting through video Conferencing	
	Promoter and Promoter Group	Nil
	Public	Nil
	Proxy	Nil

The following business were transacted at the AGM:



In case of Poll/Postal ballot/E-voting:

ORDINARY BUSINESS

Resolution No. 1 Adoption of Audited Statement of Profit & Loss Account, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.

Mode of Voting : Electronic Voting (E-Voting)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3490	0.70	3490	0	100	0
Total	19820000	10840732	81.08	10840732	0	100	0

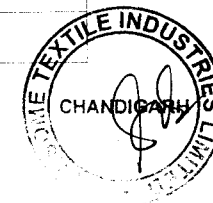
Accordingly, the resolution 1 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

Resolution No. 2 Re-appointment of Shri Ashish Bagrodia who retires by rotation.

Mode of Voting : Electronic Voting (E-Voting)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 2 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting



Resolution No. 3 Re-appointment of Statutory Auditors of the Company from conclusion of 33 rd AGM till conclusion of 36 th AGM.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 3 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

SPECIAL BUSINESS

Resolution No. 4 Appointment of Shri Satish Girotra as an Independent Director for a period of five years w.e.f. 29 th September 2014 up to 28 th September 2019.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 4 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

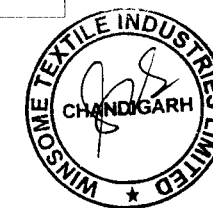


Resolution No. 5 Appointment of Shri Chandra Mohan as an Independent Director for a period of five years w.e.f. 29 th September 2014 up to 28 th September 2019.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 5 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

Resolution No. 6 Appointment of Shri Amrit Lal Batra as an Independent Director for a period of five years w.e.f. 29 th September 2014 up to 28 th September 2019.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 6 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

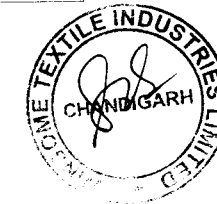


Resolution No. 7 Ratification of remuneration of Cost Auditors for F.Y. 2014-15.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 7 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

Resolution No. 8 Alteration of Articles of Association of the Company.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 8 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting



Resolution No. 9 To make office of Managing Director liable to retire by rotation.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 9 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

Resolution No. 10 To make office of Chairman & Whole Time Director liable to retire by rotation.							
Mode of Voting : Electronic Voting (E-Voting)							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes Polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	6701461	6701461	100.00	6701461	0	100	0
Public –Institutional Holders	12620242	4135781	67.03	4135781	0	100	0
Public-Others	498297	3510	0.70	3510	0	100	0
Total	19820000	10840752	81.08	10840752	0	100	0

Accordingly, the resolution 9 mentioned in the notice of AGM has approved by shareholders with Requisite Majority by e-voting

