

To

WINSOME YARNS LTD
SCO 191-192, SECTOR 34-A
CHANDIGARH-160022

REF: SECRETARIAL COMPLIANCE REPORT of WINSOME YARNS LTD,
CIN: L17115CH1990PLC010566 having registered office at SCO 191-192
Sector 34-A Chandigarh-160022 **for the year ended 31ST March, 2019.**

We, Sharma Sarin & Associates a firm of Company Secretaries having our office at
SCO: 186-188, 1st Floor, Sector 17C, Adjoining Ghazal Hotel, Chandigarh – 160017,
have examined:

- (a) All the documents and records made available to us and explanation provided
by **WINSOME YARNS LTD** (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 document/ filing, as may be relevant, which has been relied upon to
make this certification, for the year ended **March 31st, 2019** ("Review Period") in
respect of compliance with the provisions of :

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and
the Regulations, circulars, guidelines issued there under; and

(b) The Secretaries 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");

The specific Regulations, whose provisions and the circulars/ guidelines issued there
under, have been examined, include:-

- (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; **No such transaction during the Financial year 2018-19.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **No such transaction during the Financial year 2018-19.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No such transaction during the Financial year 2018-19.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **No such transaction during the Financial year 2018-19.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No such transaction during the Financial year 2018-19.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations 2013; **No such transaction during the Financial year 2018-19.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; **N/A**

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

- (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 (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Composition of Nomination and Remuneration Committee under Regulation 19(1)/(2).	Default in the composition from 01.09.2018 to 04.01.2019.	Default in the composition from 01.09.2018 to 04.01.2019 due to non appointment of Directors, which has now been made good w.e.f. 04.01.2019.

(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.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment, etc.	Observations, Remarks of the Practicing Company Secretary, if any.
1	NSE	Composition of Nomination and Remuneration Committee under Regulation 19(1)/(2).	Fine imposed from 01.09.2018 to 04.01.2019.	The Company has submitted the request for waiver of fine imposed by NSE.
2	BSE	Composition of Nomination and Remuneration Committee under Regulation 19(1)/(2).	Fine imposed from 01.09.2018 to 04.01.2019.	The Company has submitted the request for waiver of fine imposed by BSE.



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on 31.03.2018.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

PLACE: CHANDIGARH
DATE: 20.05.2019

For Sharma Sarin & Associates
Company Secretaries



CS G.S. SARIN
Partner
Membership No: FCS 4025
COP: 2751