

**GIRISH MADAN & ASSOCIATES**  
**COMPANY SECRETARIES**  
# 623, SECTOR 8, PANCHKULA – 134109  
Telephone : 0172-4628623, Mobile No. 9814212623

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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 31<sup>ST</sup> March, 2023.**

We, M/s Girish Madan & Associates a firm of Company Secretaries having our office at #623, Sector 8, Panchkula-134109, Haryana, 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 31<sup>st</sup> 2023** (“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; **The equity shares of the company are suspended since 02.01.2020 on BSE and NSE. There is a non-compliance for non payment of annual listing fee to BSE for the F.Y. 2022-23.**
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **No such transaction during the Financial year 2022-23.**

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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **No such transaction during the Financial year 2022-23.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No such transaction during the Financial year 2022-23.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **No such transaction during the Financial year 2022-23.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No such transaction during the Financial year 2022-23.**
- (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 2022-23.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **No such transaction during the Financial year 2022-23.**
- (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 the compliance status of the listed entity is appended below:

S.No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	--
2	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of</li> </ul>	Yes	--

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	<p>the listed entities.</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes  Yes  N/A	--
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	--
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(α) Identification of material subsidiary companies.</p> <p>(β) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	N/A  N/A	--
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	--
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	--

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8	<u>Related Party Transactions:</u>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes  Yes	--
9	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	SEBI vide its Adjudication Order No. Order/ MC/ HP/ 2021-22/12020-12021 dated 28.05.2021 has imposed Penalty of Rs. 11.00 Crore on Winsome Yarns Limited and Rs. 1.00 Crore on Mr. Manish Bagrodia.  Winsome Yarns Limited and Mr. Manish Bagrodia had filed the Appeals with Securities Appellate Tribunal, Mumbai on 12.10.2021 and 18.11.2021.  Shri Manish Bagrodia has made the payment of Rs. 10.00 lakhs on 27.05.2022.  The SAT vide its order dated 19.07.2022 has

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			reduce the penalty against the Company to Rs.25 lakhs and the penalty against the Managing Director to Rs.10 lakhs.  Winsome Yarns Limited has made the payment of Rs. 15.00 lakhs on 20.01.2023 and Rs. 10.00 lakhs on 15.02.2023.
12	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	The equity shares of the Company has been suspended w.e.f. 02.01.2020 from BSE and NSE, hence, the Company has not paid Annual Listing fees to BSE for the year 2022-23.

*\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in Table-1.

**(TABLE-I ENCLOSED)**

For GIRISH MADAN & ASSOCIATES  
Company Secretaries

Place: Panchkula  
Date: 03.05.2023

Girish  
Madan

Digitally signed  
by Girish Madan  
Date: 2023.05.03  
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**CS GIRISH MADAN  
PROPRIETOR**

Membership No: FCS 5017

COP: 3577

UDIN: F005017E000244036

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The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as per Annexure 1.

**ANNEXURE 1**

1. Name of Listed Entity - **Winsome Yarns Limited**
2. Financial Year - **2022-23**

**Compliance Status at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations.**

Item	Compliance status (Yes/No/NA)	Website
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	winsomeyarns.com
Terms and conditions of appointment of independent directors	Yes	winsomeyarns.com
Composition of various committees of board of directors	Yes	winsomeyarns.com
Code of conduct of board of directors and senior management personnel	Yes	winsomeyarns.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	winsomeyarns.com
Criteria of making payments to non-executive directors	Yes	winsomeyarns.com
Policy on dealing with related party transactions	Yes	winsomeyarns.com
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programs imparted to independent directors	Yes	winsomeyarns.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes	winsomeyarns.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes	winsomeyarns.com
Financial results	Yes	winsomeyarns.com
Shareholding pattern	Yes	winsomeyarns.com

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Details of agreements entered into with the media companies and/or their associates	Not Applicable	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
Advertisements as per regulation 47 (1)	Yes	winsomeyarns.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Not Applicable	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable	
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	winsomeyarns.com
Materiality Policy as per Regulation 30	Yes	winsomeyarns.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Not Applicable	
It is certified that these contents on the website of the listed entity are correct.	Yes	winsomeyarns.com

**ii. Annual Affirmations**

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes

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7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee	21(3A)	Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on	23(9)	Yes



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	consolidated basis		
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Place: Panchkula  
Date: 03.05.2023

For GIRISH MADAN & ASSOCIATES  
Company Secretaries

Girish  
Madan

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Girish Madan  
Date: 2023.05.03  
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**CS GIRISH MADAN**  
**PROPRIETOR**  
Membership No: FCS 5017  
COP: 3577  
UDIN: F005017E000244036



**(b) The listed entity has taken the following actions to comply with the observations made in previous reports: N.A.**

Sr.No.	Compliance Requirement (Regulations/ guidelines/ specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Show Cause Notice/ Fine/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

Place: Panchkula  
Date: 03.05.2023

For GIRISH MADAN & ASSOCIATES  
Company Secretaries

Girish  
Madan

Digitally signed by  
Girish Madan  
Date: 2023.05.03  
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**CS GIRISH MADAN  
PROPRIETOR  
Membership No: FCS 5017  
COP: 3577  
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