

WYL/SECT/
27.05.2020

winsome

Yarns Limited

Regd. Office : SCO # 191-192, Sector 34-A,
Chandigarh - 160 022 INDIA
CIN : L7115CH1990PLC010566, 4612000, 4613000
Fax : +91-172-4614000
e-mail : exports@winsomegroup.com
website : www.winsomegroup.com



Corporate Compliance & Listing Centre
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, MUMBAI-400001

Script Code : 514348

Listing Department
National Stock Exchange of India Ltd
"Exchange Plaza" Bandra-Kurla Complex
Bandra (E), MUMBAI - 400051

Symbol : WINSOME

Sub : Secretarial Compliance Report for the year ended 31.03.2020.

Dear Sirs,

Please find enclosed herewith Secretarial Compliance Report duly certified by the Practising Company Secretary for the year ended **31.03.2020** for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED


(RAJPAL S. RATHORE)
Dy. Manager (Legal & Secretarial)
Email : cshare@winsomegroup.com



**IS/ISO
9001**



Member
The Winsome Group

Works : Village Kurawala, Barwala Road, Derabassi-140507, Distt. Mohali (Pb.) Phones : 01762-280236, 280936, 280638 Fax : 01762-280237
Ludhiana : Office No. 3, MD Complex, Near Samrala Chowk, Ludhiana - 141008, e-mail : ludhiana@winsomegroup.com
Delhi : # 3, Ground Floor, Rajendra Bhawan, Rajendra Place, New Delhi - 110 008, e-mail : delhi@winsomegroup.com
Tirupur : D, No. 3 (1) / 4 A, Mullai Nagar, Karumaramplayam, Mannarai, Tirupur- 641607, e-mail : tirupur@winsomegroup.com

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under as per Annexure 1 , 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 Audit Committee under Regulation 18(1).	Default in the composition from 08.05.2019 to 19.07.2019 for 73 days.	Default in the composition from 08.05.2019 to 19.07.2019 due to appointment of Mrs. Mridula Goyal, Non-Independent Directors as member of the Committee, hence composition of the Committee not complied with as per the Regulation 18(1) of SEBI (LODR), Regulations, 2015. which has now been made good w.e.f. 19.07.2019.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



Girish Madan & Associates
Company Secretaries

House No. 623,
Sector-8,
PANCHKULA

ANNEXURE 1

1. Name of Listed Entity - **Winsome Yarns Limited**
2. Financial Year ending - **2019-20**

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)
As per regulation 46(2) of the LODR:	
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Not Applicable
Details of familiarization programs imparted to independent director	Yes
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes

Tel Nos. 0172- 4628623, Mobile 98142-12623



Particulars of the company

Company Name

Form No. 23A

Form No.

Form No.

Details of agreements entered into with the media companies under their respective	Not Applicable
Details of any or institutional advertisement and promotion made by the listed entity to any or institutional investor immediately with submission of a cash certificate	Not Applicable
Any name and the old name of the listed entity	Not Applicable
Advertisement as per Regulation 47(1)	Yes
Credit rating or position 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 financial year	Yes Applicable
As per other regulations of the SEBI	
Whether company has provided information under general section on its website as per Regulation 47(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 44 (as applicable)	Not Applicable
It is certified that there are no on the website of the listed entity are raised.	Yes

Particulars	Registration Number	Compliance status (Yes/ No/ NA)
1. Declaration of independence of the listed entity in terms of specified criteria of independence and/or 'independence'	17(1)(b) & 25(1)	Yes
2. Board composition	17(1), 17(1)(a) & 17(1)(b)	Yes
3. Meeting of board of directors	17(1)	Yes
4. Composition of Board meeting	17(2)	Yes
5. Review of Compliance Reports	17(3)	Yes
6. Plans for timely submission for advertisements	17(4)	Yes
7. Code of Conduct	17(5)	Yes

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Annual Return to Shareholders
Company Deliverables

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MANAGEMENT

Lead Compensation	17(4)	Yes
Religious Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Mitigation	17(9)	Yes
Performance Evaluation of Independent Directors	18(10)	Yes
Recommendation of Board	18(11)	Yes
Maximum number of shareholders	18	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	18(3) & (4)	Yes
Details of Nomination and Remuneration Committee meeting	18(2-4)	Yes
Meeting of nomination & remuneration committee	18(3-4)	Yes
Composition of Shareholder Relationship Committee	19(1), 20(2) and 20(3-4)	Yes
Meeting of shareholder relationship committee	20(4)	Yes
Composition and role of risk management committee	21(1)(2) (3), (4)	Yes
Meeting of Risk Management Committee	21	Yes
Vip Mechanism	22	Yes
Policy for related party transactions	23(1), (14), (5), (6), (7) & (8)	Yes
Prior or Ongoing approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(6)	Not Applicable

Tel: 011-4617-4200 ext. 2000 Fax: 011-4617-1500



Girish Madan & Associates
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Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)& (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



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