

RAVINDER SHARMA & ASSOCIATES

Company secretaries

FORM NO. MGT-13

SCRUTINIZER'S REPORT

Pursuant to section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies
(Management and Administration) Rules, 2014

To
The Chairman
M/s Winsome Breweries Limited
Vill. Sarekhurd, Tehsil-Tijara, Alwar-301001

Dear Sir,

I, Ravinder Kumar Sharma, Proprietor of Ravinder Sharma & Associates, Practicing Company Secretaries have been appointed by the Board of Directors of Winsome Breweries Limited ("the company") as a scrutinizer for the purpose of voting through Ballot on the resolution(s) contained in the notice dated 12TH August, 2016 to be transacted at the 24th Annual General Meeting (AGM) of the members of the company, held on Friday, the 30th Day of September, 2016 at 11:00 A.M. at Village – Sarekhurd, Tehsil-Tijara, Distt. Alwar-301001. I have attended the said meeting for the purpose of collection ballot papers and performing other acts at the 24th AGM of the Company.

No poll was demanded or conducted at the 24th Annual General Meeting of Winsome Breweries Limited held on Friday, The 30th Day Of September at Village – Sarekhurd, Tehsil-Tijara, Distt. Alwar-301001, therefore no comments are required on point no. 1-4 of the Form No. MGT-13.

Thanking You,
For Ravinder Sharma & Associates



(CS Ravinder Kumar Sharma)
Practicing company secretaries
M. No. : A37521 CP NO. 16132

Place: New Delhi
Date : 30/09/2016

Head Office: House No.86, Block'H', New Seelampur, New Delhi-110053
Corporate Office: 813A, Ansal Vikas Deep, Distic Center, Laxmi Nager, New Delhi-110092
Ph. +91-9599171978,9716811278, Email.-csravinderkumarsharma@gmail.com

RAVINDER SHARMA & ASSOCIATES

Company secretaries

Scrutinizer's Report-Combined

*{Pursuant to Section 108 & 109 of the Companies Act, 2013
read with Rule 20 (4) (xii) & 21 of the Companies (Management and Administration) Rules, 2014 as
amended}*

To,
The Chairman of
24th Annual General Meeting of equity shareholders of
M/s WINSOME BREWERIES LIMITED
held on 30th September, 2016 at 11:00 A.M at .
VILL. SAREHKHURD, TEHSIL-TIJARA, ALWAR Alwar RJ 301001 IN

Sub: Consolidated Report on Remote E-voting and Poll on the agenda items transacted at the 24th Annual General Meeting (AGM) of the company held on Friday, September 30, 2016 at 11:00 A.M at VILL. SAREHKHURD, TEHSIL-TIJARA, ALWAR Alwar RJ 301001 IN.

Dear Sir,

1. I, Ravinder Kumar Sharma, a Company Secretary in Practice (ACS: 37521, CP No: 16132), proprietor of **Ravinder Sharma & Associates**, having office at **813A, Ansal Vikas Deep, Distic Center, Laxmi Nager, New Delhi-110092** have been appointed as a scrutinizer by
 - (i) The Board of Directors of M/s Winsome Breweries Limited ("the Company") for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act, 2013) read with the Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and;
 - (ii) The Chairman of the 24th Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Rules, on the resolution contained in the notice to the 24th Annual General Meeting (AGM) of the members of the Company, held on the Friday, September 30, 2016 at 11:00 A.M at VILL. SAREHKHURD, TEHSIL-TIJARA, ALWAR Alwar RJ 301001 IN.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the 24th Annual General meeting (AGM) of the members of the Company. My responsibility as a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the remote e-voting system provided by CDSL, the authorized agency engaged by the Company to provide remote e-voting facilities for e-voting and the report prepared on the basis of votes cast through poll at AGM.
3. I submit my report as under:
 - a) The Company had engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency for providing the remote e-voting platform.

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- b) The voting period for remote e-voting commenced on Monday, September 26, 2016 (9:00 A.M.) and ended on Thursday, September 29, 2016 (5:00 P.M.). The votes received electronically from the shareholders till September 29, 2016 up to 5:00 P.M. being last date and time fixed by the company for remote e-voting was considered for my scrutiny.
- c) The shareholders of the Company holding equity shares as on Friday, 23rd September, 2016 being the "cut-off" date were entitled to vote (through remote e-voting/polling paper) on the resolutions as mentioned in the notice convening the 24th Annual General Meeting of the Company.
- d) Further, the Chairman announced poll at the AGM for the shareholders/proxies who have attended the meeting and have not cast their vote by remote e-voting.
- e) After the Conclusion of the meeting it was found that no Poll was demanded or conducted.
- f) The Votes cast through remote e-voting were unblocked in the presence of CA Rajendra Kumar Singhania, and CA Sagar Tandon who are not in the employment of the Company. They have signed below as witness to the unblocking of votes.

Rajendra Kumar Singhania

Name: Rajendra Kumar Singhania

Sagar Tandon

Name: Sagar Tandon

- g) The votes received through remote e-voting were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the Authorizations / proxies lodged with the Company.
- h) No invalid polling paper was received as no poll was demanded.
- i) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
- j) Particulars of all votes received have been entered in a register separately maintained for the purpose.
- k) Thereafter, the detail containing, inter alia, list of Equity shareholder, who voted "for" and "Against" each of the resolutions that were put to vote were generated from the e-voting website of CDSL i.e.: www.evotingindia.com.
- l) 33 members holding 15,478,079 equity shares had cast their votes through Remote e-voting.

As required by management I submit herewith my combined report on the results of e-voting together with that of poll as under:-



Sl. No.	Particulars	Ordinary/ Special Resolution	Voting	No. of Shareholder's voted	Votes in favour		Votes Against		No. of invalid votes
					No. of Shares	% of total valid votes	No. of Shares	% of total valid votes	
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including Balance Sheet of the Company as at 31st March, 2016, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.	Ordinary Resolution	Remote E-voting	33	15,478,079	100.00	0	0.00	0
			Poll	0	0	0	0	0.00	0
			Total	33	15,478,079	100.00	0	0.00	0
2.	Appointment of Director in place of Mrs. Sneh Bagrodia (DIN 00637355), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote E-voting	29	14,697,306	100.00	0	0.00	0
			Poll	0	0	0	0	0.00	0
			Total	29	14,697,306	100.00	0	0.00	0
3.	Ratification of the appointment of Statutory Auditors of the Company for the financial year 2016-17 and fixation of their remuneration.	Ordinary Resolution	Remote E-voting	33	15,478,079	100.00	0	0	0
			Poll	0	0	0	0	0	0
			Total	33	15,478,079	100.00	0	0	0

4. The polling papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.



***Note:**

1. Mr. Rajendra Kumar Bagrodia holding 360610 equity shares voted through E-voting in favour of resolution no 2 but his vote was not counted as he was interested in the resolution.
2. Mr. Shantanu Bagrodia holding 393953 equity shares voted through E-voting in favour of resolution no 2 but his vote was not counted as he was interested in the resolution.
3. Ms. Shweta Kedia holding 25310 equity shares voted through E-voting in favour of resolution no 2 but his vote was not counted as he was interested in the resolution.
4. Ms. Rajendra Boobna holding 900 equity shares voted through E-voting in favour of resolution no 2 but his vote was not counted as he was interested in the resolution.

Thanking You.

Yours faithfully

**For RAVINDER SHARMA & ASSOCIATES
COMPANY SECRETARIES**



**(RAVINDER KUMAR SHARMA)
MEMBERSHIP NO.: 37521
CP. NO.: 16132**

PLACE: DELHI

DATE: SEPTEMBER 30, 2016

Winsome Breweries Limited

Date of AGM	30/09/2016
No. of Shareholders on record Date	12580
No. of Share holders present in the Meeting either in person or through proxy:	
Promoter and Promoter Group	6
Public	27
Total	33
No. of Share holders attended the Meeting through Video conferencing	NA

Resolution No. 1

Resolution required : Ordinary			To receive, consider and adopt the Audited Balance sheet as at 31st March, 2016 and the Profit and loss Accounts for the year ended as on that date together with the report of the directors and auditor thereon.					
Whether Promoter and promoter Group are interested in the the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding standing shares (3)=[(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	12680383	9158383	72.22	9158383	0	100	0
	Poll		-	-	-	-	-	-
	Total	12680383	9158383	72.22	9158383	0	100	0
Public Institutions	E-voting	32500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	32500	-	-	-	-	-	-
Public Non Institutions	E-voting	14956017	6319696	42.26	6319696	0	100	0
	Poll		-	-	-	-	-	-
	Total	14956017	6319696	42.26	6319696	0	100	0
Total		27668900	15478079	55.94	15478079	0	100	0


 For WINSOME BREWERIES LIMITED
 Chairman Cum Managing Director

Winsome Breweries Limited


Resolution No. 2

Resolution required : Ordinary			To appoint a Director in place of Mrs. Sneh Bagrodia (DIN 00637355), who retires by rotation and being eligible, offers herself for re-appointment.					
Whether Promoter and promoter Group are interested in the the agenda/resolution?			YES*					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding standing shares (3)= [(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	12680383	8378510	66.07	8378510	0	100	0
	Poll		-	-	-	-	-	-
	Total		8378510	66.07	8378510	0	100	0
Public Institutions	E-voting	32500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	E-voting	14956017	6318796	42.25	6318796	0	100	0
	Poll		-	-	-	-	-	-
	Total		6318796	42.25	6318796	0	100	-
Total		27668900	14697306	53.12	6318796	0	100	0

* Details of Interested party in Resolution No. 2 are given at the Scrutinizers' report, votes cast by them have been excluded in counting total votes

Resolution No. 3

Resolution required : Ordinary			To Ratify the Appointment of M/s O.P. Bagla & Co., Chartered Accountants (Firm Regn. No. 000018N) as Statutory Auditors and fixing their remuneration.					
Whether Promoter and promoter Group are interested in the the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding standing shares (3)= [(2)/(1)]*100	No. of Votes- In favour (4)	No. of Votes- Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	12680383	9158383	72.22	9158383	0	100	0
	Poll		-	-	-	-	-	-
	Total		9158383	72.22	9158383	0	100	0
Public Institutions	E-voting	32500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	E-voting	14956017	6319696	42.26	6319696	0	100	0
	Poll		-	-	-	-	-	-
	Total		6319696	42.26	6319696	0	100	0
Total		27668900	15478079	55.94	15478079	0	100	0

FOR WINSOME BREWERIES LIMITED

 Chairman cum Managing Director