

Winsome

Yarns Limited

Regd. Office : Basement, SCO 13-14-15
Sector 34-A, Chandigarh – 160022 INDIA
(Vacated on 30.12.2024 and presently
working from B-58, Ind.Area, Phase-7
Mohali, Punjab-160055)
CIN : L17115CH1990PLC010566

Phones : +91-172-4612000, 4613000, Fax : +91-172-4614000

E-mail : cshare@winsomegroup.com

Website : winsomeyarns.com



WYL/SECT/
20.05.2025

ONLINE FILING

Script Code : 514348
Corporate Compliance & Listing Centre
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, MUMBAI-400001

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

Sub : Annual Secretarial Compliance Report under Reg. 24A of SEBI (LODR) Regulations, 2015 for the year ended 31.03.2025.

Please find enclosed herewith Annual Secretarial Compliance Report under Reg. 24A of SEBI (LODR) Regulations, 2015 duly certified by the Practising Company Secretary for the year ended 31.03.2025 for your information and records please.

Thanking you,

Yours faithfully,
For WINSOME YARNS LIMITED
(Under CIRP)

RAJPAL S. RATHORE
Senior Manager (Legal & Secretarial)
Email: cshare@winsomegroup.com
Mobile No. 9855601267

Rajpal
Singh
Rathore

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Rajpal Singh Rathore
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Yarns Limited, ou,
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megroup.com, c=IN
Date: 2025.05.20
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GIRISH MADAN & ASSOCIATES
COMPANY SECRETARIES
623, SECTOR 8, PANCHKULA – 134109 (HARYANA)
Telephone : 0172-4527931, Mobile No. 9814212623
Email : gmadan1959@yahoo.co.in

To

WINSOME YARNS LTD(UNDER CIRP)
BASEMENT, SCO NO. 13-14-15, SECTOR 34-A
CHANDIGARH-160022

REF: SECRETARIAL COMPLIANCE REPORT of WINSOME YARNS LTD, (CIN: L17115CH1990PLC010566) having registered office at basement, SCO No. 13-14-15, Sector 34-A Chandigarh-160022 for the year ended 31st March, 2025.

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 31st 2025** (“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:-

- 1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

>>The equity shares of the company are listed on BSE Limited under Script Code- “514348” and National Stock Exchange of India Limited under Symbol-“WINSOME”.

- 2) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

>>No such transaction during the Financial year 2024-25.

- 3) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

>>No such transaction during the Financial year 2024-25.

- 4) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

>>No such transaction during the Financial year 2024-25.

- 5) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

>>No such transaction during the Financial year 2024-25.

- 6) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

>>No such transaction during the Financial year 2024-25.

- 7) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

>>No such transaction during the Financial year 2024-25.

- 8) Specify any other Regulation Applicable to the Company.

- 1) Appointment of qualified company secretary as Compliance Officer of the Listed entity;

>>The Company Secretary and Compliance Officer of the Company had resigned on 22.12.2023. The post of Company Secretary cum Compliance Officer of the Company has been vacant since 22.12.2023.

- 9) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018; N/A

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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	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Hon'ble National Company Law Tribunal, Chandigarh Bench("NCLT"), vide its order dated December 22, 2023, had passed an order for the initiation of Corporate Insolvency Resolution Process ("CIRP") of Winsome Yarns Limited ("Corporate Debtor") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") and Mr. Sanjay Gupta, having IP Registration no. IBBI/IPA-002/IP-N00982/2017-18/10354, was appointed as the Interim Resolution Professional ("IRP"). The initiation of the CIRP has been intimated to exchange vide Disclosure under Regulation 30 of SEBI (LODR) Regulation 2015. Subsequently, Hon'ble NCLT vide its order dated March 14, 2024 appointed M/s. ARCK Resolution Professionals LLP, Insolvency Professional Entity, having Registration no. IBBI/IPE-0030/IPA-1/2022-23/50013 as the Resolution Professional ("RP") of the Company. Furthermore, as per the provisions of the Section 17 and 18 of IBC, the powers of the directors and management of the Corporate Debtor (Winsome Yarns Limited) stand suspended from the initiation of the CIRP period, and the said powers stand vested with IRP/RP on the commencement of CIRP, and subsequently, on appointment of RP for the Corporate Debtor, the said powers

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			stand vested with the RP. The Code also mandated that the IRP/RP shall require to do the necessary compliances as applicable to the Corporate Debtor. Accordingly, compliance with Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) — specifically SS-1 (Meetings of the Board of Directors) and SS-2 (General Meetings) The last date for holding the annual general meeting of the company was 30.09.2024, but the annual general meeting of the company was held on 27.12.2024.
2	<u>Adoption and timely updation of the Policies:</u> (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. (b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	NA NA	The Hon'ble National Company Law Tribunal, Chandigarh Bench("NCLT"), vide its order dated December 22, 2023, had passed an order for the initiation of Corporate Insolvency Resolution Process ("CIRP") of Winsome Yarns Limited ("Corporate Debtor") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") and Mr. Sanjay Gupta, having IP Registration no. IBBI/IPA-002/IP-N00982/2017-18/10354, was appointed as the Interim Resolution Professional ("IRP"). The initiation of the CIRP has been intimated to exchange vide Disclosure under Regulation 30 of SEBI (LODR) Regulation 2015. Subsequently, Hon'ble NCLT vide its order dated March 14, 2024 appointed M/s. ARCK Resolution Professionals LLP, Insolvency Professional Entity, having Registration no. IBBI/IPE-0030/IPA-1/2022-23/50013 as the Resolution Professional ("RP") of the Company. Furthermore, as per the provisions of the Section 17 and 18 of IBC,

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			the powers of the directors and management of the Corporate Debtor (Winsome Yarns Limited) stand suspended from the initiation of the CIRP period, and the said powers stand vested with IRP/RP on the commencement of CIRP, and subsequently, on appointment of RP for the Corporate Debtor, the said powers stand vested with the RP. The Code also mandated that the IRP/RP shall require to do the necessary compliances as applicable to the Corporate Debtor. As per Regulation 15(2A) of the SEBI (LODR) Regulations, 2015, provisions related to the Board's functioning (Regulation 17) do not apply during the CIRP process. Hence, the responsibility for policy compliance lies with the Resolution Professional, not the Board.
3	<u>Maintenance and disclosures on Website:</u> (a) The Listed entity is maintaining a functional website. (b) Timely dissemination of the documents/ information under a separate section on the website. (c) 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.	Yes Yes Yes	-- -- --
4	<u>Disqualification of Director:</u>		Based on the written representation received from the

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	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	directors, None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013. However, pursuant to the initiation of the Corporate Insolvency Resolution Process (CIRP) by the Hon'ble NCLT, Chandigarh Bench vide its order dated December 22, 2023, the powers of the Board of Directors are suspended in accordance with Section 17 of the Insolvency and Bankruptcy Code, 2016, and are vested with the Interim Resolution Professional (IRP), and subsequently with the Resolution Professional (RP). The directors continue to hold their position but do not exercise any powers or functions during the CIRP period.
5	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	N/A N/A	Not Applicable
6	<u>Preservation of Documents:</u> 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.	Yes	--
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board,		The Power of Board is suspended as per the Order NCLT, Chandigarh bench dated 22.12.2023. The

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			Professional in accordance with the applicable regulations.
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	The listed entity is in compliance with the provisions of Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. As the board of directors is suspended and the Resolution Professional is overseeing the affairs of the company, the Resolution Professional has ensured adherence to these regulations. The necessary steps have been taken to prevent insider trading and ensure that individuals with access to material non-public information do not misuse such information.
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	As per emails received from both NSE and BSE, the company has not complied with Regulation 33. BSE and NSE have levied a fine of 1,71,100 (inclusive of GST) each for the non-compliance. The company has applied for waiver of the penalty.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(is) has / have complied with paragraph 6.1 and 6.2	NA	No Resignation of Statutory Auditors of the Company during the year.

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	of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities"		
13	No additional non-compliance observed for any of the SEBI regulation/ circular/ guideline note etc. except as reported above. <i>1.Appointment of qualified company secretary as Compliance Officer of the Listed Entity)</i> <i>2. Late submission of financial results for the quarter/year ended March 31, 2024 within the prescribed time.</i>	As per the comments/observation in next column	1. As per regulation 6(1) of the SEBI (LODR) "A listed entity shall appoint a qualified company secretary as the compliance officer." Further, any vacancy in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy. The Company Secretary and Compliance Officer of the Company had resigned on 22.12.2023. The post of Company Secretary and Compliance Officer of the Company has been vacant from 22.12.2023 to 31.03.2025.Furthermore, as per Regulation 6(B) mentioned that; "Any vacancy in the office of the Compliance Officer of such listed entity in respect of which a resolution plan under section 31 of the Insolvency Code has been approved, shall be filled within a period of three months of such approval." 2. As per emails received from both NSE and BSE, the company has not complied with Regulation 33 by failing to submit its financial results within the prescribed time limit for the quarter/year ended March 31, 2024. BSE has levied a fine of Rs. 1,71,100 (including GST @18%) as of

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			June 28, 2024. Similarly, NSE has imposed a fine of Rs. 1,71,100 (including GST @18%) as well. The company has applied for waiver of the penalties.
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**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-I**.

(TABLE-I ENCLOSED)

Note:

The application bearing C.P (IB) No. 291/Chd/Chd/2018 filed by Edelweiss Asset Reconstruction Company Limited, the Financial Creditor, under section 7 of the Code for initiating CIRP against Winsome Yarns Limited (the Corporate Debtor), is admitted by Hon'ble NCLT vide its order dated 22.12.2023. Upon initiation of CIRP against corporate debtor, its management shall be vest with the interim resolution professional/resolution professional as the case may be, in terms of section 17 of the IBC, 2016. Accordingly, the powers of the board of directors of the Corporate Debtor are under suspension from the CIRP initiation order dated 22.12.2023 passed by Hon'ble NCLT. The present stage of the CIRP that pursuant to the appointment as the RP, the Resolution Professional published FORM G on 18.07.2024. In furtherance to the same, resolutions plans were received in the matter and resolution Plan of M/s Mohini Health & Hygiene Limited has been approved by Committee of Creditors in its 18th COC Meeting held on 12.11.2024. Thereafter, an application has been filed before the NCLT, Chandigarh Bench for approval of the Resolution Plan of M/s Mohini Health & Hygiene Limited. The approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench("NCLT") is awaited so far.

For GIRISH MADAN & ASSOCIATES
Company Secretaries

Place: Panchkula
Date: 20.05.2025

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Girish Madan
Date: 2025.05.20
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CS GIRISH MADAN
PROPRIETOR
Membership No: FCS 5017
COP: 3577
UDIN: F005017G000383725
Peer Review Certificate No. 1514/2021

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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 (under CIRP)**
2. Financial Year - **2024-25**

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

I. Disclosure on website in terms of Listing Regulations.

Sr	Item	Compliance status (Yes/No/NA)	Web address
	As per regulation 46(2) of the LODR:		
1.1	Details of business	Yes	www.winsomeyarns.com
1.2	Memorandum of Association and Articles of Association	Yes	www.winsomeyarns.com
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	www.winsomeyarns.com
2	Terms and conditions of appointment of independent directors	Yes	www.winsomeyarns.com
3	Composition of various committees of board of directors	Yes	www.winsomeyarns.com
4	Code of conduct of board of directors and senior management personnel	Yes	www.winsomeyarns.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.winsomeyarns.com
6	Criteria of making payments to non-executive directors	Yes	www.winsomeyarns.com
7	Policy on dealing with related party transactions	Yes	www.winsomeyarns.com
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	Yes	www.winsomeyarns.com
10	Email address for grievance redressal and other relevant details	Yes	www.winsomeyarns.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.winsomeyarns.com
12	Financial results	Yes	www.winsomeyarns.com
13	Shareholding pattern	Yes	www.winsomeyarns.com

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14	Details of agreements entered into with the media companies and/or their associates	NA	
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	www.winsomeyarns.com
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Secretarial Compliance Report	Yes	www.winsomeyarns.com
21	Materiality Policy as per Regulation 30 (4)	Yes	www.winsomeyarns.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.winsomeyarns.com
23	Disclosures under regulation 30(8)	Yes	www.winsomeyarns.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	NA	
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.winsomeyarns.com
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.winsomeyarns.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	www.winsomeyarns.com

II. ANNUAL AFFIRMATIONS

AS PER SEBI (LODR) REGULATIONS, 2015

The provisions as specified in regulation 17 shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency Code

However, the role and responsibilities of the board of directors as specified under regulation 17 shall be fulfilled by the interim resolution professional or resolution professional in accordance with sections 17 and 23 of the Insolvency Code.

Regulations 18, 19, 20 and 21 shall not be applicable during the insolvency resolution process period in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency Code.

However, the roles and responsibilities of the committees specified in the respective regulations shall be fulfilled by the interim resolution professional or resolution professional. It is noted that the provisions of Regulations 22 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to corporate governance—such as Vigil Mechanism, Related Party Transactions, Governance of Subsidiaries, Obligations of Independent Directors, and Senior Management responsibilities—continue to remain applicable during the CIRP period, subject to practical limitations and modifications due to the suspension of the Board.

The Resolution Professional, to the extent applicable and feasible, has ensured compliance with the said provisions during the CIRP period in accordance with SEBI circulars and regulatory guidelines.

For GIRISH MADAN & ASSOCIATES
Company Secretaries

Place: Panchkula
Date: 20.05.2025

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by Girish Madan
Date: 2025.05.20
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CS GIRISH MADAN
PROPRIETOR
Membership No: FCS 5017
COP: 3577
UDIN: F005017G000383725
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TABLE-I

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

Sr.No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	An application bearing C.P (IB) No. 291/Chd/Chd/2018 was filed by Edelweiss Asset Reconstruction Company Limited, the Financial Creditor, under section 7 of the IBC, 2016 for initiating CIRP against Winsome Yarns Limited (the Corporate Debtor).	---	---	Hon'ble NCLT, Chandigarh bench vide its order dated 22.12.2023. had appointed Mr. Sanjay Gupta, (IBBI Registration No. IBBI/IPA-002/IP-N00982-C01/2017-2018/10354) as Interim Resolution Professional w.e.f. 22.12.2023. After that the NCLT, Chandigarh Bench vide its Order dated 14.03.2024 appointed M/s. ARCK Resolution Professionals LLP having IBBI Registration No. IBBI/IPE-0030/IPA-1/2022-23/50013 as the new RP of the Corporate Debtor, i.e Winsome Yarns Ltd.	Orders	--	--	Upon initiation of CIRP against corporate debtor i.e. Winsome Yarns Limited, the powers of the directors and management of the Corporate Debtor (Winsome Yarns Limited) stand suspended from the initiation of the CIRP period, and the said powers stand vested with IRP/RP on the commencement of CIRP, and subsequently, on appointment of RP for the Corporate Debtor, the said powers stand vested with the RP. The present stage of the CIRP that pursuant to the appointment as the RP, the Resolution Professional published FORM G on 18.07.2024. In furtherance to the same, resolutions plans were received in the matter and resolution Plan of M/s Mohini Health & Hygiene Limited has been approved by Committee of Creditors in its 18th COC Meeting held on 12.11.2024.		---

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								Thereafter, an application has been filed before the NCLT, Chandigarh Bench for approval of the Resolution Plan of M/s Mohini Health & Hygiene Limited. The approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench("NCLT") is awaited so far.		
2.	Late submission of financial results for the quarter/year ended March 31, 2024	Regulation 33 of SEBI (LODR) Regulations, 2015	Late submission of financial results within the prescribed timeline	BSE and NSE	Fine	The company failed to submit financial results for the quarter/year ended March 31, 2024 within prescribed time limit.	1,71,100 (including GST @18%) each from BSE and NSE	As per emails received from both NSE and BSE, the company has not complied with Regulation 33. BSE and NSE have levied a fine of 1,71,100 (inclusive of GST) each for the non-compliance. The company has applied for waiver of the penalty,		

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

Sr.No.	Compliance Requirement (Regulations/ guidelines specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	Late submission of financial results for the quarter/year ended March 31, 2024	Regulation 33 of SEBI (LODR) Regulations, 2015	Late submission of financial results within the prescribed timeline	BSE and NSE	Fine	The company failed to submit financial results for the quarter/year ended March 31, 2024, within prescribed time limit.	1,71,100 (including GST @18%) each from BSE and NSE	As per emails received from both NSE and BSE, the company has not complied with Regulation 33. BSE and NSE have levied a fine of 1,71,100 (inclusive of GST) each for the non-compliance. The company has applied for waiver of the penalty, and as of the date of this report, no communication has been received from the exchanges regarding the status of the waiver request.		

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**For GIRISH MADAN & ASSOCIATES
Company Secretaries**

**Place: Panchkula
Date: 20.05.2025**

Girish Digitally signed
by Girish Madan
Date: 2025.05.20
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**CS GIRISH MADAN
PROPRIETOR
Membership No: FCS 5017
COP: 3577
UDIN: F005017G000383725
Peer Review Certificate No. 1514/2021**