

Winmore Leasing And Holdings Limited

Regd. Office: 706, Madhuban Building • 55, Nehru Place • New Delhi 110019

Tel. No.: 011- 26473207/08

Fax No.: 011- 26473209

CIN No.: L67120DL1984PLC018195

E-mail Id: ho@hawcoindia.com Website: www.winmoreleasingandholdings.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force that the following special business be transacted by the Members of the Company by passing the Resolution appearing herebelow through Postal Ballot.

A Statement under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is appended hereto and is being sent to you along with a Postal Ballot Form.

1. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V The Authorised Capital of the Company is Rs 6,50,00,000 (Rupees Six Crores fifty lacs) divided into 10,00,000 Equity Shares of Rs 10 (Rupees Ten) each and 55,00,000 Preference Shares of Rs 10 (Rupees Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Board of Directors of the Company at the time of issue and or thereafter or as may be modified or varied from time to time. The Company has and shall always have power to divide the share capital for the time being, into several classes or to increase or reduce its capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may from the time being be provided by the regulations of the Company.”

Registered Office

706, Madhuban Building,
55, Nehru Place,
New Delhi 110019

By Order of the Board of Directors

Sd/-

(Om Prakash Adukia)
Director

Dated: 18th February, 2015

Notes:

1. An Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
2. The notice is being sent by the prescribed mode to all Members, whose names appear on the Register of Members / List of Beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (CDSL) on 13th February, 2015.
3. The Board of Directors has appointed Mr Shailesh Kachalia, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner. The Postal Ballot form and a self addressed business reply envelope are enclosed for use of Members.
4. Each Member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company as on 13th February, 2015 i.e. ("cut off date") which will only be considered for voting.
5. Voting period commences on 21st February, 2015 and ends on 22nd March, 2015 for Members exercising their vote either by Postal Ballot form or through e-Voting.
6. Members have option either to vote through the e-Voting process or through Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the Company's website www.winmoreleasingandholdings.com.
7. **Kindly note that shareholders can opt for only one mode of voting i.e. either by physical postal ballot or e-Voting. If you are opting for e-Voting, then do not vote in physical postal ballot also and vice versa. However in case shareholders cast their vote by both physical postal ballot and e-Voting, then e-Voting shall prevail and voting done through physical postal ballot shall be treated as invalid.**
8. The results of the Ballot will be declared on 23rd March, 2015 and will be placed on the Company's website www.winmoreleasingandholdings.com and will also be communicated to the Delhi Stock Exchange and MCX Stock Exchange Limited.
9. In case of voting through Physical Postal Ballot Form members should complete the Form with the Assent (For) OR Dissent (Against) and return the same in the attached business reply envelope so as to reach the Scrutinizer on or before 22nd March, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
10. **Voting through electronic means ("e-Voting")**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and Clause 35B of the Listing Agreement, the Company provides its members electronic facility to exercise their right to vote. The e-Voting services will be provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the e-Voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.

The instructions for members voting electronically are as under:-

A. In case of Members receiving notice via e-mail:

The procedure to log in to e-Voting website is given below:

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding Shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-Voting”. Please note that the password is an initial password.
2. Launch internet browser by typing the URL **<https://www.evoting.nsdl.com/>**
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of (Winmore Leasing And Holdings Limited) Members can cast their vote online from **21st February, 2015 (9:00 am)** till **22nd March, 2015 (05.30 pm)**.

Note: e-Voting shall not be allowed beyond the said time.

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (**shaileshmay@yahoo.com**) with a copy marked to **evoting@nsdl.co.in**.

Please note that:

- Login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; **www.icicidirect.com** for the purpose of casting your votes electronically by

using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at Telephone No.: 022-24994600.

B. In case of members receiving physical copy of the Notice:

Members holding shares in either Demat or physical mode who are in receipt of Notice in physical form may cast their vote using a Ballot Form. Please refer instructions “C” below for more details.

Members may alternatively opt for e-Voting for which the USER ID & PASSWORD is provided at the bottom of the Ballot Form. Please follow steps from Sl. No. (1) to (10) under heading “A” above to vote through the e-Voting platform.

C. Members who wish to vote using Ballot Form:

Members may fill in the Ballot Form and submit the same in a sealed envelope to the Scrutinizer, Mr. Shailesh Kachalia, Practising Company Secretary, Unit: Winmore Leasing And Holdings Limited’, Om Sri Co.op. Hsg. Society Ltd., ‘A’ Wing, Flat No. 7, 1st Floor, Near Shanti Ashram, Off Link Road, Borivli (W), Mumbai 400103, so as to reach him by 5.30 p.m. on 22nd March, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of any form will be final.

In case you have already registered with NSDL, please use your existing USER ID and Password.

In the event a member casts his/her vote through both the processes i.e. e-Voting and Ballot Form, the votes in the e-Voting system would be considered, and the Ballot Form would be disregarded.

Annexure to the Notice

Statement as required by Section 102(1) of the Companies Act, 2013 (‘the Act’).

The following Statement relating to Special Business of the accompanying Notice sets out all material facts as required under Section 102 of the Act.

Item No. 1

The present Authorised Capital of the Company is Rs 6,50,00,000 divided into 15,00,000 Equity Shares of Rs 10 each , 45,00,000 Preference Shares of Rs 10 each and 5,00,000 Unclassified Shares of Rs 10 each. The Board of Directors have proposed to reclassify the Authorised Capital into two classes of Capital viz Equity Share Capital and Preference Share Capital by converting the present 5,00,000 Equity Shares of Rs 10 each and 5,00,000 unclassified shares of Rs 10 each into preference shares subject to the approval of members.

The resolution giving effect to the aforesaid Proposal is contained in the accompanying notice for member's approval.

A copy of the amended Memorandum and Articles of Association of the Company is available for inspection by members of the Company at its registered office between 10.00 am to 5.00 pm on any working day.

The Directors commend the resolution for approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Registered Office

706, Madhuban Building,
55, Nehru Place,
New Delhi 110019

Dated: 18th February, 2015

By Order of the Board of Directors

**Sd/-
(Om Prakash Adukia)
Director**

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POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

1. Name and Registered Address :
of the sole/first named Shareholder
2. Name(s) of Joint Holders, if any :
3. Ledger Folio No./DP ID No. & Client ID No. :
4. Number of shares held :

I / We hereby exercise my / our vote in respect of the ordinary resolution to be passed through Postal Ballot in respect of Business stated in the Postal Ballot Notice dated 18th February, 2015, by sending my/our assent or dissent to the said resolution by placing tick (✓) mark in the appropriate box given below:

Sr No	Brief particulars of the resolution proposed	No. of shares held	I/We assent to the resolution [‘FOR’]	I/We dissent to the resolution [‘AGAINST’]
1	Alteration of Clause V of Memorandum of Association of the Company			

Place: _____

Signature of the Member or the Authorised Representative

Date: _____

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Even Number)	User ID	Password / PIN

Note: Please read the notes/instructions printed on the Postal Ballot Notice carefully before exercising your vote.