

# 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](mailto:ho@hawcoindia.com) Website: [www.winmoreleasingandholdings.com](http://www.winmoreleasingandholdings.com)

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## 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 2 (two) Special Resolutions appearing herebelow through Postal Ballot.

The 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 a Special Resolution:

**“RESOLVED THAT** pursuant to applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and the rules framed thereunder (the Act), approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall include any committee thereof or any other person(s) authorised by the Board in this regard) consenting to the Company entering into any transactions or arrangements exceeding the prescribed monetary limits with any party which may be treated or deemed to be a related party within the meaning of the Act and at such terms and conditions as may in the absolute discretion of the Board be deemed fit and proper, of any nature including the following –

- a) Sale, purchase or supply of goods or materials;
- b) Selling or otherwise disposing off, or buying, property of any kind;
- c) Leasing of property of any kind;
- d) Availing or rendering of any services;
- e) Appointing agent(s) for purchase or sale of goods, materials, services or property;
- f) Appointing any person(s) to any office or place of profit in the Company, its subsidiary company or associate company;
- g) Underwriting the subscription of any securities or derivatives thereof of the Company; and
- h) Any other transaction which may be treated as one between two related parties.

**“RESOLVED FURTHER THAT** this resolution shall cover any such transactions or arrangements hereto made or entered into by or on behalf of the Company.

**“AND RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to resolve and settle all questions and difficulties that may arise in connection therewith and incidental thereto as the Board in its absolute discretion, may deem necessary, expedient, proper or desirable at any stage without requiring further consent or approval of members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. To consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other provisions of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered in the following manner;

(i) The existing opening sentence appearing against Clause III of the Memorandum of Association of the Company shall be deleted and replaced by the following:

“ III (a) The objects to be pursued by the Company are:-“

(ii) The existing letter ‘A’ against Clause III shall be deleted.

(iii) The existing letter ‘C’ against Clause III of the Memorandum of Association of the Company be deleted and the sub-clauses 1 to 83 therein shall be shifted and inserted into Clause III (a) after sub-clause 5 and consequentially renumbered from 6 to 89.

(iv) The existing entry ‘B’ against Clause III of the Memorandum of Association of the Company shall be deleted and replaced by the following:

“ (b) Matters which are necessary for furtherance of the objects specified in clause III (a) are:-“

(v) The existing clause IV of the Memorandum of Association of the Company shall be replaced by the following:

“ IV The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

**“AND RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to resolve and settle all questions and difficulties that may arise in connection therewith and incidental thereto as the Board in its absolute discretion, may deem necessary, expedient, proper or desirable at any stage without requiring further consent or approval of members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Registered Office**  
706, Madhuban Building,  
55, Nehru Place,  
New Delhi 110019

**Dated: 16<sup>th</sup> February, 2015**

**By Order of the Board of Directors**

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

**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 6<sup>th</sup> 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 6<sup>th</sup> February, 2015 i.e. ("cut off date") which will only be considered for voting.
5. Voting period commences on 17<sup>th</sup> February, 2015 and ends on 18<sup>th</sup> 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](http://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 20<sup>th</sup> March, 2015 and will be placed on the Company's website [www.winmoreleasingandholdings.com](http://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 18<sup>th</sup> 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 **17<sup>th</sup> February, 2015 (9:00 am) till 18<sup>th</sup> 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](mailto: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](http://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](http://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, 1<sup>st</sup> Floor, Near Shanti Ashram, Off Link Road, Borivli (W), Mumbai 400103, so as to reach him by 5.30 p.m. on 18<sup>th</sup> 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

Under Rule 15 of the Companies (Meetings of Board and its Powers), Rules 2014 framed under the Act, as amended by MCA Notification dated 14.8.2014 read with Section 188 (1) of the Act, except with the prior approval of the company by special resolution a company shall not enter into any contract or arrangement for:

- (i). Sale/Purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten percent of the turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of the said section 188;
- (ii). Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten per cent of net worth of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of the said section 188;
- (iii) leasing of property of any kind exceeding ten percent of the net worth of the company or ten percent of turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of the said section 188.
- (iv) availing or rendering of any services, directly or through appointment of agent, exceeding ten percent of the turnover of the company or rupees fifty crore, whichever is lower, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of the said section 188.

As a part of its regular business activities, the Company does or may come to buy, sell or otherwise dispose off or avail as the case may be various types of goods including raw materials and other consumables and finished goods and services, property and or assets and or leasing of property either by giving or taking property etc. from time to time depending upon its requirements from various persons either directly or through agents which might be treated as covered by the restrictive provisions contained in the Act and the aforesaid Rules. As it is not always possible to know the identity of the party and the nature of relationship, the material terms, monetary value and other particulars of the proposed contract or arrangement in advance it is practically not possible to give herein those details.

It may be mentioned that under Section 2(76) of the Act the following are treated to be a related party with reference to a company-

1. A director or his relative;
2. A director or a key managerial personnel or his relative;
3. A firm in which such director or manager or his relative is a partner;
4. A private company in which a director or manager or his relative is a member or director;
5. A public company in which a director or manager is a director and holds alongwith his relative more than 2% of the paid up share capital of such company;
6. Any body corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager of the company;
7. Any subsidiary, holding company or associate company of such company; and
8. Any non-independent director or key managerial personnel of the holding company or his relative.

The term 'relative' is defined in Section 2 (77) of the Act read with Rule 4 of the Companies (Specifications of Definitions Details) Rules, 2014.

The directors of the Company presently are Mr Om Prakash Adukia, Mr Manekchand Panda, Mr Anil Gupta, Mr Shivhari Halan, Mr Salem Srinivasan, Mr Shiv Kumar and Mrs Seema Arora.

Under the said section 188(1) all such transactions require consent of the Board given by a resolution at a meeting thereof.

Accordingly the Company shall be referring all such transactions from time to time to the Board for the requisite consent as aforesaid after requisite disclosure of the interest therein of any director, key managerial personnel and or their relatives.

Under the aforesaid circumstances approval of members is sought to the resolution as appearing in the accompanying Notice.

The directors or key managerial personnel or their respective relatives may be deemed to be interested or concerned in the resolution to the extent of their respective interest in the contracts or arrangements of the nature aforesaid as may be entered into by the Company from time to time.

The resolution is commended for members' approval.

#### Item No. 2

As per provisions of Section 13 of the Companies Act, 1956 the objects clause in a company's Memorandum of Association used to be divided into 3 categories viz a) Main Objects of the company, b) Objects incidental or ancillary to the attainment of main objects, and c) Other Objects. In accordance with the said provisions the Company carried on its business of leasing and finance as contained in the main objects in its Memorandum of Association and also engaged in the business of trading activities appearing in the "Other Objects" clause after obtaining requisite approval under the said Act.

However, the Objects Clause under the Companies Act, 2013 is divided into only 2 categories viz a) Objects to be pursued by the company, and b) Matters which are necessary for furtherance of the objects specified in (a) above. Thus the category 'Other Objects' of the earlier Act has been omitted in the new Act.

In order to comply with the revised provisions, your directors have decided that the provisions relating to the Objects clause in the Company's Memorandum of Association be amended to conform with the new Act and the activities being sub-clauses 1 to 83 falling under Clause III (C) viz 'Other Objects' (which title now stands deleted) be inserted into the newly amended Clause III (a) to enable the Company to continue its activities smoothly as hitherto fore.

Similarly the existing Clause IV (Liability Clause) of the Memorandum of Association is proposed to be amended to be in conformity with the relevant provisions of the new Companies Act, 2013.

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: 16<sup>th</sup> 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 special resolutions to be passed through Postal Ballot in respect of Business stated in the Postal Ballot Notice dated 16<sup>th</sup> February, 2015, by sending my/our assent or dissent to the said resolutions by placing tick (✓) marks in the appropriate boxes given below:

Sr No	Brief particulars of the resolutions proposed	No. of shares held	I/We assent to the resolution	I/We dissent to the resolution
			['FOR']	['AGAINST']
1	Approval for Related Party Transactions u/s 188 of the Companies Act, 2013.			
2	Alteration 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.