

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 of the Companies Act, 2013, (the Act) read with Rule 22 of the 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 resolution 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 for the allotment of preference shares on rights basis as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 55 and 62 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules framed thereunder, and or any other authority and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges subject to all applicable laws and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute to exercise one or more of its powers including the powers conferred hereunder), and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board, the Board be and is hereby authorized to create, offer, issue and allot 15,98,280 (Fifteen Lacs Ninetyeight Thousand Two Hundred Eighty) redeemable preference shares of the Company of face value of Rs 10 (Rupees Ten) each at a premium of Rs 190 per share (aggregating to Rs 3196.56 lacs) for cash, in one or more tranches to the existing equity shareholders of the Company in the ratio of 1.60 Rights Shares for every one equity share held, on such terms and conditions as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the aforesaid preference shares-

- i. Will not carry any right to dividend,
- ii. Shall carry a preferential right with respect to Repayment of capital vis-a-vis the equity shares,
- iii. Shall not have any right to participate in any surplus which may remain after the entire capital has been repaid,
- iv. Shall not be eligible for any conversion into equity shares,

- v. Will confer on the holder(s) thereof a right to vote only on resolutions placed before the Company which directly affect the rights attached to the preference shares and any resolution for winding up of the Company or for the repayment or reduction of its equity or preference capital and the voting right on a poll shall be in proportion of the share held in the paid up preference share capital of the Company and the proportion of the voting rights of the equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid up equity capital bears to the paid up preference capital,
- vi. Shall rank pari passu with other preference shares existing or that may be issued in future except in respect of the preferential right in respect of repayment of capital, and
- vii. Shall be redeemable at any time within 20 years from the date of issue at the option of the Issuer Company by giving a 48 hour prior written notice at a price representing return of full issue price paid (inclusive of the premium) plus 6% (six percent) compounded return on the capital invested.

“RESOLVED ALSO THAT for the purpose of giving effect to the above, the Board be and is hereby authorized 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, desirable, incidental or expedient to the issue or allotment of the preference shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said preference shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the 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

By Order of the Board of Directors

Sd/-

(Om Prakash Adukia)
Director

Dated: 25th 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 20th 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 20th February, 2015 i.e. ("cut off date") which will only be considered for voting.

5. Voting period commences on 26th February, 2015 and ends on 27th 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 27th 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 27th 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 **26th February, 2015 (9:00 am)** till **27th March, 2015 (04.00 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 4.00 p.m. on 27th 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.

Pursuant to provisions of Sections 55 and 62 of the Companies Act, 2013 read with Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 the following disclosure of material facts as required is set out hereunder:

Item No. 1

The present capital structure of the Company is as under:

Authorised	Rs
15,00,000 Equity Shares of Rs 10 each	1,50,00,000
45,00,000 Preference Shares of Rs 10 each	4,50,00,000
5,00,000 Unclassified Shares of Rs 10 each	<u>50,00,000</u>
	<u>6,50,00,000</u>
Issued / Subscribed / Paid-up	
9,98,925 Equity Shares of Rs.10 each, Fully paid-up	99,89,250
38,75,000 Preference Shares of Rs. 10 each, Fully paid-up	<u>3,87,50,000</u>
	<u>4,87,39,250</u>

Shareholding pattern of the Company as on 31.12.2014 was as under:

Shareholder Category	No. of Equity Shares held	%
Promoters' holding:		
Indian		
Individual	4,26,726	42.72
Bodies Corporate	8,500	0.85
Total Indian Promoters'	4,35,226	43.57
Non - residents	3,13,575	31.39
Total Promoters holding	7,48,801	74.96
Non-Promoters' holding:		
Indian Public	2,50,124	25.04
Grand Total	9,98,925	100

It has been proposed to reclassify the existing authorised capital of the Company to the following effect, for which postal ballot / e-voting process has already been initiated.

Authorised	Rs
10,00,000 Equity Shares of Rs 10 each	1,00,00,000
55,00,000 Preference Shares of Rs 10 each	<u>5,50,00,000</u>
	<u>6,50,00,000</u>

In order to raise further funds, but subject to the proposal for reclassifying the authorised capital (as aforesaid) being approved by members, it is proposed to issue for cash on rights basis to the existing equity shareholders new preference shares in the ratio of 1.6 Preference Shares for each equity share held, in one or more tranches.

In order to meet the requirement of funds for the Company's long term corporate needs, it is proposed, subject to members' approval, to issue the aforesaid shares on a Rights Basis.

The size of the proposed issue is Rs 3196.56 lacs. The number of preference shares proposed to be issued is 15,98,280 shares of Rs 10 each at an issue price of Rs 200 / - (including a premium of Rs 190) each.

The Preference Shares carry no dividend and also do not carry any right of conversion.

The preference shares shall be redeemable at any time within 20 years from the date of issue at the option of the issuer Company by giving a 48 hours prior written notice at a price representing return of full amount of the capital invested and a cumulative return of 6% on the issue price.

The conditions at which the proposed rights issue of preference shares will be made include a right for the holder to receive back on redemption the full price of Rs 200 (including the premium) plus 6 % p.a. return on the capital invested. In the current market scenario of falling interest rates and expectation of further easing of the interest regime by the Reserve Bank of India in the wake of easing of inflationary pressures in the economy and the need to spur growth to two digit rates it is expected that over the longish period for which the invested money is intended to remain with the Company, the rates might see a decline to a rate as low as 2 – 3 % p.a. Under such circumstances an average return of 6% p.a. compounded annually is deemed to be reasonable and proper.

The special resolution giving effect to the aforesaid proposal is contained in the accompanying notice for members' approval.

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
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By Order of the Board of Directors

Sd/-
(Om Prakash Adukia)
Director

Dated: 25th February, 2015

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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 25th February, 2015, by sending my/our assent or dissent to the said special 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	Issue of Preference Shares to the existing equity shareholders.			

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.