

# Winmore Leasing And Holdings Ltd

Regd. Office: Ashiana 69-C • Bhulabhai Desai Road • Mumbai – 400 026

Tel. No.: 022-23686618

Fax No.: 022-23684644

CIN No.: L67120MH1984PLC272432

E-mail Id: [ho@hawcoindia.com](mailto:ho@hawcoindia.com) Website: [www.winmoreleasingandholdings.com](http://www.winmoreleasingandholdings.com)

## Declaration of Results of voting in relation to the 34<sup>th</sup> Annual General Meeting of the Company held on 29th September, 2018

(Consolidated Results of remote e-voting and ballot papers)

In terms of applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on Saturday, the 29<sup>th</sup> September, 2018 at 4.00 pm at Gate No. 10, 1st Floor, Brabourne Stadium, 87 Veer Nariman Road, Mumbai - 400020.

Mr Shailesh Kachalia, Practicing Company Secretary acted as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers.

The Scrutinizer has submitted his Report after scrutiny of the aforesaid remote e-voting and voting through ballot papers.

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 34<sup>th</sup> AGM have been duly approved as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		In favour	Against	Invalid	
1.	Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2018.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-
2.	Declaration of Dividend on Equity Shares.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-



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3.	Re-appointment of Mrs Seema Arora, as a Director of the Company, liable to retire by rotation.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-
4.	Ratification of appointment of M/s Bhattar & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2018-2019 and to fix their remuneration.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-

The Scrutinizer's Report is annexed herewith.

For Winmore Leasing And Holdings Ltd

  
Anil Gupta  
Director (DIN: 00060720)

Place: Mumbai

Date: 29<sup>th</sup> September, 2018



**SHAILESH KACHALIA**  
B.Com. (Hons.)L.L.B, F.C.S  
Practising Company Secretary

Om Sri Co-op Hsg. Society Ltd  
'A' Wing, Flat No.7, 1st floor  
Near Shanti Ashram, Borivali (W)  
Mumbai – 400 103  
Tel: 2893 9347/ 9892534153  
[shaileshmay@yahoo.com](mailto:shaileshmay@yahoo.com)

29<sup>th</sup> September, 2018

**The Chairman of the meeting**

**Winmore Leasing And Holdings Ltd**

Ashiana 69-C • Bhulabhai Desai Road • Mumbai – 400 026

Dear Sir,

**Sub: Scrutinizer's Report on voting by electronic means conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules and physical ballot forms**

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board of Directors of Winmore Leasing And Holdings Ltd ("the Company") vide its decision dated 25<sup>th</sup> July, 2014, pursuant to Section 108 of the Act, read with the Rules made thereunder, to conduct the electronic voting process and to scrutinize the physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions to be considered for passing at the Thirtyfourth Annual General Meeting ("AGM") of the Company on 29<sup>th</sup> September, 2018.

The Notice dated 8<sup>th</sup> August, 2018 convening the said AGM of the Company was sent to the shareholders in respect of the said mentioned resolutions.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by shareholders of the Company. The Company has also provided facility of voting by physical ballot papers, at the AGM, to its members who do not have access to remote e-voting facility including those who became members of the Company after dispatch of the aforesaid notice till the cut-off date of 22.9.2018.

The voting period for remote e-voting commenced on Wednesday, 26<sup>th</sup> September, 2018 at 9.00 a.m. and ended on Friday, 28<sup>th</sup> September, 2018, at 5.00 p.m. The NSDL remote e-voting platform was thereafter blocked. No Vote was cast through physical ballot, at the AGM and the votes cast under the remote e-voting facility were then unblocked in the presence of two witnesses, not in the employment of the Company.

Based on the data downloaded from the NSDL remote e-voting system, I have scrutinized and reviewed the voting through remote e-voting.

I now hereby submit my Report as under on the result of the voting through electronic means and the physical ballots in respect of the said Resolutions as under.



Resolution No.	Item	Total No. of Votes cast	No. of Valid Votes	No. of Invalid Votes	No. of Valid Votes cast in favour	No. of Valid Votes cast against	Result
1	Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2018	Evote 7,48,701 Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
2	Declaration of Dividend on Equity Shares.	Evote 7,48,701 Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
3	Re-appointment of Mrs Seema Arora, as a Director of the Company, liable to retire by rotation.	Evote 7,48,701 Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
4	Ratification of appointment of M/s Bhattar & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2018-2019 and to fix their remuneration.	Evote 7,48,701 Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.

The Register, all other papers and relevant records relating to the voting shall remain in my safe custody until the Chairman (of the meeting called to consider) considers, approves and signs the Minutes of the aforesaid AGM whereafter the same would be handed over to the Company for safe keeping.

Yours faithfully,



**Shailesh Kachalia**  
**Practising Company Secretary**  
**FCS No. 1391**  
**CP: 3888**



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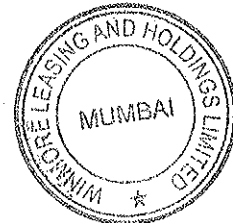
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29.09.2018

## Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of the AGM</b>	29th September, 2018
<b>Total No. of shareholders on record date</b>	57
<b>No. of shareholders present in the meeting either in person or through authorised representative or proxy:</b>	
Promoters and Promoter Group:	6
Public:	Nil
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	NA
Promoters and Promoter Group:	NA
Public:	NA



**AGENDA WISE**



**Resolution Required : Ordinary**

1 - Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2018

**Whether promoter / promoter group are interested in the agenda / resolution?**

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100
Promoter and Promoter Group	E-Voting	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>7,48,701</b>	<b>7,48,701</b>	<b>100</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>2,50,224</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>9,98,925</b>	<b>7,48,701</b>	<b>74.9507</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>	<b>0</b>

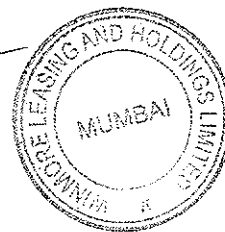



Resolution Required : Ordinary		2 - Declaration of Dividend on Equity Shares.						
Whether promoter / promoter group are interested in the agenda / resolution?		Yes (to the extent of their shareholding in the Company)						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100
Promoter and Promoter Group	E-Voting	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>7,48,701</b>	<b>7,48,701</b>	<b>100</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>2,50,224</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>9,98,925</b>	<b>7,48,701</b>	<b>74.9507</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>	<b>0</b>






Resolution Required : Ordinary			3 - Re-appointment of Mrs Seema Arora (DIN: 06849038), as a director of the Company, liable to retire by rotation.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100
Promoter and Promoter Group	E-Voting	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>7,48,701</b>	<b>7,48,701</b>	<b>100</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>		<b>2,50,224</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>9,98,925</b>	<b>7,48,701</b>	<b>74.9507</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>	<b>0</b>





Resolution Required : Ordinary		4 - Ratification of appointment of M/s Bhatler & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2018-2019 and to fix their remuneration.						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100
Promoter and Promoter Group	E-Voting	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	
	Ballot Paper		0	0	0	0	0	
	<b>Total</b>		<b>7,48,701</b>	<b>7,48,701</b>	<b>100</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	
	Ballot Paper		0	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	
	Ballot Paper		0	0	0	0	0	
	<b>Total</b>		<b>2,50,224</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>9,98,925</b>	<b>7,48,701</b>	<b>74.9507</b>	<b>7,48,701</b>	<b>0</b>	<b>100</b>	<b>0</b>



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Annexure I

## Summary of Proceedings of the 34th Annual General Meeting

The 34<sup>th</sup> Annual General Meeting (AGM) of members of Winmore Leasing and Holdings Limited ('the Company') was held on Saturday, the 29<sup>th</sup> September, 2018 at 4.00 p.m. at Gate No. 10, 1st Floor, Brabourne Stadium, 87 Veer Nariman Road, Mumbai - 400020. Mr Om Prakash Adukia, Director was elected to chair the meeting.

The following were present.

### Directors

Mr O P Adukia	Director
Mr Anil Gupta	Director & Chairman of Audit Committee, NRC and Stakeholders Relationship Committee

### In Attendance

Mr Peter Fernandes	Company Secretary
Mr Shailesh Kachalia	Scrutinizer, Practicing Company Secretary

### Members Present

In Person	NIL
Through Authorised Representatives	6
By Proxy	NIL

The requisite quorum being present the Chairman called the meeting to order.

The Chairman then addressed the shareholders and spoke about current economic scenario and financial performance of the Company.

The Chairman took, with the permission of members present, Notice of AGM, Directors' Report and Audited Accounts for the year ended 31st March 2018 as read.



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He stated that the Auditors' Report on the Standalone financial statements of the Company does not contain any reservation, qualification or adverse remark.

The Chairman read out the auditors' report on Consolidated financial statements of the Company and stated that the observations of the Auditors on the said financial statements are self-explanatory and therefore do not call for any further comments.

He then requested members, who may have any queries, to speak up in an orderly manner. No queries were raised.

The following items of business, as per the Notice of AGM were transacted:

1. Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2018 together with reports of the Board of Directors and the Auditors thereon.
2. Declaration of Dividend on Equity Shares.
3. Re-appointment of Mrs Seema Arora, as a Director of the Company, liable to retire by rotation.
4. Ratification of appointment of M/s Bhattar & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2018-2019 and to fix their remuneration.

He stated that those members who have not yet cast their votes electronically or those persons who have acquired shares of the Company and have become members of the Company after dispatch of the notice convening this Annual General Meeting and holding shares as of the cut-off date viz 22.9.2018 may do so by means of ballot papers by casting the same in the ballot box available at the hall.

He further stated that Mr Shailesh Kachalia, Practicing Company Secretary, Scrutinizer is present, who shall supervise the e-voting and ballot voting process and report on the combined voting results of e-voting and the ballot voting for each of the items as per Notice of the AGM.

No member voted through ballot paper.

Thereafter the Chairman announced that results of the voting would be declared and placed on the Company's website <http://winmoreleasingandholdings.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in accordance with applicable provisions of law.

Vote of thanks was given to the Chair, which he acknowledged.

The Chairman then thanked everyone for attending the meeting and announced conclusion of the meeting.

For Winmore Leasing And Holdings Ltd

  
Anil Gupta  
Director (DIN: 00060720)

