

# 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 33<sup>rd</sup> Annual General Meeting of the Company held on 27th September, 2017**

(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 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on Wednesday, the 27<sup>th</sup> September, 2017 at 11.00 am at Gate No. 10, 1<sup>st</sup> Floor, Brabourne Stadium, 87, Veer Nariman Road, Mumbai 400 020.

Mr Shailesh Kachalia, Practicing Company Secretary has been appointed 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 33<sup>rd</sup> AGM have been duly passed with the requisite majority 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 for the year ended March 31, 2017.	7,84,883	0	0	Ordinary
	Percentage	100	0	0	-
2.	Declaration of Dividend on Equity Shares	7,84,883	0	0	Ordinary
	Percentage	100	0	0	-



3.	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a director of the Company, liable to retire by rotation.	7,84,883	0	0	Ordinary
	Percentage	100	0	0	-
4.	Appointment of M/s Bhatler & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	7,84,883	0	0	Ordinary
	Percentage	100	0	0	-
5.	Appointment of Dr Shatadru Sengupta (DIN: 00291695) as an Independent Director of the Company	7,84,883	0	0	Ordinary
	Percentage	100	0	0	-

The Scrutinizer's Report is annexed herewith.

For **Winmore Leasing And Holdings Ltd**



**O. P. Adukia**  
Director (DIN: 00017001)

**Place: Mumbai**

**Date: 27<sup>th</sup> September, 2017**



**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)

27<sup>th</sup> September, 2017

**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 Thirty Third Annual General Meeting ("AGM") of the Company on 27<sup>th</sup> September, 2017.

The Notice dated 29<sup>th</sup> August, 2017 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 22.9.2017.

The voting period for remote e-voting commenced on Sunday, 24<sup>th</sup> September, 2017 at 9.00 a.m. and ended on Tuesday, 26<sup>th</sup> September, 2017 at 5.00 p.m. The NSDL remote e-voting platform was thereafter blocked. 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. No votes were cast through ballot forms at the meeting.

Based on the data downloaded from the NSDL remote e-voting system, I have scrutinized and reviewed the 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 for the year ended March 31, 2017.	Evote 7,84,883 Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
2	Declaration of Dividend on Equity Shares	Evote 7,84,883 Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
3	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a director of the Company, liable to retire by rotation.	Evote 7,84,883 Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
4	Appointment of M/s Bhatler & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	Evote 7,84,883 Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
5	Appointment of Dr Shatadru Sengupta (DIN: 00291695) as an Independent Director of the Company.	Evote 7,84,883 Ballot Paper Nil	Evote 7,84,883 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,84,883 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**

**SHAILESH**  
**AMICHAND**  
**KACHALIA**

Digitally signed by SHAILESH  
AMICHAND KACHALIA  
DN: cn=SHAILESH AMICHAND  
KACHALIA, c=IN, st=Maharashtra,  
o=Personal, CID = 4873765,  
serialNumber=fca6f46f3644d6a717  
48ance757b5fb08e2f5f9e86365b7a  
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28.09.2017

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

<b>Date of the AGM</b>	27th September, 2017
<b>Total No. of shareholders on record date</b>	57
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	6
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

*Lub*





AGENDA WISE								
Resolution Required : Ordinary			1 - Adoption of the audited financial statements for the year ended March 31, 2017.					
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	748,701	589,825	78.78	589,825	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>748,701</b>	<b>589,825</b>	<b>78.78</b>	<b>589,825</b>	<b>0</b>	<b>100.00</b>	<b>0</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>	<b>0</b>
Public Non Institutions	E-Voting	250,224	195058	77.95	195058	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>250,224</b>	<b>195058</b>	<b>77.95</b>	<b>195058</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>998,925</b>	<b>784,883</b>	<b>78.57</b>	<b>784,883</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	748,701	589,825	78.78	589,825	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>748,701</b>	<b>589,825</b>	<b>78.78</b>	<b>589,825</b>	<b>0</b>	<b>100.00</b>	<b>0</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>	<b>0</b>
Public Non Institutions	E-Voting	250,224	195058	77.95	195058	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>250,224</b>	<b>195058</b>	<b>77.95</b>	<b>195058</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>998,925</b>	<b>784,883</b>	<b>78.57</b>	<b>784,883</b>	<b>0</b>	<b>100</b>	<b>0</b>





<b>Resolution Required : Ordinary</b>			3 - Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a director of the Company, liable to retire by rotation.					
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>			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	748,701	589,825	78.78	589,825	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>748,701</b>	<b>589,825</b>	<b>78.78</b>	<b>589,825</b>	<b>0</b>	<b>100.00</b>	<b>0</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>	<b>0</b>
Public Non Institutions	E-Voting	250,224	195058	77.95	195058	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>250,224</b>	<b>195058</b>	<b>77.95</b>	<b>195058</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>998,925</b>	<b>784,883</b>	<b>78.57</b>	<b>784,883</b>	<b>0</b>	<b>100</b>	<b>0</b>



<b>Resolution Required : Ordinary</b>			4 - Appointment of M/s Bhattar & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.					
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>			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	748,701	589,825	78.78	589,825	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>748,701</b>	<b>589,825</b>	<b>78.78</b>	<b>589,825</b>	<b>0</b>	<b>100.00</b>	<b>0</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>	<b>0</b>
Public Non Institutions	E-Voting	250,224	195058	77.95	195058	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>250,224</b>	<b>195058</b>	<b>77.95</b>	<b>195058</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>998,925</b>	<b>784,883</b>	<b>78.57</b>	<b>784,883</b>	<b>0</b>	<b>100</b>	<b>0</b>



<b>Resolution Required : Ordinary</b>			5 - Appointment of Dr Shatadru Sengupta (DIN: 00291695) as an Independent Director of the Company.					
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>			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	748,701	589,825	78.78	589,825	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>748,701</b>	<b>589,825</b>	<b>78.78</b>	<b>589,825</b>	<b>0</b>	<b>100.00</b>	<b>0</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>	<b>0</b>
Public Non Institutions	E-Voting	250,224	195058	77.95	195058	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	<b>Total</b>	<b>250,224</b>	<b>195058</b>	<b>77.95</b>	<b>195058</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>998,925</b>	<b>784,883</b>	<b>78.57</b>	<b>784,883</b>	<b>0</b>	<b>100</b>	<b>0</b>



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Annexure I

## Summary of Proceeding of the 33<sup>rd</sup> AGM

The 33<sup>rd</sup> Annual General meeting (AGM) of members of Winmore Leasing and Holdings Ltd. ('the Company') was held on Wednesday, 27<sup>th</sup> September, 2017 at 11.00 am at Gate No.10, 1<sup>st</sup> Floor, Brabourne Stadium, 87, Veer Nariman Road, Mumbai - 400020. Mr O P 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
Mr Amit Moona	Director
Mr Manekchand Panda	Director
Ms Seema Arora	Director

### In Attendance

Ms Minal Kardile	Company Secretary
Mr R K Gupta	Partner, Rajendra K Gupta of Associates, Statutory Auditor
Mr Shailesh Kachalia	Scrutinizer, Practicing Company Secretary

### Members Present

In Person	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 the current economic scenario, both global and Indian and about the financial performance of the Company.

The Chairman stated that the Company had provided to members the facility to cast their vote electronically on all resolutions set forth in the Notice dated 29.8.2017. Members who were present at the AGM and had not cast their votes electronically would have opportunity to cast their votes through ballot papers provided by the Company towards end of the meeting. It was further clarified that there would be no voting by show of hands at the meeting.



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

1. Adoption of the Audited Financial Statements for the year ended March 31, 2017.
2. Declaration of Dividend
3. Re-appointment of Mr Om Prakash Adukia, as a director of the Company, liable to retire by rotation.
4. Appointment of M/s. Bhatler & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.
5. Appointment of Dr Shatadru Sengupta as Independent Director of the Company.

Clarifications were provided to the queries raised by members.

The Chairman informed members that Mr Shailesh Kachalia, Practicing Company Secretary had been appointed as scrutinizer to supervise the e-voting and ballot voting process and to report on the combined voting results of e-voting and the poll for each of the items as per the said Notice of the AGM.

The Scrutinizer's report was received and accordingly all the resolutions as set out in the notice of the AGM were declared as passed.

For **Winmore Leasing and Holdings Ltd.**



**O P Adukia**  
**Director(DIN:00017001)**