

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

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March 20, 2015

Winmore Leasing and Holdings Limited
706, Madhuban Building, 55, Nehru Place,
New Delhi 110019

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot conducted through e-voting pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from shareholders

I, Shailesh Kachalia, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Winmore Leasing and Holdings Limited ("the Company") on 12th February 2015, pursuant to Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from shareholders in respect of the below mentioned resolutions to be passed through Postal Ballot.

The Notice dated 16th February 2015, for transacting the special business by passing Special Resolutions through Postal Ballot along with a Statement setting out material facts under Section 102 of the Act was sent to the Shareholders in respect of the said resolutions.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by Shareholders of the Company. The Company had also provided voting by physical ballot papers to its members including those who do not have access to e-voting facility.

The voting period for e-voting commenced on Tuesday, February 17, 2015 at 09.00 a.m. and ended on Wednesday, March 18, 2015 at 05.30 p.m. The NSDL e-voting platform was thereafter blocked and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical Ballot forms received upto March 18, 2015 were considered.

Based on the data downloaded from the NSDL e-voting system and the ballot forms received, I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein.

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



P.T.O

Resolution No.	Particulars	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	Authority to the Board of Directors to enter into Related Party Transactions.	Evote 748801 Ballot Paper 250124	Evote 748801 Ballot Paper 250124	Evote Nil Ballot Paper Nil	Evote 748801 Ballot Paper 250124	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
2	Alteration of Memorandum of Association of the Company	Evote 748801 Ballot Paper 250124	Evote 748801 Ballot Paper 250124	Evote Nil Ballot Paper Nil	Evote 748801 Ballot Paper 250124	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman (of the meeting called to consider) considers, approves and signs the Minutes of the Postal Ballot and thereafter shall be handed over to the Company for safe keeping.

Yours faithfully,

✓
Shailesh Kachalia
Practising Company Secretary
CP: 3888



Details of Agenda

The mode of voting: Postal Ballot / E-Voting:

1. E-voting conducted between February 17, 2015 to March 18, 2015.
2. Physical Postal Ballot.

Resolution No. 1: Special Resolution

Authority to the Board of Directors to enter into Related Party Transactions.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding 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
Promoters and Promoter Group	748801	748801	74.96	748801	0	74.96	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	250124	250124	25.04	250124	0	25.04	0
Total	998925	998925	100	998925	0	100	0

Resolution No. 2: Special Resolution

Alteration of Memorandum of Association of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding 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
Promoters and Promoter Group	748801	748801	74.96	748801	0	74.96	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	250124	250124	25.04	250124	0	25.04	0
Total	998925	998925	100	998925	0	100	0

For Winmore Leasing and Holdings Limited



Authorised Signatory