

Winmore Leasing And Holdings Limited

Regd. Office: 706, Madhuban Building • 55, Nehru Place • New Delhi 110019

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Declaration of Results of voting in relation to the 31st Annual General Meeting of the Company held on 30th September, 2015

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

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and Listing Agreement, 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 31st Annual General Meeting (AGM) of the Company held on Wednesday, the 30th September, 2015 at 10.00 am at 706, Madhuban Building, 55, Nehru Place, New Delhi 110019.

The Company had appointed Mr Shailesh Kachalia, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers undertaken at the aforementioned AGM.


The Scrutinizer has submitted his Report based on the scrutiny of the entire voting process conducted by Mr G.K.Tiwari the authorized representative of the said Mr Shailesh Kachalia who could not travel for the meeting.

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 31stAGM 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, 2015.	9,98,925	0	0	Ordinary
	Percentage	100	0	0	-
2.	To declare dividend on Equity Shares.	9,98,925	0	0	Ordinary
	Percentage	100	0	0	-
3.	Re-appointment of Mr O. P. Adukia, as a Director of the Company, liable to retire by rotation.	9,98,925	0	0	Ordinary
	Percentage	100	0	0	-
4.	Ratification of appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.	9,98,925	0	0	Ordinary
	Percentage	100	0	0	-

The Scrutinizer's Report is annexed herewith.

For Winmore Leasing & Holdings Ltd.



O P Adukia

Director authorized by the Board

Place : Mumbai

Date : 3rd October, 2015

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

October 3, 2015

The Chairman of the meeting
Winmore Leasing and Holdings Limited
706, Madhuban Building, 55, Nehru Place,
New Delhi 110019

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, 2015 and the physical ballot forms received from shareholders who do not have access to e-voting

I, Shailesh Kachalia, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Winmore Leasing and Holdings Limited. ("the Company") vide a resolution dated 25th 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 received from shareholders in respect of the below mentioned resolutions to be considered for passing at the Thirty First Annual General Meeting ("AGM") of the Company on 30th September, 2015.

The Notice dated 31st August, 2015 convening the said AGM of the Company along with Statement setting out material facts under Section 102 of the Act was reportedly 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 voting by physical ballot papers 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 as on the cut-off date of 23.9.2015.

My authorised representative Mr G K Tiwari was present at the meeting to scrutinize the entire voting process in view of my inability to travel for the meeting.

The voting period for e-voting commenced on Sunday, 27th September 2015 at 09.00 a.m. and ended on Tuesday, 29th September 2015, at 05.00 p.m. The NSDL remote e-voting platform was thereafter blocked. As there were no ballot forms cast at the meeting the votes cast through physical forms received upto 29th September, 2015 were first counted and thereafter the votes cast under the remote e-voting facility were 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 and the ballot forms received, Mr G K Tiwari scrutinized and reviewed the voting through electronic means and physical mode and the votes tendered thereunder.

I now submit a Report (based on the said representative's findings) on the result of the voting through electronic means and physical mode in respect of the said Resolutions herebelow.



P.T.O.

Resol ution 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, 2015.	Evote . 7,48,801 Ballot Paper 2,50,124	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
2	To declare dividend on Equity Shares.	Evote 7,48,801 Ballot Paper 2,50,124	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
3	Re-appointment of Mr O. P. Adukia, as a Director of the Company, liable to retire by rotation.	Evote 7,48,801 Ballot Paper 2,50,124	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Resolution approved by requisite majority of people voting.
4	Ratification of appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.	Evote 7,48,801 Ballot Paper 2,50,124	Evote 7,48,801 Ballot Paper 2,50,124	Evote Nil Ballot Paper Nil	Evote 7,48,801 Ballot Paper 2,50,124	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 considers, approves and signs the Minutes of the aforesaid AGM whereafter the same would be handed over to the Company Secretary of the Company for safe keeping.

Yours faithfully,

Shailesh Kachalia
Practising Company Secretary
CP: 3888



for WINMORE LEASING AND HOLDINGS LTD.

[Signature]
O.P. Adukia
Director authorised by the Board

Details of Voting Results

Date of the AGM/EGM:	September 30, 2015
Total number of shareholders on record date:	16
No. of shareholders present in the meeting either in person or through proxy: Promoters: In Person Through Proxy Public: In Person Through Proxy Total:	 6 Nil Nil Nil 6
No. of Shareholders who attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	 —

Agenda-wise

The mode of voting for all the resolutions was:

1. E-voting conducted between September 27, 2015 to September 29, 2015.
2. Physical Ballot.

Resolution No. 1: Ordinary Resolution

Adoption of the Audited Financial Statements for the year ended March 31, 2015.

Promoter/ Public	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
Promoters and Promoter Group	7,48,801						
Public- Institutional holders	0						
Public-Others	2,50,124						
Total	9,98,925	9,98,925	100	9,98,925	0	100	0

Resolution No. 2: Ordinary Resolution

To declare dividend on Equity Shares.

Promoter/ Public	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
Promoters and Promoter Group	7,48,801						
Public- Institutional holders	0						
Public-Others	2,50,124						
Total	9,98,925	9,98,925	100	9,98,925	0	100	0

Resolution No. 3: Ordinary Resolution

Re-appointment of Mr O. P. Adukia, as a Director of the Company, liable to retire by rotation.

Promoter/ Public	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
Promoters and Promoter Group	7,48,801						
Public- Institutional holders	0						
Public-Others	2,50,124						
Total	9,98,925	9,98,925	100	9,98,925	0	100	0

Resolution No. 4: Ordinary Resolution

Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.

Promoter/ Public	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
Promoters and Promoter Group	7,48,801						
Public- Institutional holders	0						
Public-Others	2,50,124						
Total	9,98,925	9,98,925	100	9,98,925	0	100	0

For Winmore Leasing and Holdings Limited



O P Adukia
Director