

WINRO COMMERCIAL (INDIA) LIMITED

Registered Office: 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai – 400 021.

CIN: L51226MH1983PLC165499; Website: www.winrocommercial.com

Email: winro.investor@gcvl.in; Telephone: 022 40198600 Fax: 022 66708650

NOTICE is hereby given that an **Extraordinary General Meeting** of the Members of **Winro Commercial (India) Limited** will be held on Tuesday, 11th December, 2018 at 02:00 p.m. at 209-210, Arcadia Building, 2nd Floor, Plot No. 195, Nariman Point, Mumbai – 400 021, to transact the following business:-

Special Business:

1. Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company :

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 read with sections 13, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company of Rs.1,50,00,000 (Rupees One Crore Fifty Lakh only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of Rs. 10/- each be and is hereby increased to Rs. 5,00,00,000 (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each;

RESOLVED FURTHER THAT pursuant to the increase in the Authorised Share Capital of the Company, and in accordance with the provisions of Sections 4, 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to any other applicable laws, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following Clause V:

“V: The Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- each with the power to increase or reduce the share capital of the Company, to divide the shares in the capital for the time being into several classes and to attach there to respectively such qualified or special rights, privileges or conditions as may be determined by or in the accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and to consolidate or subdivide the shares and issue share of right or lower denominations.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

2. Appointment of Mr. Hetal Khalpada as a (Non-Executive) Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Hetal Khalpada (DIN: 00055823), who was appointed as an Additional Non-Executive Director at the meeting of the Board of Directors of the Company held on 12th November, 2018 and who holds office as such up to the date of this General Meeting be and is hereby

appointed as a Non-Executive Director of the Company;

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

Place: Mumbai

For and on behalf of the Board of Directors

Dated: 12th November, 2018

SD/-

URJA KARIA

Company Secretary & Compliance Officer

REGISTERED OFFICE:

209-210, Arcadia Building,
2nd Floor, 195, Nariman Point,
Mumbai – 400021

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share capital.**
- 2. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc.; must be supported by an appropriate resolution/authority, as may be applicable.**
- 3. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Extra Ordinary General Meeting (EGM).**
- 4. The Members/proxies are requested to bring their copy of the Notice to the Meeting along with duly filled in Attendance Slips for attending the meeting.**
- 5. The Members are requested to send their queries at least ten days before the date of the meeting so that information can be made available at the meeting.**
- 6. Members desirous of obtaining any information concerning any items referred to in the accompanying Notice and the Explanatory Statement are requested to write to the Company, at an early date to enable the Management to keep the information ready.**
- 7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 5th December, 2018 to Tuesday, 11th December, 2018 (both days inclusive).**
- 8. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent to M/s. TSR Darashaw Limited (TSR) at 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E Mosses Road Mahalaxmi Mumbai- 400011 in respect of their physical share folios.**
- 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/TSR.**

- 10. Investor Grievance Redressal:** The Company has designated an exclusive e mail id i.e. winro.investor@gcvl.in to enable investors to register their complaints/correspondence, if any.
- 11. Green initiative- Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.**
- 12.** Electronic Copy of the Notice of the EGM of the company inter-alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the company/Depository Participant(s) of the communication purposes. Physical copies of the Notice are being sent to all the shareholders in the permitted mode.
- 13. Voting through electronic means:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL);
- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper;
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again;
- IV. The process and manner for remote e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 110219 then user ID is 110219001***

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 4th December, 2018.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday 4th December, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

General Instructions:

- a. The e-voting period commences on Saturday, 8th December, 2018 (09:00 a.m. IST) and ends on Monday, 10th December, 2018 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 4th December, 2018, may cast their vote electronically. The e-voting module shall also be disabled

by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 4th December, 2018, and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
- c. Mr. Nishant Jawasa, Practicing Company Secretary (Membership No. FCS 6557), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any; forthwith to the Chairperson of the Company.
- e. The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the EGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairperson of the Company or the person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer will submit his report to the Chairperson after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairperson or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.winrocommercial.com and on the website of NSDL immediately after the declaration of the result by the Chairperson or any person authorised by him and communicated to the Stock Exchanges.

14. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 1

At present, the Authorised Equity Share Capital of the Company is Rs.1,50,00,000 (Rupees One Crore Fifty Lakh only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of Rs. 10/-.

The Board of Directors of the Company has proposed to increase the Authorised Share Capital of the Company to Rs. 5,00,00,000 (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- after considering the requirement of future business expansion of the company.

Alteration to the Capital Clause of Memorandum of Association of the Company is proposed in consequence of the above increase in the Authorised Share Capital of the Company.

As per Sections 13 and 61 of the Companies Act, 2013, any increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company by the way of an Ordinary resolution.

Accordingly, consent of the Members is being sought pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, for increasing the Authorised Share Capital of the Company and for carrying out consequential amendment to the Memorandum of Association of the Company which will enable the Company to issue further Equity Shares from time to time.

The Board of Directors recommends the resolution set forth in Item No. 1 for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution mentioned in this Notice.

Item No. 2

In accordance with the provisions of Section 161 of the Companies Act, 2013 & based on the recommendation of the Nomination & Remuneration Committee, Mr. Hetal Khalpada (DIN: 00055823) was appointed as an Additional Director on the Board of the Company with effect from 12.11.2018 to hold office upto the date of the ensuing General Meeting.

Mr. Hetal Khalpada is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Hetal Khalpada and his relatives are, in any way, concerned or interested in the said resolutions.

Brief Resume of person proposed to be appointed as Director of the Company at the Extra Ordinary General Meeting:

Name	Mr. Hetal Khalpada
Age	39 years
Qualification & Nature of Expertise	CA, B.com
Experience	He has over 10 years of experience in the field of Taxation, Compliance & Treasury Management

Date of Appointment	12.11.2018
Name of Companies/LLPs in which also holds Directorship/Partnership	<ol style="list-style-type: none"> 1. Four Dimensions Commodities Private Limited 2. Tapwater Plantation Private Limited 3. Hetal Agriculture Private Limited 4. GeeCee Holdings LLP 5. Four Dimensions Securities (IFSC)Private Limited 6. Geecee Investments Limited
Name of the Companies in Committees of which holds membership / chairpersonship	<ol style="list-style-type: none"> 1. Geecee Investments Limited • Audit Committee • IT Strategie committee
Shareholding in Winro Commercial (India) Limited	NIL
Relationship with other Directors, Managers and other KMP	NA

The Board of Directors recommends the resolution set forth in Item No. 2 for approval of the Members.

None of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise, in passing the resolution.

Place: Mumbai

Dated: 12th November, 2018

For and on behalf of the Board of Directors

SD/-

URJA KARIA

Company Secretary & Compliance Officer

REGISTERED OFFICE:

209-210, Arcadia Building,
2nd Floor, 195, Nariman Point,
Mumbai – 400021

WINRO COMMERCIAL (INDIA) LIMITED

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PROXY FORM - MGT-11

Name of the Member (s):

Registered Address:

Email id:

Folio No./Client Id/ DP ID:

I / We being a member(s) of WINRO COMMERCIAL (INDIA) LIMITED shares of the above named company, hereby appoint

1.Name:.....Address:.....

E-mail id:..... Signature:.....or falling him/her

2.Name:.....Address:.....

E-mail id:..... Signature:.....or falling him/her

3.Name:.....Address:.....

E-mail id:..... Signature:.....or falling him/her

as my/our Proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, **11th day of December, 2018 at 02.00 P.M at 209-210, 2nd Floor, Arcadia Building, 195, Nariman Point, Mumbai – 400 021** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr no.	Resolution	For	Against
1	Increase in the Authorised Share Capital and consequential amendments to Memorandum of Association of the Company		
2	Appointment of Mr. Hetal Khalpada (DIN: 00055823) as a (Non-Executive) Director of the Company		

Signed this _____ day of _____ 2018.

Affix Re.
1.00
Revenue
Stamp

Signature of the Shareholder

Signature of the proxy holder(s)

Note:

This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

WINRO COMMERCIAL (INDIA) LIMITED

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ATTENDANCE SLIP EXTRA ORDINARY GENERAL MEETING

DP ID – Client ID / Folio No.	
Name & Address of Sole Member:	
No of Shares held	

I certify that I am a member / proxy of the Company

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Tuesday, 11th day of December, 2018 at 02.00 P.M at 209-210, 2nd Floor, Arcadia Building, 195, Nariman Point, Mumbai – 400 021.

Member's / Proxy's Signature

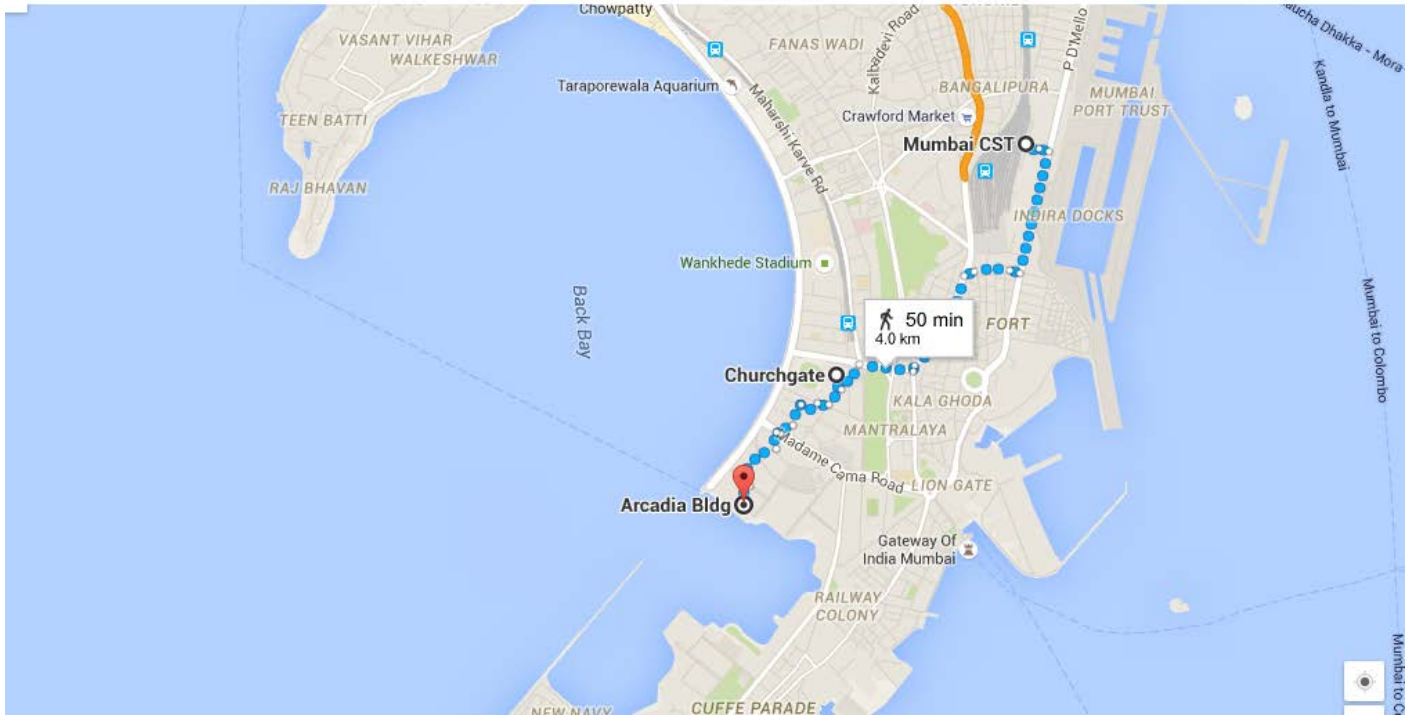
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ELECTRONIC VOTING PARTICULAR

EVEN (E-voting Event Number)	User ID	Password / PIN
110219		

Note: Please read the complete instructions given under the Note (the instruction for shareholders voting electronically) to the Notice of Extra Ordinary General Meeting. The voting time starts from 8th December, 2018 (9.00 a.m.) to 10th December, 2018 (05.00 p.m.). The voting module shall be disabled by NSDL for voting thereafter.

Route map to the venue of EGM:



If undelivered, please return to:

WINRO COMMERCIAL (INDIA) LIMITED

209-210, Arcadia Building, 2nd Floor,
195 Nariman Point, Mumbai - 400 021.