

# WINRO COMMERCIAL (INDIA) LTD.

Regd. Off.:209-210, Arcadia Building, 2<sup>nd</sup> Floor, 195, Nariman Point, Mumbai-400021.

Tel:40198600 Fax:40198650 E-mail:winro.investor@gcvl.in,

Web:[www.winrocommercial.com](http://www.winrocommercial.com) CIN:L51226MH1983PLC165499

Date: 18<sup>th</sup> March, 2025

To,  
Corporate Relationship Department  
**BSE Limited**  
P.J. Towers, 25<sup>th</sup> Floor,  
Dalal Street, Mumbai - 400 001

Ref: **BSE Code: 512022**

Dear Sir/Madam,

**Sub: (a) Disclosure of Voting Results of the Postal Ballot process and Remote E-Voting - Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**(b) Scrutinizer's Report on e-voting**

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation of our letter dated February 15, 2025, enclosing therewith the Postal Ballot Notice dated February 12, 2025, seeking consent of Members of the Company through Postal Ballot for the following:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Mr. Rohit Kothari (DIN: 00054811) as a Non-Executive Director of the Company	Ordinary Resolution
2.	Re-appointment of Mr. Vallabh Prasad Biyani (DIN: 00043358) as the Non-Executive Independent Director of the Company for second term of consecutive 5 years.	Special Resolution

As per the requirements of the Companies Act, 2013 and the applicable provisions of the SEBI Listing Regulations, the Company had provided the facility to its Members holding shares as on cut-off date i.e. Friday, February 07, 2025, to exercise their rights to vote by electronic means on the businesses specified in the Postal Ballot Notice, through Remote e-Voting facility which commenced on Sunday, February 16, 2025 (9.00 AM Indian Standard Time) and ended on Monday, March 17, 2025 (5.00 PM Indian Standard Time). The Company had appointed M/s. Avani Gandhi and Associates, Practicing Company Secretary, as the Scrutinizer for the Remote e- Voting. As per the Scrutinizer's Report, Special and Ordinary Resolutions have been approved by the Members with requisite majority and accordingly, it is deemed to have been passed on Monday March 17, 2025 (last day of Remote e-Voting).

# WINRO COMMERCIAL (INDIA) LTD.

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Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the following:

1. Voting results in the format prescribed under Regulation 44 of Listing Regulations as provided by National Securities Depository Limited (e-voting agency); and
2. Report of the Scrutinizer on e-voting by Postal Ballot counter signed by the Chairman of the Board.

The voting results along with the Scrutinizer's report will also be made available on the Company's website at [www.winrocommercial.com](http://www.winrocommercial.com)

You are requested to kindly acknowledge receipt of the same.

Thanking You,

For **Winro Commercial (India) Limited**

**Jitendra Parihar**

**Company Secretary & Compliance Officer**

**Membership No.: A40734**

**Place: Mumbai**

**Encl: As Above**

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	512022
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE837E01019
Name of the company	WINRO COMMERCIAL INDIA LTD
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	17-03-2025
Start time of the meeting	
End time of the meeting	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

### Scrutinizer Details

Name of the Scrutinizer	Avani Gandhi
Firms Name	Avani Gandhi & Associates
Qualification	CS
Membership Number	9220
Date of Board Meeting in which appointed	12-02-2025
Date of Issuance of Report to the company	18-03-2025

[Prev](#)[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	07-02-2025
Total number of shareholders on record date	167
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>2</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

[Home](#)[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Rohit Kothari (DIN: 00054811) as a Non-Executive Director of 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	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	272010	272010	100.0000	272010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	272010	272010	100.0000	272010	0	100.0000	0.0000
Total		272010	272010	100.0000	272010	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)
[Validate](#)

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Vallabh Prasad Biyani (DIN: 00043358) as the Non-Executive Independent Director of the Company for second term of consecutive 5 years.				
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	632030	632030	100.0000	632030	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	632030	632030	100.0000	632030	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	272010	272010	100.0000	272010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	272010	272010	100.0000	272010	0	100.0000	0.0000
Total		904040	904040	100.0000	904040	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



# **AVANI GANDHI & ASSOCIATES**

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**PRACTICING COMPANY SECRETARIES**

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to rule section 110 of the Companies Act, 2013 read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

To,  
The Chairman  
Winro Commercial India Limited  
209-210 Arcadia Building, 2nd Floor,  
Plot No. 195, Nariman Point,  
Mumbai- 400021

Scrutiniser's Report on the voting by means of remote e-voting process on the resolutions set out in the Postal Ballot Notice dated 12<sup>th</sup> February, 2025.

Dear Sir,

I, Avani Gandhi, of Avani Gandhi & Associates, Practicing Company Secretaries (Membership No. FCS 9220 CP 16143), having office at 422 Neo Corporate Plaza, Kanchpada, Malad (West), Mumbai-400064, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process for the below mentioned resolutions

1. Appointment of Mr. Rohit Kothari (DIN: 00054811) as a non-executive director of the company.
2. Re-appointment of Mr. Vallabh Prasad Biyani (DIN: 00043358) as an non-executive independent director of the company for second term of five (5) consecutive years.

Pursuant to the Postal Ballot Notice dated February 12, 2025, issued under Section 110 and statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, amended from time to time, read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), and other applicable laws and regulations.





# **AVANI GANDHI & ASSOCIATES**

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## **PRACTICING COMPANY SECRETARIES**

The Postal Ballot Notice dated February 12, 2025 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the “cut- off” date of February 7, 2025 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Sunday, February 16, 2025 at 09:00 a.m. (IST) and ended on Monday, March 17, 2025 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution contained in the notice, based on the reports generated from the e-voting system provided by NSDL, the agency authorized under the rules and engaged by the Company to provide e-voting facility by NSDL for my verification.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Resolution as under:

### **Resolution 1: Ordinary Resolution**

1. Appointment of Mr. Rohit Kothari (DIN: 00054811) as a non-executive director of the company.



# AVANI GANDHI & ASSOCIATES

## PRACTICING COMPANY SECRETARIES

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
7	272010	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid votes

Number of members voted	Number of valid votes cast
0	0

The votes cast in favour are more than the votes cast against the resolution.

### Resolution 2: Special Resolution:

Re-appointment of Mr. Vallabh Prasad Biyani (DIN: 00043358) as a non-executive independent director of the company for second term of five (5) consecutive years

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
18	904040	100%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid votes

Number of members voted	Number of valid votes cast
0	0

The votes cast in favour are three times more than the votes cast against the resolution.

All the Resolution(s) mentioned in the Postal Ballot Notice as per the details above stand passed under Remote E-voting conducted for the purpose of postal ballot with the requisite majority and hence deemed to be passed as on last date specified in the Postal Ballot form or e-voting i.e. March 17, 2025.



# **AVANI GANDHI & ASSOCIATES**

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**PRACTICING COMPANY SECRETARIES**

I hereby confirm that I am maintaining the Registers received from the Service provider electronically in respect of the votes cast through Remote E-voting by the shareholders of the Company. All other relevant records relating to Remote E-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Postal Ballot Minutes.

Thanking you

Date: 18.03.2025  
Place: Mumbai  
UDIN: F009220F004110053

For Avani Gandhi & Associates  
Company Secretaries

Counter sign by Chairman

AVANI MONARCH  
GANDHI

Digitally signed by AVANI  
MONARCH GANDHI  
Date: 2025.03.18 11:36:41  
+05'30'

Avani Gandhi  
M. no.: F9220  
COP: 16143  
Peer review no. 1379/2021