



# WINY COMMERCIAL & FISCAL SERVICES LIMITED

18, Giri Babu Lane, Ground Floor, Kolkata - 700 012

CIN No. : L65923WB1990PLC048472 • Web Site : [www.winycomm.co.in](http://www.winycomm.co.in)

Email : [wcfsl1990@gmail.com](mailto:wcfsl1990@gmail.com), [winycommercial1990@winycomm.co.in](mailto:winycommercial1990@winycomm.co.in)

Phone No. : 033 - 4007-4761

Ref: .....

Date: .....

**Notice** is hereby given that the 26<sup>th</sup> Annual General Meeting of **M/s Winy Commercial & Fiscal Services Limited** (CIN No. L65923WB1990PLC048472) will be held on Wednesday, the 30<sup>th</sup> September 2015 at 11.30 A.M. at the registered office of the Company at 18, Giri Babu Lane, Kolkata-700012, West Bengal to transact the following business:

## **ORDINARY BUSINESS**

### **1. Adoption of Audited Accounts:**

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> march, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

### **2. Re-Appointment of Auditors:**

Pursuant to the provisions of section 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, the Company hereby ratifies the appointment of M/s S. Jaykishan, Chartered Accountants (Firm Registration No: 309005E), as the statutory Auditors of the Company from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Director's.

## **SPECIAL BUSINESS**

### **3. To appoint a Director in place of Mr. Shashank Srivastava (DIN: 00012960) who retires by rotation and offers himself for re-appointment and if thought fit to pass with or without modification, the following resolution as an ordinary resolution.**

**“RESOLVED THAT**, Mr. Shashank Srivastava (DIN: 00012960), be and is hereby appointed as an Independent Director for a Tenure of (5) years in pursuant to the provisions of section 149(4), 149(6) and 152 of the Companies Act, 2013.

### **4. To appoint a Director in place of Mr. Sunil Shah (DIN: 01562716) who retires by rotation and offers himself for re-appointment and if thought fit to pass with or without modification, the following resolution as an ordinary resolution.**

**“RESOLVED THAT**, Mr. Sunil Shah (DIN: 01562716), be and is hereby appointed as an Independent Director for a Tenure of (5) years in pursuant to the provisions of section 149(4), 149(6) and 152 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT**, any of the Director's and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be necessary, for the purpose of giving effect to this resolution.”

**Registered Office  
18, Giri Babu Lane,  
Kolkata – 700012  
Dated – 29-05-2015**

**By order of the Board  
For, Winy Commercial & Fiscal Services Limited**

**SD/-**

**(Amit Kumar Bajoria)  
Chairman  
(DIN – 00060567)**

**Contd. 2**



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## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the ACT, setting out the material facts and reasons for the proposed special resolution above, are appended herein below for your consideration.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Instrument of proxies in order to be effective must be received by the Company in not less than 48 hours before the time for holding the meeting.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from 19-09-2015 to 30-09-2015 (both days inclusive).
4. In compliance with the provisions of section 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer E-Voting facility as an option to all the Members of the Company. The Company has entered into an agreement with the NSDL for facilitating E-Voting to enable the Members to cast their votes electronically. E-Voting is optional. The E-Voting facility will be available during the following period.

Commencement of E-Voting	End of E-Voting
27 <sup>th</sup> September 2015 from 10:00:00 A.M	29 <sup>th</sup> September 2015 to 05:00 P.M

### Instructions and other information's related to e-voting

- (A) In case a member receives a physical copy of the Notice of AGM [for members whose e-mail. ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy].**
- (i) Open the Internet browser during the voting period and type the URL: <https://www.evoting.nsdl.com>
  - (ii) Click on shareholder- Login
  - (iii) If you are already registered with NSDL for e-voting, then you can use your existing User ID password for Login. If you are logging for the first time, please enter the User Id and password provided with this Notice.
  - (iv) Enter the Verification code, agree to the terms and conditions and click on "LOGIN".
  - (v) The password change menu will appear on your screen Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or the combination of the two. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (vi) Once the E-Voting home page opens, click on E-Voting- Active Voting Cycles.
  - (vii) Select the Even (e- voting event number) of Winy Commercial & Fiscal Services Limited (the number is provided with this Notice). Once you enter the number, the cast vote page will open. Now you are ready for E- Voting.

**Contd. 3**



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- (viii) Cast your vote by selecting your favoured option and click Submit. Also click Submit confirm when prompted. Upon confirmation, the message, vote cast successfully will be displayed. Please note that once your vote is cast on the selected resolution, it cannot be modified.
  - (ix) Institutional Shareholders (i.e. member other than individuals, HUF, NRI's etc) are required to send a scanned certified true copy (PDF/JPG format) of the relevant Board Resolution/ authority letter, etc. , together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: [af2010@rediffmail.com](mailto:af2010@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (x) In case of any query, please refer to the Frequently Asked Question (FAQ) for members and the E-Voting user manual for members available in the 'Downloads' section of: <https://www.evoting.nsdl.com>. You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (B) In case a member receives an email from NSDL (for members whose mail ID's are registered with the Company/Depository Participant(s))**
- (i) Open the email and also PDF file with your client Id or folio No. as password. The said PDF file contains your user Id and password for e-voting. Please note that the password is an initial password.
  - (ii) Please follow all steps from Sl. No. A (i) to A (x) above, to cast your vote.
- (C) Other Instructions**
- (i) The E-Voting period commences on the 27<sup>th</sup> day of September from 10:00 AM and ends on the 29<sup>th</sup> day of September at 05:00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> of September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  - (ii) The members who have cast their vote electronically shall not be allowed to vote again at the meeting.
  - (iii) Mr. Anurag Fatehpuria a Practising Company Secretary (membership No. A34471 and COP No. 12855), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (iv) The scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
  - (v) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on 23<sup>rd</sup> day of September, 2015.
  - (vi) The members who do not have the access to e-voting facility may exercise voting by sending duly completed ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company at the registered office of the Company not later than 6:00 pm on the 30<sup>th</sup> day of September, 2015.
  - (vii) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot.

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## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (“Act”)**

### **Item No. 1**

Mr. Shashank Srivastava is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 09<sup>th</sup> June, 2003. He is the chairman of the audit Committee and member of the Share Holder and Investors Grievance Committee.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly this resolution is proposed in relation to appointment of Mr. Shashank Srivastava as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Shashank Srivastava, being an appointee, none of the Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item no. 3. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

### **Item No. 2**

Mr. Sunil Shah is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 3<sup>rd</sup> September, 2007. He is the member of the audit Committee and Share Holder / Investors Grievance Committee. He is B.Com graduate with good knowledge of Accounts. In the opinion of the Board, he fulfills the conditions specified in the Companies Act 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly this resolution is proposed in relation to appointment of Mr. Sunil Shah as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sunil Shah, being an appointee, none of the Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item no. 4. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Registered Office  
18, Giri Babu Lane,  
Kolkata-700012  
Dated: 29-05-2015

For, Winy Commercial & Fiscal Services Limited

SD/=   
(Amit Kumar Bajoria)  
Chairman  
(DIN – 00060567)



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Notice is hereby given that an additional agenda will be discussed in the 26<sup>th</sup> Annual General Meeting of the Company to be held on the 30<sup>th</sup> day of September, 2015 at the registered office of the Company at 18, Giribabu Lane, Kolkata-700012, at 11.30 AM.

The agenda relates to the change in the Directorship of the Company as on 13<sup>th</sup> July, 2015, i.e. acceptance of resignation of Mr. Anupam Nopany (DIN: 00060571) and appointment of Mrs. Rupali Saha (DIN: 07235268) as the Additional Director of the Company.

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, Mrs. Rupali Saha (DIN: 07235268), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13-07-2015, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.

### **Item No. 1**

The Board of Directors of the Company at its meeting held on 13<sup>th</sup> day of July, 2015, had appointed Mrs. Rupali Saha (DIN: 07235268) as additional Director who holds her office only upto this Annual General Meeting. Pursuant of provisions of section-161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice from a shareholder proposing her candidature for the office of the Director along with requisite deposit.

### **A brief profile of Mrs. Rupali Saha:**

Mrs. Rupali Saha is appointed as the Non-Executive Director of the Company. She has joined the Board of Directors of the Company from 13<sup>th</sup> July, 2015. She is a qualified person with proper knowledge of Management & Administration. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as a Director of the Company.

The Resolution is recommended for your approval.

None of the Directors and Key Managerial Personnel of the Company is interested in the Resolution.

// **Certified to be true copy** //

**For, Winy Commercial & Fiscal Services Limited**

**SD/=**  
**(Amit Kumar Bajoria)**  
**Chairman**  
**(DIN – 00060567)**



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## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending .....

Member's Folio No/ Client ID: .....

Name of Proxy .....

(To be filled in, if the proxy attends instead of member)

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Winy Commercial & Fiscal Services Limited, at the Registered Office of the Company at 18, Giribabu Lane, Kolkata-700012 on Wednesday the 30<sup>th</sup> day of September, 2015.

.....  
**Member's/ Proxy's Signature**

### **Note:**

- 1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
- 2) Shareholders are requested to advice, indicating their Folio Nos. DP ID\*, Client ID\*, the change in their address, if any, to the change in their address, if any, to the Register & Share Transfer Agents, at Maheshwari Datamatics Pvt. Ltd., 6, Mango Lane, 2<sup>nd</sup> Floor, Kolkata – 700 001,

**\*Applicable for investors holding shares in Electronic (Demat) Form.**



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## Form MGT-11

### Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014)

Regd. Folio No. :	DP ID :
No. of Shares held :	Client ID:

I, being member(s) of ..... shares of the above named Company, hereby appoint:

- i. Name ..... Address .....  
Email ID ..... Signature ..... or failing him / her.
- ii. Name ..... Address .....  
Email ID ..... Signature ..... or failing him / her.
- iii. Name ..... Address .....  
Email ID ..... Signature ..... or failing him / her.

and whose signatures are appended below as my proxy to attend and vote (on a poll) for me/us and on my behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> day of September, 2015, at 11.30 a.m. at, 18, Giribabu Lane, Kolkata- 700 012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	For	Against
1.	Adoption of Directors' Report, Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2015 and Auditors' Report thereon.		
2.	Re-appointment of M/s S. Jaykishan, Chartered Accountants, as Statutory Auditors and fixing their remuneration.		
3.	Re-appointment of Mr. Shashank Srivastava as an Independent Director.		
4.	Re-appointment of Sunil Shah as an Independent Director.		
5.	Appointment of Mrs. Rupali Shah as a Non Executive Director.		

\*Applicable for investors holding shares in Electronic Form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

<b>Affix Revenue Stamp Rs.1/-</b>
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**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.