

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L67120MH1984PLC272432

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACW0021C

(ii) (a) Name of the company

WINMORE LEASING AND HOLD

(b) Registered office address

Ashiana 69-C  
Bhulabhai Desai Road  
Mumbai  
Mumbai City  
Maharashtra  
400027

(c) \*e-mail ID of the company

ho@hawcoindia.com

(d) \*Telephone number with STD code

02223686618

(e) Website

www.winmoreleasingandhold

(iii) Date of Incorporation

26/05/1984

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Metropolitan Stock Exchange of India Limited	2,048

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

14/09/2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L2	Real estate activities on fee or contract basis	87.18
2	K	Financial and insurance Service	K8	Other financial activities	12.82

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	WEST PIONEER PROPERTIES (IN	U51909MH2004PTC149915	Subsidiary	93.5

2	WESTFIELD ENTERTAINMENT P	U51909MH2005PTC151167	Subsidiary	93.5
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000	998,925	998,925	998,925
Total amount of equity shares (in Rupees)	10,000,000	9,989,250	9,989,250	9,989,250

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,000,000	998,925	998,925	998,925
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000	9,989,250	9,989,250	9,989,250

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,500,000	3,875,000	3,875,000	3,875,000
Total amount of preference shares (in rupees)	55,000,000	38,750,000	38,750,000	38,750,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Preference Shares				
Number of preference shares	5,500,000	3,875,000	3,875,000	3,875,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	55,000,000	38,750,000	38,750,000	38,750,000

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	998,925	998925	9,989,250	9,989,250	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	0	998,925	998925	9,989,250	9,989,250	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	3,875,000	0	3875000	38,750,000	38,750,000	
<b>Increase during the year</b>	0	500	500	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify		500	500			
Dematerilisation of Shares						
<b>Decrease during the year</b>	500	0	500	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Dematerilisation of Shares	500		500			
<b>At the end of the year</b>	3,874,500	500	3875000	38,750,000	38,750,000	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,319,082

(ii) Net worth of the Company

-191,025,383

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	588,557	58.92	1,812,275	46.77
	(ii) Non-resident Indian (NRI)	158,875	15.9	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,269	0.13	2,062,725	53.23
10.	Others	0	0	0	0
	<b>Total</b>	748,701	74.95	3,875,000	100

**Total number of shareholders (promoters)**

14

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	250,204	25.05	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0



4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	10	0	0	0
10.	Others            Trusts	10	0	0	0
	<b>Total</b>	250,224	25.05	0	0

**Total number of shareholders (other than promoters)**

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	26	14
Members (other than promoters)	22	22
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Om Prakash Adukia	00017001	Director	10	23/07/2021
Anil Gupta	00060720	Director	0	
Shatadru Sengupta	00291695	Director	0	13/08/2021
Radha Jain	08905137	Additional director	0	13/08/2021
DNYANESHWAR LADU	AHUPA2793B	CFO	0	
DNYANESHWAR LADU	AHUPA2793B	Manager	0	
PETER FRANCISCO FI	AAJPF6739L	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Radha Jain	08905137	Additional director	19/10/2020	Appointment
Seema Arora	06849038	Director	19/10/2020	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2020	35	8	38.88

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/06/2020	4	4	100
2	02/09/2020	4	4	100
3	08/09/2020	4	4	100
4	19/10/2020	4	4	100
5	12/11/2020	4	4	100
6	12/02/2021	4	4	100

## C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/06/2020	3	3	100
2	Audit Committee	02/09/2020	3	3	100
3	Audit Committee	08/09/2020	3	3	100
4	Nomination and Remuneration	19/10/2020	3	3	100
5	Audit Committee	12/11/2020	3	3	100
6	Stakeholders Forum	12/11/2020	4	4	100
7	Audit Committee	12/02/2021	3	3	100

## D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	14/09/2021
								(Y/N/NA)
1	Om Prakash A	6	6	100	1	1	100	Not Applicable
2	Anil Gupta	6	6	100	7	7	100	Yes
3	Shatadru Seng	6	6	100	7	7	100	Not Applicable
4	Radha Jain	2	2	100	3	3	100	Not Applicable

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dnyaneshwar Ladu	Manager	0	0	0	0	0
	Total		0	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dnyaneshwar Ladu	CFO	0	0	0	40,000	40,000
2	Peter Francisco Fer	Company Secre	180,000	0	0	0	180,000
	Total		180,000	0	0	40,000	220,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Om Prakash Adukia	Director	0	0	0	3,000	3,000
2	Anil Gupta	Director	0	0	0	5,500	5,500
3	Shatadru Sengupta	Director	0	0	0	5,500	5,500
4	Radha Jain	Additional Direct	0	0	0	2,000	2,000
5	Seema Arora	Director	0	0	0	3,500	3,500

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	19,500	19,500

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SHAILESH KACHALIA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

3888

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Digitally signed by Nitin Vasant Mhatre Date: 2021.11.11 13:49:00 +05'30'

DIN of the director

**To be digitally signed by**

Digitally signed by SHAILESH AMICHAND KACHALIA Date: 2021.11.11 14:21:21 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

**List of attachments**

LIST OF SHAREHOLDERS\_2021.pdf  
TRANSFER OF SHARES.pdf  
MGT-8 CERTIFICATE BY A COMPANY S  
UDIN\_MGT-7.pdf

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



## Winmore Leasing And Holdings Limited

Regd. Office: 'Ashiana', 69-C, Bhulabhai Desai Road, Mumbai – 400 026

Tel. No.: 022-23686618 E-mail Id: ho@hawcoindia.com

CIN No.: L67120MH1984PLC272432 Website: www.winmoreleasingandholdings.com

### DETAILS OF SHARES HELD ON 31.03.2021

Sr No.	Name of Holders	No. of Shares
<b>A</b>	<b>EQUITY SHARES OF RS 10 EACH</b>	
1	A V PROCESSORS PVT LTD	5
2	ACACIA IMPEX PRIVATE LIMITED	2
3	AKSHAY AYUSH IMPEX PVT LTD	1
4	ANAND VEENA TWISTERS PVT LTD	10
5	ANKUR MODI	5
6	ANURAG JATIA	1,58,875
7	ASHA DEVI MODI	5
8	CHHAYA VIRAL MODY	5
9	CONCEPT HIGHLAND BUSINESS PVT LTD	2
10	GAURANG AGRAWAL	10
11	HAWCO LUBRICANTS LLP	5
12	HOUGHTON HARDCASTLE INDIA PVT LTD	2
13	LALITA DEVI JATIA	5,81,456
14	LALITA DEVI JATIA	7,101
15	MADHU KANT MODI	1
16	MANISHA HIMATSINGKA	55,000
17	MANOJ KUMAR ADUKIA	10
18	OM PRAKASH	5
19	OM PRAKASH ADUKIA	5
20	OM PRAKASH ADUKIA	10
21	OMPRAKASH ADUKIA HUF	10
22	PARAG MODI	10
23	PRADEEP KUMAR AGRAWAL	35
24	RAJIV ADUKIA	10
25	RAJIV ADUKIA HUF	5
26	RICHA AGRAWAL	1,95,058
27	SHILPA RAJIV ADUKIA	10
28	URMILA DEVI ADUKIA	10
29	VANDEEP TRADELINKS PRIVATE LIMITED	2
30	VISHWAS INVESTMENT AND TRADING CO PVT LTD	1,250
31	YASHVARDHAN ADUKIA	5
32	YASHVARDHAN ADUKIA HUF	5
	<b>TOTAL</b>	<b>9,98,925</b>
<b>B</b>	<b>Redeemable Preference Shares of Rs. 10 Each</b>	
1	Achal Exim Private Limited	38,000
2	Amit Jatia HUF	2,01,250
3	Anand Veena Twisters Private Limited	6,19,950
4	Banwari Lal Jatia	16,11,025
5	Hawcoplast Investments and Trading Limited	1,24,750
6	Houghton Hardcastle (India) Private Limited	5,31,250
7	Shri Ambika Trading Co Pvt Ltd	6,250
8	Vishwas Investment and Trading Co Pvt Ltd	7,42,525
	<b>TOTAL</b>	<b>38,75,000</b>

For Winmore Leasing And Holdings Limited

*Achrekar*  
Smita Achrekar  
Director  
(DIN: 09237586)



Date: 10<sup>th</sup> November, 2021

To,

Winmore Leasing and Holdings Limited (Company)

**Sub:** Transfer of Physical Shares in the Company

Dear Sirs,

Pursuant to applicable provisions of law, please note that there were no transfers of the Company's shares in physical mode during the year 2020 – 2021.

For Link Intime India Private Limited

  
Authorised Signatory

**SHAILESH KACHALIA**  
**Company Secretaries**  
**Om Sri Co-Op. Hsg. Society, A Wing, Flat No. 7, First floor, Nr. Shanti Ashram,**  
**Off Link Road, Borivali (West), Mumbai 400 103, Cell. 9892534153**  
**Email: [shaileshmay@gmail.com](mailto:shaileshmay@gmail.com)**

**Form No. MGT - 8**

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **WINMORE LEASING AND HOLDINGS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on March 31, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of the following in the event of it being applicable:
1. Its status under the Act;
  2. Maintenance of registers / records & making entries therein within the time prescribed therefor;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
  4. Calling / convening / holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and the resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book / Registers maintained for the purpose and the same have been signed;
  5. Closure of Register of Members;
  6. Advances / loans to its directors and / or persons or firms or companies referred in section 185 of the Act;
  7. Contracts / arrangements with related parties as specified in section 188 of the Act;
  8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share

capital / conversion of shares/ securities and issue of security certificates in all instances;

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration / payment of dividend, transfer of unpaid / unclaimed dividend /other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment / reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. Acceptance / renewal / repayment of deposits;
16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; and
18. Alteration of the provisions of the Memorandum and / or Articles of Association of the Company.

SHAILESH  
AMICHAND  
KACHALIA

Digitally signed by  
SHAILESH AMICHAND  
KACHALIA  
Date: 2021.11.10 12:35:47  
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**Shailesh Kachalia**  
**FCS No. 1391**  
**C P No. 3888**  
**PR. 628/2019**  
**UDIN F001391C001390636**

**Place: Mumbai**

**Date: 10.11.2021**

**WINMORE LEASING AND HOLDINGS LIMITED**

**UDIN number: F001391C001402626**

**FORM-MGT-7 MARCH 2021**