

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

Notice is hereby given that an Extraordinary General Meeting (EOGM) of members of the Company will be held at Gate No. 10, 1st Floor, Brabourne Stadium, 87, Veer Nariman Road, Mumbai - 400020 on Friday, the 29th November, 2019 at 11.00 am to transact the following special business:

- 1) **Authority to the Board of Directors of the Company to divest, sell or transfer or otherwise dispose off, either in whole or in part, the Company's shareholding in its subsidiary(ies), directly or indirectly, for the time being, which may be held either by the Company itself or together with other subsidiary(ies) or by its subsidiary(ies) in other subsidiary(ies).**

To consider and, if thought fit, to give ASSENT / DISSENT, to the following Special Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and or any other applicable law, for the time being in force, and subject to requisite approval(s) of other relevant statutory, regulatory or governmental authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent / approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any committee constituted by the Board) to divest, sell or transfer or otherwise dispose off, either in whole or in part, the Company's shareholding in its subsidiary(ies), directly or indirectly, for the time being, which may be held either by the Company itself or together with other subsidiary(ies) or by its subsidiary(ies) in other subsidiary(ies), to any person on such terms and conditions including consideration, if any, as may be agreed by the Board, in its absolute discretion, post which such divestment(s) may or may not result in the Company ceasing to exercise its direct or indirect control over the concerned subsidiary(ies).

“RESOLVED FURTHER THAT the Board be and is hereby also authorized to determine / finalise all terms and conditions in relation to such divestment / sale / transfer / disposal, settle all questions, difficulties or doubts that may arise, as it may in its absolute discretion deems fit, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“FURTHER RESOLVED THAT the Board be and is hereby further authorized to do all such acts, deeds, matters and things and also to give such directions and delegations, as it may in its absolute discretion deems fit, including paying of such fees and incurring such expenses in relation thereto as may be necessary or required, in order to give effect to this resolution.”

- 2) **Authority to the Board of Directors of the Company to consider and approve selling, leasing, assigning, pledging or otherwise disposing off, etc. of any Asset(s) of the Company's Subsidiary(ies), including step down subsidiaries.**

To consider and, if thought fit, to give ASSENT / DISSENT, to the following Special Resolution:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and or any other applicable law, for the time being in force, consent / approval of Members of the Company be and is hereby accorded to the Board of Directors of the

Company (hereinafter referred to as “the Board”, which expression shall include any committee constituted by the Board) to consider and approve selling, leasing, assigning, pledging or otherwise disposing of any Asset(s) of the Company’s Subsidiaries, including step down subsidiaries, for the time being, or any of the whole or substantially the whole of the undertaking of the Company’s Subsidiaries, including step down subsidiaries, wherever situate, present or future, whether belonging to it or not.

“RESOLVED FURTHER THAT the Board be and is hereby also authorized to do all such acts, deeds, matters and things and to execute all such documents and writings as it may be necessary, for the purpose of giving effect to this resolution, without being required to seek any further clarification, consent or approval of Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Notes:

1. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A person entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and vote instead of himself / herself and a proxy need not be a member of the Company.

Proxies, in order to be effective, must be delivered / deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.

3. A Corporate member intending to send its authorized representative to attend the meeting is requested to send to the Company certified true copy of its Board’s Resolution authorizing its representative to attend and vote on its behalf at the meeting, in advance.
4. The notice of EOGM is being sent to those members whose name(s) appear in the register of members as on Friday, the 1st November, 2019.
5. A person, whose name is recorded in the register of members as on the cut-off date i.e. 22nd November, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper, as the case may be. Voting rights of members shall be proportionate to their respective share of the paid-up equity capital of the Company as on the said cut-off date.

6. **VOTING THROUGH ELECTRONIC MEANS:**

- I. Members can exercise their right to vote on resolutions proposed to be considered at the EOGM by electronic means. The facility of casting votes by members using an electronic voting system from a place other than venue of the EOGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. Facility for voting through ballot paper shall also be available at the EOGM. 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 papers. There shall be no voting by show of hands at the EOGM.

III. Members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Monday, 25th November, 2019 (9.00 am) and ends on Thursday, 28th November, 2019 (5.00 pm). During this period, members holding shares as on the cut-off date of 22nd November, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter.

Once vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

- a) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- b) Click on Shareholder – Login
- c) Enter User ID and Password: -

Your User ID details are as per below:

Shares held in Demat / Physical	Your User ID is:
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*****.
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*****
For Members holding shares in Physical Form	REVEN (remote e-Voting event number) followed by Folio Number registered with the Company For example, if folio number is 001*** and REVEN is 101456 then user ID is 101456001***

Your Password is as per below:

- 1) If you are already registered with NSDL for remote e-Voting, then you can use your existing password to login and cast your vote.
- 2) If you are using NSDL remote e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Following is the process 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 by NSDL 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, as the case may be. 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.
 - (iii) If you are unable to retrieve or have not received the "initial password" or have forgotten your password, click on the following option available on www.evoting.nsdl.com:
 - "Forgot User Details/Password?" (If you are holding shares in demat mode)
 - "Physical User Reset Password?" (If you are holding shares in physical mode)
 - If you are still unable to get the password by following above, 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.
 - (iv) Once you retrieve your 'initial password', enter the 'initial password' and click login. Password change menu appears, change the password with new password of your choice. Note new password.
- d) Home page of remote e-Voting opens. Click on Active Voting Cycles
 - e) Select "REVEN" (remote e-Voting Event Number) of Winmore Leasing And Holdings Limited.
 - f) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - g) Upon confirmation, the message "Vote cast successfully" will be displayed.
- VI. In case of any queries, you may refer the FAQs and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990 or send a request at evoting@nsdl.co.in. Members may also contact Ms Pallavi Mhatre, Manager, NSDL at telephone no.: 022 – 24994545, who will also address grievances pertaining to remote e-voting.

- VII. Any person, who acquires shares of the Company and becomes its member after Friday, the 1st November, 2019 and holding shares as of the cut-off date i.e. 22nd November, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at evoting@linkintime.co.in.
7. Mr Shailesh Kachalia, (PCS - CP No.3888) will scrutinise voting at the EOGM and remote e-voting process in a fair and transparent manner.
8. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.winmoreleasingandholdings.com and on the website of NSDL www.evoting.nsdl.com and the same shall also be communicated to the Metropolitan Stock Exchange of India Ltd (MSEI), where shares of the Company are listed.
9. Route Map showing directions to reach venue of the EOGM appears at the end.

Registered Office

Ashiana 69-C,
Bhulabhai Desai Road,
Mumbai - 400026

By Order of the Board of Directors

Om Prakash Adukia
Director (DIN: 00017001)

Dated: 30th October, 2019

Annexure to the Notice

I. Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act").

Item No. 1

Presently the Company has one subsidiary namely West Pioneer Properties (India) Private Limited (WPPIPL) and one deemed subsidiary namely Westfield Entertainment Private Limited (WEPL), wholly owned subsidiary of WPPIPL. During the course of its business, for the purpose of restructuring and or creating long term value for shareholders, the Company may have to divest, sell or transfer or otherwise dispose off, either in whole or in part, its shareholding in the subsidiary(ies), directly or indirectly, for the time being, which may be held either by the Company itself or together with other subsidiary(ies) or by its subsidiary(ies) in other subsidiary(ies), to any person.

Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that a listed company shall not dispose off shares held by it in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease to exercise control over the subsidiary without passing a special resolution in a General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal, etc.

Accordingly, consent / approval of Members authorising the Board of Directors of the Company to divest, sell, transfer or otherwise dispose off shares held by the Company in its subsidiaries, which may be held either by the Company itself or together with other subsidiary(ies) or by its subsidiary(ies) in other subsidiary(ies), in the manner as set out at item no. 1 of this Notice is sought by way of special resolution.

None of the directors / key managerial personnel of the Company / their relatives etc. is, in any way, concerned or interested financially or otherwise, in the resolution.

The Board commends the special resolution as set out at item no. 1 of the notice for approval of members.

Item No. 2

As per Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary of a listed entity on an aggregate basis during a financial year, requires prior approval of shareholders of the listed entity by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, etc.

Accordingly, the Company's material subsidiaries, for the time being, will not be able to sell, dispose and or give on lease any of its assets, if the same amounts to sale, disposal and or lease of more than twenty percent of its total assets, without prior approval of the Company's shareholders by way of special resolution.

In view of above, for the purpose of business convenience, it would be in interest of the Company to accord its approval to the Company' Board of Directors considering and approving sale, lease, assignment, pledging or otherwise disposal of any Asset(s) of the Company's Subsidiaries, for the time being, or any of the whole or substantially the whole of the undertaking(s) of the Company's Subsidiaries, wherever situate, present and future, whether presently belonging to the subsidiary(ies) or not.

Hence approval of members is sought by way of passing of special resolution in the manner as set out at item no. 2 of this Notice.

None of the other directors / key managerial personnel of the Company / their relatives etc. is, in any way, concerned or interested financially or otherwise, in the resolution.

The Board commends the special resolution as set out at item no. 2 of the notice for approval of members.

Registered Office
Ashiana 69-C,
Bhulabhai Desai Road,
Mumbai - 400026

Dated: 30th October, 2019

By Order of the Board of Directors

Om Prakash Adukia
Director (DIN: 00017001)

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PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name(s) of the member (s) :
Registered address :
E-mail Id :
Folio No. / Client Id :
DP Id :

I/We, being member(s) of shares of the above named Company, hereby appoint

1. Name:.....Address:.....
E-mail Id:Signature:....., or failing him

2. Name:.....Address:.....
E-mail Id:Signature:.....or failing him

3. Name:.....Address:.....
E-mail Id:Signature:.....

as my/our proxy to attend for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, the 29th November, 2019 at 11.00 am at Gate No. 10, 1st Floor, Brabourne Stadium, 87, Veer Nariman Road, Mumbai 400020 and at any adjournment thereof in respect of the following:

Resolution No.	
1.	Authority to the Board of Directors of the Company to divest, sell or transfer or otherwise dispose off, either in whole or in part, the Company's shareholding in its subsidiary(ies), directly or indirectly, for the time being, which may be held either by the Company itself or together with other subsidiary(ies) or by its subsidiary(ies) in other subsidiary(ies).
2.	Authority to the Board of Directors of the Company to consider and approve selling, leasing, assigning, pledging or otherwise disposing off, etc. of any Asset(s) of the Company's Subsidiary(ies), including step down subsidiaries.

Signed this day of 2019.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Re.1/-
Revenue
Stamp
Here

Notes:

1. 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.
2. A proxy need not be a member of the Company.
3. Alterations, if any made in the Form of Proxy should be initialled.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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ATTENDANCE SLIP

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND
HAND IT OVER AT THE ENTRANCE**

Sr No.:

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	
Name(s) of Joint Holder(s), If any	
No. of shares held	

I/We hereby record my/our presence at the Extraordinary General Meeting (EOGM) of the Company held on Friday, the 29th November, 2019 at 11.00 am at Gate No. 10, 1st Floor, Brabourne Stadium, 87, Veer Nariman Road, Mumbai – 400020

Name of Attendee

Signature of Shareholder / Proxy / Representative

FOR IMMEDIATE ATTENTION OF THE SHAREHOLDERS

Shareholders may please note the User ID and Password given below for the purpose of remote e-voting in terms of Section 108 of the Companies Act, 2013. Process for remote e-voting is given in Notes to the EOGM Notice.

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/ PIN

ROUTE MAP

Prominent Land Mark: Opposite Ambassador Hotel

7/27/2017

Churchgate Station Bus Stop to Brabourne Stadium - Google Maps



Churchgate Station Bus Stop to Brabourne Stadium

Walk 260 m, 3 min

