

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

Declaration of Results of voting in relation to the Extraordinary General Meeting of the Company held on 29th November, 2019

(Consolidated Results of remote e-voting and ballot papers)

In terms of applicable provisions of the Companies Act, 2013, the Rules made thereunder, Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility and voting through ballot papers to its members to vote on the resolutions which were proposed 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.

Mr Shailesh Kachalia, Practicing Company Secretary acted as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers.

The Scrutinizer has submitted his Report after scrutiny of the aforesaid remote e-voting and voting through ballot papers.

On the basis of the above Report, it is hereby declared that the resolutions as stated in the Notice of the EOGM have been duly approved as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		In favour	Against	Invalid	
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)	7,48,701	0	0	Special
	Percentage	100	0	0	-

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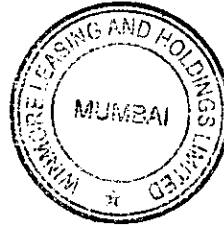
2.	Authority to the Board of Directors of the Company to consider and approve selling, leasing, assigning, pledging or otherwise disposing off, etc. of any Asset(s) of the Company's Subsidiary(ies), including step down subsidiaries	7,48,701	0	0	Special
	Percentage	100	0	0	-

The Scrutinizer's Report is annexed hereto.

For Winmore Leasing And Holdings Limited



Peter Fernandes
Company Secretary & Compliance Officer



Place: Mumbai

Date: 29th November, 2019

SHAILESH KACHALIA
B.Com. (Hons.)L.L.B, F.C.S
Practising Company Secretary

Om Sri Co-op Hsg. Society Ltd
'A' Wing, Flat No.7, 1st floor
Near Shanti Ashram, Borivali (W)
Mumbai – 400 103
Tel: 2893 9347/ 9892534153
shaileshmay@yahoo.com

29th November, 2019

The Chairman of the meeting
Winmore Leasing And Holdings Limited
Ashiana 69-C • Bhulabhai Desai Road • Mumbai – 400 026

Dear Sir,

Sub: Scrutinizer's Report on voting by electronic means conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules and physical ballot forms

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board of Directors of Winmore Leasing And Holdings Limited ("the Company"), pursuant to Section 108 of the Act, read with the Rules made thereunder, to scrutinize the electronic voting process and physical ballot forms submitted by shareholders of the Company, in respect of the below mentioned resolutions considered for passing at the Extraordinary General Meeting ("EOGM") of the Company on 29th November, 2019.

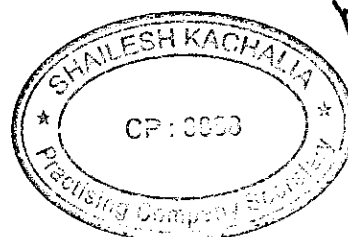
The Notice dated 30th October, 2019 convening the said EOGM of the Company was sent to the shareholders in respect of the said mentioned resolutions.

The Company has availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by shareholders of the Company. The Company has also provided facility of voting by physical ballot papers, at the EOGM, to its members who do not have access to remote e-voting facility including those who did not vote through remote e-voting as well as who became members of the Company after dispatch of the aforesaid notice till the cut-off date of 22.11.2019.

The voting period for remote e-voting commenced on Monday, 25th November, 2019 (9.00 am) and ended on Thursday, 28th November, 2019 (5.00 pm). The NSDL remote e-voting platform was thereafter blocked. No Vote was cast through physical ballot, at the EOGM and the votes cast under the remote e-voting facility were then unblocked in the presence of two witnesses, not in the employment of the Company.

Based on the data downloaded from the NSDL remote e-voting system, I have scrutinized and reviewed the voting through remote e-voting.

I now hereby submit my Report as under on the result of the voting through electronic means and the physical ballots in respect of the said Resolutions:



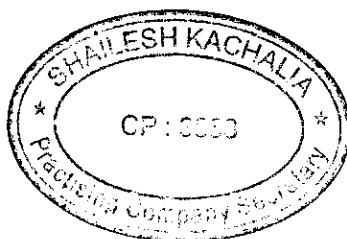
P.T.O

Resolution No.	Item	Total No. of Votes cast	No. of Valid Votes	No. of Invalid Votes	No. of Valid Votes cast in favour	No. of Valid Votes cast against	Result
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).	Evote 7,48,701 Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution duly approved
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.	Evote 7,48,701 Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Evote 7,48,701 Ballot Paper Nil	Evote Nil Ballot Paper Nil	Resolution duly approved

The Register, all other papers and relevant records relating to the voting shall remain in my safe custody until the Chairman (of the meeting called to consider) considers, approves and signs the Minutes of the aforesaid EOGM whereafter the same would be handed over to the Company for safe keeping.

Yours faithfully,

✓
Shailesh Kachalia
Practising Company Secretary
FCS No. 1391
CP: 3888



UDIN: F001391A000328289



For Winmore Leasing And Holdings Limit

P. F. Fernandes
(P. F. Fernandes)
Company Secretary

Winmore Leasing And Holdings Limited

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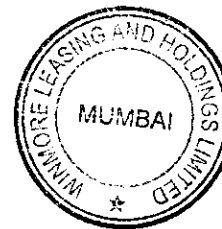
Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the EOGM	29th November, 2019
Total No. of shareholders on record date	48
No. of shareholders present in the meeting either in person or through authorised representative or proxy:	9
Promoters and Promoter Group:	9
Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA



P. Fernandes
(P. Fernandes)

AGENDA WISE								
Resolution Required : Special			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).					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	748,701	748,701	100	748,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		748,701	748,701	100	748,701	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non - Institutions	E-Voting	250,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		250,224	0	0	0	0	0
Total		998,925	748,701	74.951	748,701	0	100	0



P. F. Fernandes
(P. F. Fernandes)

Resolution Required : Special			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.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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	748,701	748,701	100	748,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		748,701	748,701	100	748,701	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non - Institutions	E-Voting	250,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		250,224	0	0	0	0	0
Total		998,925	748,701	74.951	748,701	0	100	0



P. F. Fernandes
(P. F. Fernandes)

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Summary of Proceedings of the Extraordinary General Meeting

An Extraordinary General Meeting (EOGM) of members of Winmore Leasing And Holdings Limited ('the Company') was held on Friday, the 29th November, 2019 at 11.00 am at Gate No. 10, 1st Floor, Brabourne Stadium, 87, Veer Nariman Road, Mumbai 400 020. Mr Om Prakash Adukia, director and member was elected to chair the meeting.

The following were present.

Directors

Mr O P Adukia (In Chair)	Director & member of Stakeholders Relationship Committee (SRC)
Dr Shatadru Sengupta	Director & Chairman of Audit Committee (AC) & Member of other committees
Mr Anil Gupta	Director & Chairman of Nomination and Remuneration Committee (NRC) and SRC & Member of AC
Mrs Seema Arora	Member of AC, NRC and SRC

In Attendance

Mr Dnyaneshwar Pawar	Chief Financial Officer
Mr Peter Fernandes	Company Secretary
Mr Shailesh Kachalia	Scrutinizer, Practicing Company Secretary

Members Present

In Person	1
Through Authorised Representatives	8
By Proxy	NIL

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After thanking members for the honour and observing that the requisite quorum was present, Mr O P Adukia, the Chairman declared the meeting to be validly constituted.

Before addressing the meeting, the Chairman informed to those present that Mr Shivhari Halan, director couldn't attend the meeting because of his other commitments.

He stated that no proxies were registered with the Company.

Thereafter, with consent of the members present, the Chairman took the notice convening the meeting as read.

He then briefly addressed the Members explaining the need of their approval for the proposed business to be transacted.

He requested members, who may have any queries with regard to the business, to speak up in an orderly manner. No queries were raised.

Thereafter the Chairman proceeded with the formal business as set out in the Notice of the EOGM and read out the resolutions appearing in the said notice.

The following items of business, as per the said Notice were transacted:

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.

He stated that those members who have not yet cast their votes electronically or those persons who have acquired shares of the Company and have become members of the Company after dispatch of the notice convening this EOGM and holding shares as of the cut-off date viz 22.11.2019 might do so by means of ballot papers by casting the same in the ballot box available at the hall.

He further stated that Mr Shailesh Kachalia, Practicing Company Secretary, Scrutinizer is present, to supervise the ballot voting process and report on the combined voting results of e-voting and the ballot voting for each of the items as per the Notice of the EOGM.

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No member voted through ballot paper.

Thereafter the Chairman announced that results of the voting would be declared and 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 Limited, where shares of the Company are listed in accordance with applicable provisions of law.

Vote of thanks was given to the Chair, which he acknowledged.

The Chairman then thanked everyone for attending the meeting and announced conclusion of the meeting.

For Winmore Leasing And Holdings Limited



Peter Fernandes

Company Secretary & Compliance Officer

