

WINMORE LEASING AND HOLDINGS LTD

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

Tel. No.: 022-23686618

Fax No.: 022-23684644

CIN No.: L67120MH1984PLC272432

E-mail Id: ho@hawcoindia.com Website: www.winmoreleasingandholdings.com

Declaration of Results of voting in relation to the 35th Annual General Meeting of the Company held on 30th September, 2019

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

In terms of applicable provisions of the Companies Act, 2013, 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 all the resolutions which were proposed at the 35th Annual General Meeting (AGM) of the Company held on Monday, the 30th September, 2019 at 4.00 pm 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 all the resolutions as stated in the Notice of the 35th AGM 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.	Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2019 together with reports of the Directors and the Auditors thereon.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-
2.	Declaration of Dividend on Equity Shares.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-



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3.	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-
4.	Ratification of appointment of M/s Bhatler & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2019-2020 and to fix their remuneration.	7,48,701	0	0	Ordinary
	Percentage	100	0	0	-
5.	Appointment of Mr Shivhari Halan (DIN: 00220514) as an Independent Director of the Company for a period of 5 years, w.e.f 20.5.2019	7,48,701	0	0	Special
	Percentage	100	0	0	-
6.	Re-appointment of Mr Anil Gupta (DIN: 00050720) as an Independent Director of the Company for a further period of 5 years, w.e.f 1.10.2019	7,48,701	0	0	Special
	Percentage	100	0	0	-

The Scrutinizer's Report is annexed herewith.

For Winmore Leasing And Holdings Limited


Peter Fernandes
Company Secretary



Place: Mumbai

Date: 30th September, 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

30th September, 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 Ltd ("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 Thirty-fifth Annual General Meeting ("AGM") of the Company on 30th September, 2019.

The Notice dated 10th August, 2019 convening the said AGM 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 AGM, 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 24.9.2019.

The voting period for remote e-voting commenced on Thursday, 26th September, 2019 (9.00 am) and ended on Sunday, 29th September, 2019 (5.00 p.m.). The NSDL remote e-voting platform was thereafter blocked. No Vote was cast through physical ballot, at the AGM 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:



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	Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2019 together with reports of the Directors and the Auditors thereon.	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	Declaration of Dividend on Equity Shares.	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
3	Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.	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
4	Ratification of appointment of M/s Bhattar & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2019-2020 and to fix their remuneration.	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
5	Appointment of Mr Shivhari Halan (DIN: 00220514) as an Independent Director of the Company for a period of 5 years, w.e.f 20.5.2019.	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



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
6	Re-appointment of Mr Anil Gupta (DIN: 00060720) as an Independent Director of the Company for a further period of 5 years, w.e.f 1.10.2019.	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 AGM 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



for Winmore Leasing And Holdings Ltd




Peter F Fernandes

Company Secretary

Winmore Leasing And Holdings Limited

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30.09.2019

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

Date of the AGM	30th September, 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:	7
Promoters and Promoter Group:	7
Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	NA
Public:	NA



AGENDA WISE								
Resolution Required : Ordinary			1 - Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for year ended March 31, 2019 together with reports of the Directors and the Auditors thereon.					
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	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	7,48,701	7,48,701	100	7,48,701	0	100	0
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	0
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	2,50,224	0	0	0	0	0	0
Total		9,98,925	7,48,701	74.951	7,48,701	0	100	0



Resolution Required : Ordinary			2 - Declaration of Dividend on Equity Shares.					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes (to the extent of their shareholding in 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	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	7,48,701	7,48,701	100	7,48,701	0	100	0
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	0
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	2,50,224	0	0	0	0	0	0
Total		9,98,925	7,48,701	74.951	7,48,701	0	100	0



Resolution Required : Ordinary			3 - Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation.					
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	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	7,48,701	7,48,701	100	7,48,701	0	100	0
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	0
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	2,50,224	0	0	0	0	0	0
Total		9,98,925	7,48,701	74.951	7,48,701	0	100	0



Resolution Required : Ordinary			4 - Ratification of appointment of M/s Bhattar & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2019-2020 and to fix their remuneration.					
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	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	7,48,701	7,48,701	100	7,48,701	0	100	0
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	0
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	2,50,224	0	0	0	0	0	0
Total		9,98,925	7,48,701	74.951	7,48,701	0	100	0



Resolution Required : Special			5 - Appointment of Mr Shivhari Halan (DIN: 00220514) as an Independent Director of the Company for a period of 5 years, w.e.f 20.5.2019.					
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	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	7,48,701	7,48,701	100	7,48,701	0	100	0
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	0
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	2,50,224	0	0	0	0	0	0
Total		9,98,925	7,48,701	74.951	7,48,701	0	100	0



Resolution Required : Special			6 - Re-appointment of Mr Anil Gupta (DIN: 00060720) as an Independent Director of the Company for a further period of 5 years, w.e.f 1.10.2019.					
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	7,48,701	7,48,701	100	7,48,701	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	7,48,701	7,48,701	100	7,48,701	0	100	0
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	0
Public Non - Institutions	E-Voting	2,50,224	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total	2,50,224	0	0	0	0	0	0
Total		9,98,925	7,48,701	74.951	7,48,701	0	100	0



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Summary of Proceedings of the 35th Annual General meeting

The 35th Annual General meeting (AGM) of members of Winmore Leasing And Holdings Ltd ('the Company') was held on Monday, the 30th September, 2019 at 4.00 pm 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	Director & member of Stakeholders Relationship Committee (SRC)
Dr Shatadru Sengupta	Director & Chairman of Audit Committee & Member of other committees
Mr Anil Gupta	Director & Chairman of Nomination and Remuneration Committee and SRC & Member of Audit Committee

In Attendance

Mr Dnyaneshwar Pawar	Chief Financial Officer
Mr Peter Fernandes	Company Secretary
Mr D. H. Bhatler	Proprietor, Bhatler & Co. Chartered Accountants, Statutory Auditor
Mr Shailesh Kachalia	Scrutinizer, Practicing Company Secretary

Members Present

In Person	NIL
Through Authorised Representatives	7
By Proxy	NIL



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The requisite quorum being present the Chairman called the meeting to order. Before addressing the meeting, the Chairman informed that Mrs Seema Arora and Mr Shivhari Halan, directors were unable to attend the meeting because of their other commitments.

He then announced that the prescribed registers have been placed before the meeting and were available for inspection of members.

The Chairman then addressed the shareholders and spoke about current economic scenario and financial performance of the Company.

The Chairman took, with the permission of members present, Notice of AGM, Directors' Report and Audited Financial Statements of the Company for the year ended 31st March 2019 as read.

He stated that the Auditors' Report on the Standalone financial statements of the Company does not contain any reservation, qualification or adverse remark.

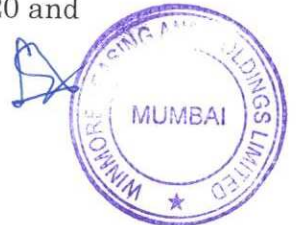
The Chairman read out the auditors' report on consolidated financial statements of the Company and stated that the observations of the Auditors on the said financial statements are self-explanatory and therefore do not call for any further comments.

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

Thereafter he proceeded with the formal business as set out in the Notice of AGM and read out all the resolutions appearing in the said notice.

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

1. Adoption of the audited financial statements of the Company including audited Consolidated financial statements of the Company for the year ended March 31, 2019 together with reports of the Directors and the Auditors thereon;
2. Declaration of Dividend on Equity Shares;
3. Re-appointment of Mr Om Prakash Adukia (DIN: 00017001), as a Director of the Company, liable to retire by rotation;
4. Ratification of appointment of M/s Bhatner & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2019-2020 and to fix their remuneration;



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5. Appointment of Mr Shivhari Halan (DIN: 00220514) as an Independent Director of the Company for a period of 5 years, w.e.f 20.5.2019; and
6. Re-appointment of Mr Anil Gupta (DIN: 00060720) as an Independent Director of the Company for a further period of 5 years, w.e.f 1.10.2019.

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 AGM and holding shares as of the cut-off date viz 24.9.2019 may 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, who shall 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 Notice of the AGM.


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

