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 32nd Annual General Meeting of the Company held on 30th September, 2016

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

In terms of the 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 32nd Annual General Meeting (AGM) of the Company held on Friday, the 30th September, 2016 at 4.00 pm at Brabourne Stadium, 87, Veer Nariman Road, Mumbai 400 020.

The Company had appointed Mr Shailesh Kachalia, Practicing Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers undertaken at the aforementioned AGM.

The Scrutinizer has submitted his Report after scrutiny of the 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 32nd AGM have been duly passed with the requisite majority as per the following details:

Sr. No.	Resolution	Numbe	r of Votes (\$	Passed as Ordinary/Special	
		In favour	Against	Invalid	Resolution
1.	Adoption of the audited financial statements for the year ended	7,48,901	0	0	Ordinary
	March 31, 2016.				Y
	Percentage	100	0	0	-
2.	Declaration of Dividend on Equity Shares	7,48,901	0	0	Ordinary
	Percentage	100	0	0	-



3.	Re-appointment of Ms. Seema Arora, as a director of the Company, liable to retire by rotation.	7,48,901	0	0	Ordinary
-	Percentage	100	0	0	-
4.	Ratification of appointment of M/s. Rajendra K Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.	7,48,901	• 0	0	Ordinary
	Percentage	100	0	0	-
5.	Appointment of Mr Amit Moona, as director of the Company, liable to retire by rotation.	7,48,901	0	0	Ordinary
	Percentage	100	0	0	_
6.	Appointment of Mr Amit Moona, as Manager of the Company	7,48,901	0	0	Ordinary
	Percentage	100	0	0	-
7.	Alteration of Memorandum of Association of the Company	7,48,901	0	0	Special
	Percentage	100	0	0	-
8.	Shifting and maintaining the Register of Members at the office of Link Intime India Pvt Ltd. (RTA of the Company)	7,48,901	0	0	Special
	Percentage	100	0	0	-

The Scrutinizer's Report is annexed herewith.

For Winmore Leasing And Holdings Ltd

Anil Gupta Director(DIN: 00060720)

Place: Mumbai Date: 3rd October, 2016

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, 2016

The Chairman of the meeting WINMORE LEASING AND HOLDINGS LTD 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, 2015 and physical ballot forms

I, Shailesh Kachalia, Practising Company Secretary, was appointed as Scrutinizer by the Board ofDirectors of Winmore Leasing And Holdings Ltd("the Company") vide its decision dated 25thJuly, 2014, pursuant to Section 108 of the Act, read withthe Rules made thereunder, to conduct the electronic voting process and to scrutinize the physical ballot forms submittedby shareholders of the Company, in respect of the below mentioned resolutions to be considered for passing at the Thirty SecondAnnual General Meeting ("AGM") of the Company on 30th September, 2016.

The Notice dated 8thAugust,2016 convening the said AGM of the Company was reportedlysent 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 became members of the Company after dispatch of the aforesaid notice till the cut-off date of 23.9.2016.

The voting period for remote e-voting commenced on Tuesday, 27thSeptember 2016 at 9.00 a.m. and ended on Thursday, 29thSeptember 2016, at 5.00 p.m. The NSDL remote e-voting platform was thereafter blocked. 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. No votes were cast through ballot papers at the meeting.

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



Resol ution No.	ltem	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	Evote	Evote	Evote	Evote	Evote	Resolution approved
	audited financial statements for the	7,48,901	7,48,901	Nil	7,48,901	Nil	by requisite
	year ended March 31, 2016.	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	majority of people voting.
		Nil	Nil	Nil	Nil	Nil	voung.
2	Declaration of Dividendon Equity	Evote	Evote	Evote	Evote	Evote	Resolution approved
	Shares	7,48,901	7,48,901	Nil	7,48,901	Nil	by requisite
		Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	majority of people voting.
		Nil	Nil	Nil	Nil	Nil	
3	Re-appointment of Ms. Seema Arora, as a	Evote	Evote	Evote	Evote	Evote	Resolution approved
	director of the Company, liable to	7,48.901	7.48.901	Nil	7,48.901	Nit	by requisite
	retire by rotation.	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	majority of people voting.
		Nil	Nil	Nil	Nil	Nil	
4	Ratification of appointment of M/s. Rajendra K Gupta	Evote 7.48.901	Evote 7.48.901	Evote Nil	Evote 7.48.901	Evote Nil	Resolution approved by
	& Associates, Chartered Accountants as Statutory Auditors of the Company and to fix	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	requisite majority of people voting.
	their remuneration.	Nil	Nil	Nil	Nil	Nil	1.000.000
5	Appointment of Mr Amit Moona, as	Evote	Evote	Evote	Evote	Evote	Resolution approved
	director of the Company, liable to	7,48,901	7,48,901	Nil	7,48,901	Nil	by requisite
	retire by rotation.	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	majority of people voting.
		Nil	Nil	Nil	Nil	Nil	toung.
6	Appointment of Mr Amit Moona, as	Evote	Evote	Evote	Evote	Evote	Resolution approved
	Manager of the Company.	7,48,901	7,48,901	Nil	7,48,901	Nil	by requisite
		Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	majority of people
		Nil	Nil	Nil	Nil	Nil	voting.



Resol ution No.	ltem	Total No. of Votes cast	No. of Valid Votes	No. of Invalid Votes	No. of Valid Votes cast	No. of Valid Votes cast	Result
7	Alteration of	Evote	Evote	Evote	in favour	against	
	Memorandum of			LVOIC	Evote	Evote	Resolution
	Association of the Company	7.48.901	7,48,901	Nil	7,48,901	Nil	approved by
		Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	requisite majority of people
8	01.0	Nil	Nil	Nil	Nil	Nil	voting.
0	Shifting and maintaining the	Evote	Evote	Evote	Evote	Evote	Resolution
	Register of Members at the office of Link Intime	7,48.901	7,48,901	Nil	7,48,901	Nil	approved by
1	India Pvt Ltd. (RTA of the Company)	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	Ballot Paper	requisite majority of people
		Nil	Nil	Nil	Nil	Nil	voting.

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. 1391CP: 3888



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3.10.2016

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

Date of the AGM Total No. of shareholders on record date No. of shareholders present in the meeting	30th September, 2016 35
either in person or through proxy: Promoters and Promoter Group: Public:	6 6 Nil
No. of Shareholders attended the meeting through Video Conferencing	NA

Promoters and Promoter Group: Public:

NA

NA

				AGENDA WISE							
Resolution Required	d : Ordinary		1 - Adoption of the audited financial statements for the year ended March 31, 2016.								
Whether promoter / in the agenda / reso	promoter group a	are interested	No								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2/1]*100	favour	– Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
	E-Voting	· · · · ·	748,701	74.95	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100			
Promoter and	Poll	748,701	ΝΑ	74.95 NA	748,701 NA	0 NA	99.97 NA	0 NA			
Promoter Group	Ballot Paper		0	0	0	0					
	Total		748,701	74.95	748,701	0	99.97	0			
	E-Voting		0	0	0	0	00.07	0			
Public Institutions	Poll	0	NA	NA	NA	NA	NA				
	Ballot Paper		0	. 0	0	0	0				
	Total		0	0	0	0	0	0			
	E-Voting		200	0.02	200	0	0.03	0			
Public	Poll	250 224	NA	NA	NA	NA	NA	0			
Non Institutions	Ballot Paper	250,224	0	0	0	0	0				
	Total		200	0.02	200	0	0.03	0			
Total		998,925	748,901	74.97	748,901	0	100				

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Resolution Required	I : Ordinary		2 - Declaration	of Dividond on Envit						
Whether promoter / in the agenda / resol	promoter group	are interested	2 - Declaration of Dividend on Equity Shares. Yes (to the extent of their shareholding in the Company)							
Category	Mode of Voting	No. of shares held [1]		% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	polled	% of Votes against on votes polled		
	E-Voting		748,701	[3]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100		
Promoter and	Poll		NA	74.95	748,701	0	99.97	0		
romoter Group	Ballot Paper	748,701		NA	NA	NA	NA	NA		
	Total		0	0	0	0	0	0		
······································	E-Voting		748,701	74.95	748,701	0	99.97	0		
			0	0	0	0	0	0		
Public Institutions	Poll	0	NA	NA	NA	NA	NA	NA		
	Ballot Paper	Ŭ	0	0	0	0				
	Total		0	0	0	0	0	0		
	E-Voting		200	0.02	200	0	0.03	0		
Public	Poll	250.004	NA	NA	NA	NA	0.03	0		
Non Institutions	Ballot Paper	250,224	0				······································	NA		
	Total	•	200	0.02	0	0	0	0		
Total		998,925	748,901		200	0	0.03	0		
			140,001	74.97	748,901	0	100	0		

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Resolution Required :	Ordinary		3 - Re-appointment of Ms. Seema Arora, as a director of the Company, liable to retire by rotation.							
Whether promoter / pr in the agenda / resolu	romoter group	are interested	No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2/1]*100	No. of Votes – in favour	No. of Votes – Against	polled	% of Votes against on votes polled		
	E-Voting		748,701	74.95	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100		
Promoter and	Poll	748,701-	NA		748,701		99.97	0		
Promoter Group	Ballot Paper			NA	NA	NA	NA	NA		
	Total		749 704	0	0	0	0	0		
	E-Voting		748,701	74.95	748,701	0	99.97	0		
	Poll			0	0	0	0	0		
Public Institutions	L	0	NA	NA	NA	NA	NA	NA		
	Ballot Paper	i	0	0	0	0	0	0		
	Total		0	0	0	0	0	0		
_	E-Voting		200	0.02	200	0	0.03			
Public	Poll	250,224	NA	NA	NA	NA	NA			
Non Institutions	Ballot Paper	250,224	0	0	0	0	0	NA		
	Total		200	0.02	200	0		0		
Total		998,925	748,901	74.97	748,901	0	0.03	0		

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Resolution Required Whether promoter / in the agenda / reso	promoter group	are interested	 4 - Ratification of appointment of M/s. Rajendra K Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. 							
Category	Mode of Voting	No. of shares held	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		
	E-Voting	748,701	748,701	74.95	748,701	0	99.97	the second se		
Promoter and	Poll		NA	NA	NA	NA	NA	NA		
Promoter Group	Ballot Paper		0	0	0	0	0	0		
	Total		748,701	74.95	748,701	0	99.97	0		
	E-Voting		0	0	0	0	0	0		
Public Institutions	Poll	0	NA	NA	NA	NA	NA	NA		
	Ballot Paper		0	0	0	0	0	0		
	Total		0	0	0	0	0	0		
Dublic	E-Voting		200	0.02	200	0	0.03	0		
Public Non Institutions	Poll	250,224	NA	NA	NA	NA	NA	NA		
	Ballot Paper	200,224	0	0	0	0	0	0		
Total	Total		200	0.02	200	0	0.03	0		
Total		998,925	748,901	74.97	748,901	0	100	0		

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Resolution Require	d : Ordinary		5 - Appointme	5 - Appointment of Mr Amit Moona, as director of the O							
Whether promoter / in the agenda / reso	promoter group lution?	are interested	No	5 - Appointment of Mr Amit Moona, as director of the Company, liable to retire by rotation. No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% 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			
	E-Voting	<u>_</u>	748,701	[3]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100			
Promoter and	Poll	1	NIA	74.95	748,701	0	99.97				
romoter Group	Ballot Paper	748,701		NA	NA		NA	· NA			
	Total	1	748,701	0	0	0	0	0			
	E-Voting		740,701	74.95	748,701	0	99.97	0			
Dublic Institut	Poll			0	0	0	0	0			
Public Institutions	Ballot Paper	0	NA	NA	NA	NA	NA	NA			
	Total		0	0	0	0	0				
	E-Voting		0	0	0	0	0	0			
Public	Poll		200	0.02	200	0	0.03	0			
Non Institutions	·	250,224	NA	NA	NA	NA	0.05				
	Ballot Paper		0	0	0			NA			
otal	Total		200	0.02	200		0	0			
otal		998,925	748,901	74.97		0	0.03	0			
				14.37	748,901	0	100	0			

Resolution Required	: Ordinary		6 - Appointmer	nt of Mr Amit Moona	s Manager of	the Company	No			
Whether promoter / p in the agenda / resolu	promoter group a ution?	are interested	6 - Appointment of Mr Amit Moona, as Manager of the Company. No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2/1]*100	favour	No. of Votes – Against	polled	% of Votes against on votes polled		
	E-Voting		748,701	74.95	[4] 748,701	[5]	[6]=[4/2]*100	[7]=[5/2]*100		
Promoter and	Poll	748,701 -	NA	NA	NA	NA	99.97 NA			
Promoter Group	Ballot Paper		0	0	0	0		NA		
	Total		748,701	74.95	748,701	0	99.97	0		
	E-Voting		0	0	0	0	00.07	0		
Public Institutions	Poll	0	NA	NA	NA	NA	NA	0		
	Ballot Paper	0	0	0	0	0	0			
	Total		0	0	. 0	0	0	0		
	E-Voting		200	0.02	200	0	0.03	0		
Public	Poll	250,224	NA	NA	NA	NA	NA	0		
Non Institutions	Ballot Paper	250,224	0	0	0	0	0			
	Total		200	0.02	200	0	0.03	0		
Total		998,925	748,901	74.97	748,901	0	100			

7)

Resolution Required	: Special		7 - Alteration o	7 - Alteration of Memorandum of Association of the Company						
Whether promoter / in the agenda / resol		are interested	No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2/1]*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]=[4/2]*100	% of Votes against on votes polled [7]=[5/2]*100		
· · · · · · · · · · · · · · · · · · ·	E-Voting		748,701	74.95	748,701	0		0		
Promoter and	Poll	748,701	NA	NA	NA	NA	NA	NA		
Promoter Group	Ballot Paper		0	0	0	0	0	0		
	Total		748,701	74.95	748,701	0	99.97	0		
	E-Voting		0	0	0	0	0	0		
Public Institutions	Poll]	NA	NA	NA	NA	NA	NA		
	Ballot Paper		0	0	0	0	0	0		
	Total]	0	0	0	0	0	0		
	E-Voting		200	0.02	200	0	0.03	0		
Public	Poll	250.004	NA	NA	NA	NA	NA	NA		
Non Institutions	Ballot Paper	250,224	0	0	0	0	0	0		
	Total		200	0.02	200	0	0.03	0		
Total		998,925	748,901	74.97	748,901	.0	100	0		

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Resolution Required	l : Special		8 - Shifting and (RTA of the	I maintaining the Regis Company)	ster of Membe	ers at the office	of Link Intime Indi	a Pvt Ltd.
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	74.95	748,701	0	99.97	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		748,701	74.95	748,701	. 0	99.97	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
Public Non Institutions	E-Voting	- 250,224	200	0.02	200	0	0.03	0
	Poll		NA	NA	NA	NA	NA	NA
	Ballot Paper		0	0	0	0	0	0
	Total		200	0.02	200	0	0.03	0
Total		998,925	748,901	74.97	748,901	0		0

Ann Gupta Director (DIN 00060720)

Regd. Office: Ashiana 69-C • Bhulabhai Desai Road • Mumbai – 400 026 Tel. No.: 022-23686618 CIN No.: L67120MH1984PLC272432 E-mail Id: ho@hawcoindia.com Website: www.winmoreleasingandholdings.com

Annexure I

Summary of Proceeding of the 32nd AGM

The 32nd Annual General meeting (AGM) of members of Winmore Leasing and Holdings Ltd. ('the Company') was held on Friday, the 30th September, 2016 at 4.00 pm at Brabourne Stadium, 87, Veer Nariman Road, Mumbai - 400020. Mr O P Adukia, Director was elected to chair the meeting. The following were present.

Directors	
Mr O P Adukia,	Director
Mr Anil Gupta	Director & Chairman of Audit Committee, NRC and Stakeholders Relationship Committee
Mr Amit Moona	Director
Mr Manekchand Panda	Director
Ms Seema Arora	Director
In Attendance	
Ms Minal Kardile	Company Secretary

Mr R K Gupta	Partner, Rajendra K Gupta of Associates, Statutory Auditor
Mr Shailesh Kachalia	Scrutinzer, Practicing Company Secretary

Members Present	
In Person	6
By Proxy	NIL

The requisite quorum being present the Chairman called the meeting to order.

The Chairman than addressed the shareholders and spoke about the impact of the current economic situation, both global and Indian and about the financial performance of the Company.

The Chairman stated that the Company had provided the members the facility to cast their vote electronically on all resolutions set forth in the Notice dated 8.8.2016. Members who were present at the AGM and had not cast their votes electronically would have opportunity to cast their votes through ballot papers provided by the Company at the end of the meeting. It was further clarified that there would be no voting by show of hands at the meeting.

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

- 1. Adoption of the Audited Financial Statements for the year ended March 31, 2016.
- 2. Declaration of Dividend
- 3. Re-appointment of Ms. Seema Arora, as a director of the Company, liable to retire by rotation.
- 4. Ratification of appointment of M/s. Rajendra K Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.
- 5. Appointment of Mr Amit Moona, as director of the Company, liable to retire by rotation.
- 6. Appointment of Mr Amit Moona, as Manager of the Company.
- 7. Alteration of Memorandum of Association of the Company
- 8. Shifting and maintaining the Register of Members at the office of Link Intime India Pvt Ltd. (RTA of the Company)

Clarifications were provided to the queries raised by members.

The Chairman informed the members that Mr Shailesh Kachalia, Practicing Company Secretary had been appointed as scrutinizer to supervise the e-voting and ballot voting process and to report on the combined voting results of e-voting and the poll for each of the items as per the said Notice of the AGM.

The Scrutinizer's report was received and accordingly all the resolutions as set out in the notice of the AGM were declared as passed.

For Winmore Leasing and Holdings Ltd.

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O P Adukia Director(DIN:00017001)

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

Annexure II

Amendment to the Company's Memorandum of Association (MOA) (in brief)

In the year 2010, the Company had surrendered its NBFC registration certificate granted by the Reserve Bank of India (RBI) under the Reserve Bank of India Act 1934 as it ceased doing NBFC business. The RBI vide its order dated 7.1.2011 duly cancelled the registration. However as the objects clause in the Company's Memorandum of Association (MOA) contained provisions enabling the Company to carry on NBFC activity, the RBI directed the Company to insert a prohibitory clause in the said objects clause as stated in the special resolution given below which was unanimously passed by members of the Company at their AGM held on 30.9.2016.

"RESOLVED THAT pursuant to provisions of Sections 88 and 94 of the Companies Act, 2013 read with applicable rules made thereunder, approval of members be and is hereby accorded to shift and maintain the Registers and Index of Members at the office of Link Intime India Private Limited, Registrars and Transfer Agent of the Company (RTA) situated at Pannalal Silk Mills Compound, C-13, Lal Bahadur Shastri Marg, Subhash Nagar, Bhandup (West), Mumbai 400078 for the time being or at such other place(s) where the RTA may shift from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

For Winmore Leasing And Holdings Ltd

41-

O P Adukia Director(DIN:00017001)