

Date: December 12, 2017

To,  
The National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Company Symbol: WINDMACHIN**

Dear Sir,

**Sub.: Declaration of Result of the Extra-Ordinary General Meeting held on  
December 12, 2017**

Please find attached herewith Result of Extra-Ordinary General Meeting of Windsor Machines Limited held on December 12, 2017.

Kindly take the same on record.

Thanking you,  
Yours faithfully,

**For WINDSOR MACHINES LIMITED**



Priti Patel

Company secretary and Compliance officer



**WINDSOR MACHINES LIMITED**

**EXTRA-ORDINARY GENERAL MEETING HELD ON DECEMBER 12, 2017**

**Declaration of Results**

Extra-Ordinary General Meeting was held on December 12, 2017 at 3:00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai - 400 099.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Windsor Machines Limited ("the Company") had provided e-voting facility to the members to enable them to cast vote electronically on the special resolutions proposed in the notice of Extra-Ordinary General Meeting (EGM). The e-voting was open from 9:00 a.m. on December 9, 2017 upto 5:00 p.m. on December 11, 2017.

The Board of Directors had appointed Ms. Rama Subramanian, Company Secretary in practice as scrutinizer for E-Voting and Ballot Voting at EGM venue. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5:00 p.m. on December 11, 2017 and Ballot Voting at the EGM and submitted report(s) on December 12, 2017. The Report(s) of Scrutinizer is enclosed herewith.

The consolidated results as per the Scrutinizers above mentioned Reports are as follows:-

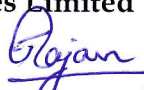
| Sr. No. | Item No.                                                                                                                                                      | Type of resolution | No. of votes in favour | % of vote in favour | No. of votes against | % of votes against |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------|---------------------|----------------------|--------------------|
| 1.      | Alteration of Articles of Association pursuant to Section 14 of the Companies Act, 2013 of the Company to insert a specific Clause for the Issue of Warrants. | Special            | 4,03,15,444            | 100.00              | -                    | -                  |
| 2.      | Issue of upto 72,14,644 Warrants convertible into Equity Shares of the Company on preferential basis to specified allottees.                                  | Special            | 4,03,15,444            | 100.00              | -                    | -                  |

Based on the Report(s) of the Scrutinizer, all Special Resolutions as set out in the Notice of EGM have been duly approved by the Members with requisite majority.

Date : December 12, 2017  
Place : Thane

For Windsor Machines Limited



  
**T. S. Rajan**  
Executive Director & CEO  
Chairman of EGM

**Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014 as amended]*

To,  
Mr. T. S. Rajan  
The Executive Director and CEO  
Windsor Machines Limited  
102/103 Dev Milan Co-op Hsg Society  
Next to Tip Top Plaza, L B S Marg  
Thane (W) 400 604

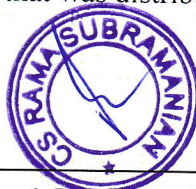
Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Limited at its meeting held on November 10, 2017 for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the Extra Ordinary General Meeting (EGM) of the members of the company held on Tuesday, December 12, 2017 at 3.00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai 400 099.

The management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means and ballot on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice. For this report, I have relied on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency appointed by the company to provide e-voting facility and the records maintained by the Company's Registrar and Transfer agents.

I submit my report as under:

- a) The Company has provided remote e-voting facility through Central Depository Services (India) Limited (CDSL) on their website [www.evotingindia.com](http://www.evotingindia.com).
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The e-voting commenced on December 9, 2017 (9.00 a.m.) and ended on December 11, 2017 (5.00 p.m.).
- d) At the EGM on December 12, 2017, the Chairman announced that Members present at the EGM who had not cast their votes by remote e-voting can exercise their voting rights through the ballot papers that was distributed to them at the venue of the EGM.



- e) Thereafter, on completion of the physical voting at the EGM, the ballot box kept for the purpose was locked in my presence with due identification marks placed on them.
- f) Subsequently, the votes cast through remote e-voting were unlocked in the presence of two witnesses and the remote e-voting summary generated from the electronic voting system provided by CDSL.
- g) The locked ballot box was opened in my presence and the ballot papers scrutinized with due diligence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company.
- h) 11 members participated in the e-voting process. 47 members were present in the EGM wherein 25 members participated in the ballot process and one ballot paper for 1 equity share was found to be invalid.
- i) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under e-voting and through physical ballot has been maintained.
- j) The cumulative result of the e-Voting process and the physical ballot voting is furnished in the following table;

| Item no. of notice                                                                                                                                                                                                         | Mode                   | Votes in favour of the resolution |                    |                       | Votes against the resolution |               |                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------|--------------------|-----------------------|------------------------------|---------------|-----------------------|
|                                                                                                                                                                                                                            |                        | No. of members                    | No. of shares      | % of total votes cast | No. of members               | No. of shares | % of total votes cast |
| <b>Item No 1: Amendment of Articles of Association of the company.</b><br><br>Special Resolution for amending the Articles of Association of the company to enable issue of stock options / share warrants by the company. | <b>Remote E voting</b> | 11                                | 3,99,71,118        | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Physical</b>        | 24                                | 3,44,326           | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Total</b>           | <u>35</u>                         | <u>4,03,15,444</u> | <u>100</u>            | <u>0</u>                     | <u>-</u>      | <u>-</u>              |
|                                                                                                                                                                                                                            |                        |                                   |                    |                       |                              |               |                       |
| <b>Item No 2: Issue of convertible warrants.</b><br><br>Special Resolution for issue of convertible warrants on preferential basis.                                                                                        | <b>Remote E voting</b> | 11                                | 3,99,71,118        | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Physical</b>        | 24                                | 3,44,326           | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Total</b>           | <u>35</u>                         | <u>4,03,15,444</u> | <u>100</u>            | <u>0</u>                     | <u>-</u>      | <u>-</u>              |
|                                                                                                                                                                                                                            |                        |                                   |                    |                       |                              |               |                       |



You may accordingly declare the cumulative voting result of the Extra Ordinary General Meeting.

All the relevant records of the voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,



**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964



Place: Thane  
Date : December 12, 2017

For Windsor Machines Limited



**T. S. Rajan**  
**Chairman of the Extra Ordinary General Meeting**



Date: December 12, 2017

To,  
The National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Company Symbol: WINDMACHIN**

Dear Sir,

**Sub.: Proceeding of EGM as per Regulation 30, read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

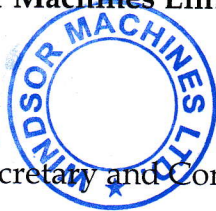
In terms of Regulation 30, read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached the Proceeding of Extra-Ordinary General Meeting (EGM) of the Company, held on December 12, 2017.

Kindly take the same on record.

Thanking you,  
Yours faithfully,

**For Windsor Machines Limited**

  
Priti Patel  
Company secretary and Compliance officer



**EXTRACT OF THE PROCEEDINGS OF EXTRA-ORDINARY GENERAL MEETING  
HELD ON DECEMBER 12, 2017 AT 3:00 P.M. AT THE ORCHID, NEHRU ROAD,  
VILE PARLE (E), MUMBAI - 400 099.**

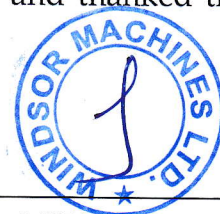
The Extra-Ordinary General Meeting of members of Windsor Machines Limited (the Company), was held on Tuesday, December 12, 2017 at 3:00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai - 400 099. In terms of the provisions of Section 104 of the Companies Act, 2013 read with Article 99 of the Articles of Association of the Company, Mr. T. S. Rajan, Executive Director & CEO of the Company was elected as the Chairman of the meeting and thereafter he took the chair. Pursuant to Section 103 of the Companies Act, 2013 read with Article 96 of Articles of Association of the company and applicable Secretarial Standards, requisite quorum was present and the Chairman of the Meeting called meeting to order.

As required Section 171(b) of the Companies Act, 2013, the register of Shareholders, register of Directors/Key Managerial Personnel & their Shareholding, Register of Contract & Arrangement, Register of Proxy & Corporate Representation and Certificate of the Statutory Auditors to the effect that the present preferential offer is being made in accordance with and in compliance of the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 were kept open during the meeting for inspection of the Members.

Chairman of the Meeting welcomed the Members present in the Extra-Ordinary General Meeting and introduced the Directors present on the dais. He referred to the Notice dated November 10, 2017 convening the Extra-Ordinary General Meeting & Explanatory Statement were taken as read.

Chairman of the Meeting informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided E-Voting facility to the Members. E-Voting window was open from December 9, 2017 to December 11, 2017 at 9.00 a.m. to 5.00 p.m. for the members to cast their votes electronically. The Company has chosen Ballot voting at EGM venue.

Thereafter, Chairman of the Meeting invited the Members to ask questions relating to the Preferential Issue. The Chairman replied to the queries/questions raised by members in detail, provided clarifications on various matters to the satisfaction of Members and noted the suggestions given by them. He appreciated and thanked the members for taking keen interest in the performance of the Company.



Thereafter Chairman of the Meeting invited the Members to formally propose and second the Special Resolutions given in the Extra-Ordinary General Meeting Notice. A few Members proposed and seconded the Resolutions. Chairman, then, formally put the Special Resolutions to Ballot voting at the Extra-Ordinary General Meeting.

Based on the Scrutiniser's consolidated Report dated December 12, 2017, the Chairman declared that special resolutions proposed in the Notice of the EGM of the Company were passed with requisite majority.

**Special Resolutions passed at the Extra-Ordinary General Meeting:**

| Sr. No | Item No.                                                                                                                                                      | Approval Status                |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 1.     | Alteration of Articles of Association pursuant to Section 14 of the Companies Act, 2013 of the Company to insert a specific Clause for the Issue of Warrants. | Passed with Requisite Majority |
| 2.     | Issue of upto 72,14,644 Warrants convertible into Equity Shares of the Company on preferential basis to specified allottees.                                  | Passed with Requisite Majority |

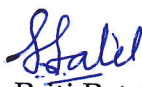
Chairman informed the Members that all Statutory/Regulatory provisions given under the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mandatory Secretarial Standards etc., relating to the General Meeting had been duly complied in respect of calling, holding, convening and conducting this Extra-Ordinary General Meeting.

At the conclusion of Extra-Ordinary General Meeting, Chairman of the Meeting conveyed his thanks to the Members and all other participants present in the meeting for their kind co-operation in conducting the Meeting and declared the meeting as completed.

Date : December 12, 2017  
Place : Thane

For Windsor Machines Limited



  
Priti Patel

Company secretary and Compliance officer

**Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014 as amended]*

To,  
Mr. T. S. Rajan  
The Executive Director and CEO  
Windsor Machines Limited  
102/103 Dev Milan Co-op Hsg Society  
Next to Tip Top Plaza, L B S Marg  
Thane (W) 400 604

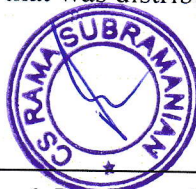
Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Limited at its meeting held on November 10, 2017 for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the Extra Ordinary General Meeting (EGM) of the members of the company held on Tuesday, December 12, 2017 at 3.00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai 400 099.

The management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means and ballot on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice. For this report, I have relied on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency appointed by the company to provide e-voting facility and the records maintained by the Company's Registrar and Transfer agents.

I submit my report as under:

- a) The Company has provided remote e-voting facility through Central Depository Services (India) Limited (CDSL) on their website [www.evotingindia.com](http://www.evotingindia.com).
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The e-voting commenced on December 9, 2017 (9.00 a.m.) and ended on December 11, 2017 (5.00 p.m.).
- d) At the EGM on December 12, 2017, the Chairman announced that Members present at the EGM who had not cast their votes by remote e-voting can exercise their voting rights through the ballot papers that was distributed to them at the venue of the EGM.



- e) Thereafter, on completion of the physical voting at the EGM, the ballot box kept for the purpose was locked in my presence with due identification marks placed on them.
- f) Subsequently, the votes cast through remote e-voting were unlocked in the presence of two witnesses and the remote e-voting summary generated from the electronic voting system provided by CDSL.
- g) The locked ballot box was opened in my presence and the ballot papers scrutinized with due diligence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company.
- h) 11 members participated in the e-voting process. 47 members were present in the EGM wherein 25 members participated in the ballot process and one ballot paper for 1 equity share was found to be invalid.
- i) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under e-voting and through physical ballot has been maintained.
- j) The cumulative result of the e-Voting process and the physical ballot voting is furnished in the following table;

| Item no. of notice                                                                                                                                                                                                         | Mode                   | Votes in favour of the resolution |                    |                       | Votes against the resolution |               |                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------|--------------------|-----------------------|------------------------------|---------------|-----------------------|
|                                                                                                                                                                                                                            |                        | No. of members                    | No. of shares      | % of total votes cast | No. of members               | No. of shares | % of total votes cast |
| <b>Item No 1: Amendment of Articles of Association of the company.</b><br><br>Special Resolution for amending the Articles of Association of the company to enable issue of stock options / share warrants by the company. | <b>Remote E voting</b> | 11                                | 3,99,71,118        | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Physical</b>        | 24                                | 3,44,326           | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Total</b>           | <u>35</u>                         | <u>4,03,15,444</u> | <u>100</u>            | <u>0</u>                     | <u>-</u>      | <u>-</u>              |
|                                                                                                                                                                                                                            |                        |                                   |                    |                       |                              |               |                       |
| <b>Item No 2: Issue of convertible warrants.</b><br><br>Special Resolution for issue of convertible warrants on preferential basis.                                                                                        | <b>Remote E voting</b> | 11                                | 3,99,71,118        | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Physical</b>        | 24                                | 3,44,326           | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Total</b>           | <u>35</u>                         | <u>4,03,15,444</u> | <u>100</u>            | <u>0</u>                     | <u>-</u>      | <u>-</u>              |
|                                                                                                                                                                                                                            |                        |                                   |                    |                       |                              |               |                       |



You may accordingly declare the cumulative voting result of the Extra Ordinary General Meeting.

All the relevant records of the voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,



**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964



Place: Thane  
Date : December 12, 2017

For Windsor Machines Limited



**T. S. Rajan**  
**Chairman of the Extra Ordinary General Meeting**



Date: December 12, 2017

To,  
The National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai - 400 051.

**Company Symbol: WINDMACHIN**

Dear Sir,

**Sub.: Voting Result of Extra-Ordinary General Meeting.**

The Extra-Ordinary General Meeting (EGM) of the members of the Company was held on December 12, 2017 at Mumbai.

The Voting result, pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, of the said EGM is enclosed herewith for your record.

Kindly take the same on record.

Thanking you,  
Yours faithfully,

For **WINDSOR MACHINES LIMITED**

  
Prifi Patel

Company Secretary & Compliance Officer



**Report on Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

|                                                                                |                   |
|--------------------------------------------------------------------------------|-------------------|
| Date of Extra-Ordinary General Meeting                                         | December 12, 2017 |
| Total number of Shareholders on Cut-off Date (i.e., December 5, 2017)          | 10,785            |
| No. of shareholders present in the meeting either in person or through proxy : | 47                |
| Promoters and Promoter Group :                                                 | 2                 |
| Public:                                                                        | 45                |
| No. of shareholders attended the meeting through Video Conferencing:           | NIL               |
| Promoters and Promoter Group:                                                  | NIL               |
| Public :                                                                       | NIL               |

**Details of Agenda**

The detailed agenda items that were transacted by E-voting/Ballot Voting are attached as Annexure in the required format.

Thanking You,  
Yours faithfully,

**For Windsor Machines Limited**



Priti Patel

Company Secretary & Compliance Officer



| Windsor Machines Limited                                                  |                |                    |                                                                                                                                                                   |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)                                           |                |                    | 1 - Alteration of Articles of Association pursuant to Section 14 of the Companies Act, 2013 of the Company to insert a Specific Clause for the Issue of Warrants. |                                         |                          |                       |                                      |                                    |
| 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       | 3,80,00,012        | 3,80,00,012                                                                                                                                                       | 100.00                                  | 3,80,00,012              | 0                     | 100.00                               | 0.00                               |
|                                                                           | Poll           |                    | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot  |                    | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Total          |                    | 3,80,00,012                                                                                                                                                       | 100.00                                  | 3,80,00,012              | 0                     | 100.00                               | 0.00                               |
| Public Institutions                                                       | E-Voting       | 27,478             | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Poll           |                    | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot  |                    | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Total          |                    | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
| Public Non Institutions                                                   | E-Voting       | 2,69,04,310        | 19,71,106                                                                                                                                                         | 7.33                                    | 19,71,106                | 0                     | 100.00                               | 0.00                               |
|                                                                           | Poll           |                    | 3,44,326                                                                                                                                                          | 1.28                                    | 3,44,326                 | 0                     | 100.00                               | 0.00                               |
|                                                                           | Postal Ballot  |                    | -                                                                                                                                                                 | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Total          |                    | 23,15,432                                                                                                                                                         | 8.61                                    | 23,15,432                | 0                     | 100.00                               | 0.00                               |
| Total                                                                     |                | 6,49,31,800        | 4,03,15,444                                                                                                                                                       | 62.09                                   | 4,03,15,444              | 0                     | 100.00                               | 0.00                               |



| Windsor Machines Limited                                                  |                |                    |                                                                                                                                  |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)                                           |                |                    | 2 - Issue of upto 72,14,644 Warrants convertible into Equity Shares of the Company on preferential basis to specified allottees. |                                         |                          |                       |                                      |                                    |
| 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]                                                                                                                              | $[3]=\frac{[2]}{[1]} \times 100$        | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]} \times 100$     | $[7]=\frac{[5]}{[2]} \times 100$   |
| Promoter and Promoter Group                                               | E-Voting       | 3,80,00,012        | 3,80,00,012                                                                                                                      | 100.00                                  | 3,80,00,012              | 0                     | 100.00                               | 0.00                               |
|                                                                           | Poll           |                    | -                                                                                                                                | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot  |                    | -                                                                                                                                | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | <b>Total</b>   |                    | <b>3,80,00,012</b>                                                                                                               | <b>100.00</b>                           | <b>3,80,00,012</b>       | <b>0</b>              | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Institutions                                                       | E-Voting       | 27,478             | -                                                                                                                                | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Poll           |                    | -                                                                                                                                | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot  |                    | -                                                                                                                                | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | <b>Total</b>   |                    | -                                                                                                                                | <b>0.00</b>                             | -                        | <b>0</b>              | <b>0.00</b>                          | <b>0.00</b>                        |
| Public Non Institutions                                                   | E-Voting       | 2,69,04,310        | 19,71,106                                                                                                                        | 7.33                                    | 19,71,106                | 0                     | 100.00                               | 0.00                               |
|                                                                           | Poll           |                    | 3,44,326                                                                                                                         | 1.28                                    | 3,44,326                 | 0                     | 100.00                               | 0.00                               |
|                                                                           | Postal Ballot  |                    | -                                                                                                                                | 0.00                                    | -                        | 0                     | 0.00                                 | 0.00                               |
|                                                                           | <b>Total</b>   |                    | <b>23,15,432</b>                                                                                                                 | <b>8.61</b>                             | <b>23,15,432</b>         | <b>0</b>              | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>                                                              |                | <b>6,49,31,800</b> | <b>4,03,15,444</b>                                                                                                               | <b>62.09</b>                            | <b>4,03,15,444</b>       | <b>0</b>              | <b>100.00</b>                        | <b>0.00</b>                        |



**Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014 as amended]*

To,  
Mr. T. S. Rajan  
The Executive Director and CEO  
Windsor Machines Limited  
102/103 Dev Milan Co-op Hsg Society  
Next to Tip Top Plaza, L B S Marg  
Thane (W) 400 604

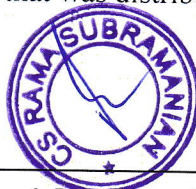
Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Limited at its meeting held on November 10, 2017 for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the Extra Ordinary General Meeting (EGM) of the members of the company held on Tuesday, December 12, 2017 at 3.00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai 400 099.

The management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means and ballot on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice. For this report, I have relied on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency appointed by the company to provide e-voting facility and the records maintained by the Company's Registrar and Transfer agents.

I submit my report as under:

- a) The Company has provided remote e-voting facility through Central Depository Services (India) Limited (CDSL) on their website [www.evotingindia.com](http://www.evotingindia.com).
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The e-voting commenced on December 9, 2017 (9.00 a.m.) and ended on December 11, 2017 (5.00 p.m.).
- d) At the EGM on December 12, 2017, the Chairman announced that Members present at the EGM who had not cast their votes by remote e-voting can exercise their voting rights through the ballot papers that was distributed to them at the venue of the EGM.



- e) Thereafter, on completion of the physical voting at the EGM, the ballot box kept for the purpose was locked in my presence with due identification marks placed on them.
- f) Subsequently, the votes cast through remote e-voting were unlocked in the presence of two witnesses and the remote e-voting summary generated from the electronic voting system provided by CDSL.
- g) The locked ballot box was opened in my presence and the ballot papers scrutinized with due diligence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company.
- h) 11 members participated in the e-voting process. 47 members were present in the EGM wherein 25 members participated in the ballot process and one ballot paper for 1 equity share was found to be invalid.
- i) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under e-voting and through physical ballot has been maintained.
- j) The cumulative result of the e-Voting process and the physical ballot voting is furnished in the following table;

| Item no. of notice                                                                                                                                                                                                         | Mode                   | Votes in favour of the resolution |                    |                       | Votes against the resolution |               |                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-----------------------------------|--------------------|-----------------------|------------------------------|---------------|-----------------------|
|                                                                                                                                                                                                                            |                        | No. of members                    | No. of shares      | % of total votes cast | No. of members               | No. of shares | % of total votes cast |
| <b>Item No 1: Amendment of Articles of Association of the company.</b><br><br>Special Resolution for amending the Articles of Association of the company to enable issue of stock options / share warrants by the company. | <b>Remote E voting</b> | 11                                | 3,99,71,118        | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Physical</b>        | 24                                | 3,44,326           | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Total</b>           | <u>35</u>                         | <u>4,03,15,444</u> | <u>100</u>            | <u>0</u>                     | <u>-</u>      | <u>-</u>              |
|                                                                                                                                                                                                                            |                        |                                   |                    |                       |                              |               |                       |
| <b>Item No 2: Issue of convertible warrants.</b><br><br>Special Resolution for issue of convertible warrants on preferential basis.                                                                                        | <b>Remote E voting</b> | 11                                | 3,99,71,118        | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Physical</b>        | 24                                | 3,44,326           | 100                   | 0                            | -             | -                     |
|                                                                                                                                                                                                                            | <b>Total</b>           | <u>35</u>                         | <u>4,03,15,444</u> | <u>100</u>            | <u>0</u>                     | <u>-</u>      | <u>-</u>              |
|                                                                                                                                                                                                                            |                        |                                   |                    |                       |                              |               |                       |



You may accordingly declare the cumulative voting result of the Extra Ordinary General Meeting.

All the relevant records of the voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,



**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964



Place: Thane  
Date : December 12, 2017

For Windsor Machines Limited



**T. S. Rajan**  
**Chairman of the Extra Ordinary General Meeting**

