

Date: February 10, 2018

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 Postal Ballot Result

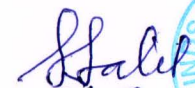
With regard to subject matter, please find attached herewith Declaration of results along with Scrutiniser's report dated February 9, 2018, on postal ballot procedure undertaken by the Company for seeking/obtaining shareholder's approval for special businesses as stated in Postal Ballot Notice dated December 5, 2017.

We have also enclosed certified copy of resolution passed by the shareholders of the Company through Postal Ballot procedure (including e-voting).

Kindly take the same on record.

Thanking you,
Yours faithfully,

For WINDSOR MACHINES LIMITED



Priti Patel

Company secretary and Compliance officer

Encl: Declaration of Results
Scrutiniser's Report
Voting Results
Certified copy of Resolutions

WINDSOR MACHINES LIMITED

Declaration of Results of Postal Ballot & E-Voting

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Notice of Postal Ballot (including E-voting) dated December 5, 2017 had been circulated on January 9, 2018 to all 11,511 Shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on the cut-off date of January 5, 2018, out of which 6,199 postal ballot notices were sent via courier along with self-address postage prepaid business reply envelopes whose email ids were not registered with the company and 5,312 postal ballot notices and postal ballot forms through electronic means (through emails) whose email ids were registered with the company, seeking their consent for Resolutions on the matter as set out therein.

In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the company has provided e-voting facility to all - members / shareholders (including Companies / FIs/FIIs etc.) to enable them to cast their votes electronically. The e- voting started on January 10, 2018 at 9:00 a.m. and ended on February 8, 2018 at 5:00 p.m.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.

The Board of Directors of the Company has appointed Mr. Premnarayan Tripathi, Practicing Company Secretary (FCS No.: 8851 C.P. No.: 10029), as scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize completed Physical Postal Ballot Forms from the Shareholders.

Mr. Premnarayan Tripathi, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes cast by means of e-voting from January 10, 2018 at 9:00 a.m. to February 8, 2018 at 5:00 p.m. and submitted his Report dated February 9, 2018 to Mr. T. S. Rajan, Executive Director & CEO of the Company.



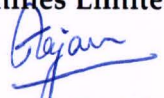
The consolidated results as per the Scrutinizer's above mentioned Reports are as follows:-

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 in Memorandum of Association, pursuant to Section 13 of the Companies Act, 2013, to insert a Specific Clause 5A to enable the Company to engage in the business of energy storage solutions system.	Special	3,96,08,646	99.9994	242	0.0006
2.	Increasing the limits for making investments, providing loans, guarantee and security under section 186 of the Companies Act, 2013.	Special	3,96,08,393	99.9993	281	0.0007

Based on the Report(s) of the Scrutinizer, all Resolutions as set out in the Postal ballot Notice dated December 5, 2017 have been duly approved by the Members with requisite majority.

Date : February 10, 2018
Place : Ahmedabad

For Windsor Machines Limited



T. S. Rajan

Executive Director & CEO

Scrutinizer's Report

To
The Executive Director,
WINDSOR MACHINES LIMITED,
102/ 103, Devmilan Co. Op. Housing Society,
Next to Tip Top Plaza, LBS Road,
Thane (W) – 400604

SCRUTINY REPORT FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT

Dear Sir,

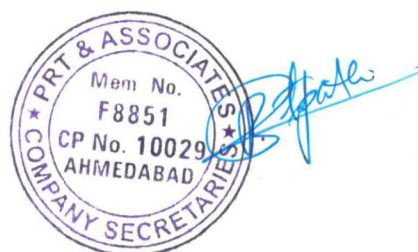
In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, I, Premnarayan Tripathi, Company Secretary in Practice (FCS No. 8851, COP No. 10029), have been appointed as Scrutinizer by the Company in the Board Meeting held on December 5, 2017 to conduct the Postal Ballot Process in fair and transparent manner in respect of the following resolutions:-

Resolution Number	Type of Resolution	Subject Matter of Resolution
1	Special Resolution	Alteration in Memorandum of Association, pursuant to Section 13 of the Companies Act, 2013, to insert a Specific Sub-Clause 5A to enable the Company to engage in the business of energy storage Solutions system.
2	Special Resolution	Increasing the limits for making investments, providing loans, guarantee and security under section 186 of the Companies Act, 2013.



I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope on Tuesday, January 9, 2018 to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from NSDL/ CDSL as on Friday, January 5, 2018.
2. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility.
3. The Company has entered into an agreement with CDSL for facilitating e-voting to the Shareholders who wish to cast their votes electronically. Shareholders opting for e-voting facility, casted their votes on the designated website www.evotingindia.com via Central Depository Services Limited (CDSL).
4. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website.
5. The particulars of all postal ballot forms received from the Shareholders in physical form(s) and electronic ballot report generated from CDSL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by CDSL in electronic registry.
7. The ballot boxes containing the physical postal ballot were opened in due course of the scrutiny thereof. I have also downloaded e-voting report from the CDSL website for the Shareholders who have voted through e-voting.
8. The postal ballot forms were matched with the Register of Members of the Company as on Friday, January 5, 2018.
9. All postal ballot forms and e-votes received up to 5.00 p.m. on Thursday, February 8, 2018, the last date and time fixed by the Company for receipt of the forms were considered and none of the envelopes containing postal ballot forms received after aforesaid time were considered for the purpose of this report.
10. I did not find any defaced or mutilated ballot paper.
11. The shareholders exercised their voting either by electronic or physical mode. There were 3 (Three) shareholders who opted for both the facilities. Voting done by e-voting shall prevail and votes casted through physical postal ballot form were treated as invalid.



12. A summary of the postal ballots is given below:

Resolution No.1:

(i) Valid Votes in favour of the resolution:

	Number of Members voted through electronic voting system and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	24	3,96,06,901	99.9956%
Physical	13	1,745	0.0044%
Total	37	3,96,08,646	100.0000%

(ii) Valid Votes against the resolution:

	Number of Members voted through electronic voting system and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	6	242	100.00%
Physical	0	0	0.00%
Total	6	242	100.00%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast (Shares)
E-voting	0	0
Physical	4	1,04,025
Total	4	1,04,025

Result: Resolution No. 1:

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of equity shares voted (Rs. 2/- each)
Total Votes received	47	3,97,12,913	7,94,25,826
Less: Invalid Votes	4	1,04,025	2,08,050
Net Valid Votes casted	43	3,96,08,888	7,92,17,776
Votes in Favour of the Resolution (as a percentage of net valid votes casted)	37	3,96,08,646 (99.9994%)	7,92,17,292
Votes against the Resolution (as a percentage of net valid votes casted)	6	242 (0.0006%)	484

Resolution No.2:

(i) Valid Votes in favour of the resolution:

	Number of Members voted through electronic voting system and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	22	3,96,06,862	99.9961%
Physical	12	1,531	0.0039%
Total	34	3,96,08,393	100.0000%



(ii) Valid Votes against the resolution:

	Number of Members voted through electronic voting system and physical mode	Number of votes cast (Shares)	% of total number of valid votes cast
E-voting	8	281	100.00%
Physical	0	0	0.00%
Total	8	281	100.00%

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast (Shares)
E-voting	0	0
Physical	4	1,04,025
Total	4	1,04,025

Result: Resolution No. 2

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of equity shares voted (Rs. 2/- each)
Total Votes received	46	3,97,12,699	7,94,25,398
Less: Invalid Votes	4	1,04,025	2,08,050
Net Valid Votes casted	42	3,96,08,674	7,92,17,348
Votes in Favour of the Resolution (as a percentage of net valid votes casted)	34	3,96,08,393 (99.9993%)	7,92,16,786
Votes against the Resolution (as a percentage of net valid votes casted)	8	281 (0.0007%)	562



13. I have, on reckoning of the voting rights of the shareholders of the basis of paid up value of shares registered in their names, found that the total percentage in favour of the Resolutions are as under;

Resolution No.	Total Valid Votes (A)	Votes in favour (B)	Percentage (B/A*100)
1	3,96,08,888	3,96,08,646	99.9994%
2.	3,96,08,674	3,96,08,393	99.9993%

Accordingly, both the above Resolutions have been passed as the Special Resolutions with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,



Premnarayan R. Tripathi
Company Secretary in Practice
Mem. No: FCS 8851
COP: 10029



Place: Ahmedabad
Date: February 09, 2018

Date: February 10, 2018

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.: Result of Postal Ballot under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Circular no. CIR/CFD/CMD/8/2015 dated November 4, 2015 and Sections 108 & 110 of Companies Act, 2013 read with Companies (Management & Administration) rules, 2014 as amended from time to time, the result of Postal Ballot including E-voting conducted for obtaining approval of shareholders by way of Special resolutions as mentioned in the Notice of Postal Ballot dated December 5, 2017 is enclosed herewith along with the Report of the Scrutinizer.

All the resolutions mentioned in the Postal Ballot Notice dated December 5, 2017 has been passed by the members of the Company by requisite majority.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For WINDSOR MACHINES LIMITED



Priti Patel

Company secretary and Compliance officer



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

Date of Postal Ballot Notice	December 5, 2017
Total Number of Shareholders on record date (January 5, 2018)	11,511
Voting Start Date	January 10, 2018 at 9:00 a.m.
Voting End Date	February 8, 2018 at 5:00 p.m.
No. of shareholders who have voted through e-voting and Postal Ballot :	47
Promoters and Promoter Group :	2
Public:	45
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	-
Public :	-

Details of Agenda

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

Thanking You,
Yours faithfully,

For Windsor Machines Limited



Priti Patel

Company Secretary & Compliance Officer





Email : contact@windsormachines.com
Website : www.windsormachines.com
CIN : L99999MH1963PLC012642

WINDSOR

Partnering progress since 1963

WINDSOR MACHINES LIMITED

Registered Office :

102/103, Devnilan CHS,
Next To Tip Top Plaza, LBS Road,
Thane (W) - 400604, Maharashtra, India
Ph. : 25836592, Fax : +91 22 25836285

Windsor Machines Limited

Resolution Required : (Special)			1 - Alteration in Memorandum of Association, pursuant to Section 13 of the Companies Act, 2013, to insert a Specific Sub-Clause 5A to enable the Company to engage in the business of energy storage solutions system.					
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	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	-
Public Institutions	E-Voting	48,028	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	2,68,83,760	16,07,131	5.98	16,06,889	242	99.98	0.02
	Poll		1,745	0.01	1,745	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		16,08,876	5.98	16,08,634	242	99.98	0.02
Total		6,49,31,800	3,96,08,888	61.00	3,96,08,646	242	100.00	0.00





Email : contact@windsormachines.com
Website : www.windsormachines.com
CIN : L99999MH1963PLC012642

WINDSOR

Partnering progress since 1963

WINDSOR MACHINES LIMITED
Registered Office :
102/103, Devnilan CHS,
Next To Tip Top Plaza, LBS Road,
Thane (W) - 400604, Maharashtra, India
Ph. : 25836592, Fax : +91 22 25836285



Windsor Machines Limited								
Resolution Required : (Special)			2 - Increasing the limits for making investments, providing loans, guarantee and security under section 186 of the Companies Act, 2013.					
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	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	-
Public Institutions	E-Voting	48,028	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Non Institutions	E-Voting	2,68,83,760	16,07,131	5.98	16,06,850	281	99.98	0.02
	Poll		1,531	0.01	1,531	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		16,08,662	5.98	16,08,381	281	99.98	0.02
Total		6,49,31,800	3,96,08,674	61.00	3,96,08,393	281	100.00	0.00

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT PROCEDURE (INCLUDING E-VOTING) BY THE SHAREHOLDERS OF THE COMPANY ON FEBRUARY 10, 2018.

“RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, & Rules framed thereto, and other provisions of applicable law, the Memorandum of Association of the Company be and is hereby amended by insertion of the following sub-clause 5A (immediately following existing sub- clause 5 and immediately preceding existing sub-clause 6) in Clause III :

5A. To carry on activities of manufacture, trading, services, research and development, contracting/sub-contracting, contracting out, export, import, granting and obtaining license/rights of technical know-how of any product, component, machinery or other activity in the field/business of energy storage systems solutions, including, without limitation, storage batteries of every kind, whether by setting up own unit or sub-contracting or rendering any technical or other services or by way of joint venture, subsidiary or other collaboration/undertaking of any kind and for carrying out all activities incidental, ancillary or connected thereto.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any of its Director(s) or officer(s) of the Company to file necessary forms/documents with the Registrar of Companies, Maharashtra, SEBI and/or any of the Government/Regulatory authority and to do all such acts, deeds and things as may be necessary, incidental, ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

Certified To be True
For Windsor Machines Limited




Priti Patel

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Energy and power of various kinds continues to be scarce on one hand and faces ever increasing demand on the other. Erratic supply of power and non-availability of power generally too remains a concern in India and abroad. Portable devices, vehicles, gadgets of various kinds, etc. too are increasingly in demand. Energy storage devices of various kinds thus present an attractive and long-term business proposition and also as an eco-friendly business to be in. The Company already has expertise and infrastructure in respect of some of the materials that may be used in these products. The Company has been actively exploring this field and has taken provisional decision, in addition to investing in another company engaged in such business, subject to necessary approvals, to engage in the activity of research, manufacture and trading in such products and engaging in activities related thereto. This may be done by way of teaming up with business/experts already in this field to begin with. To permit and enable the Company to do so, a specific object sub-clause is proposed to be inserted in the Memorandum of Association of the Company.

Further, revised Memorandum of Association, after incorporating above amendment, is available for inspection at the Registered Office of the Company on any working day between 10:00 a.m. to 2:00 p.m. up to the date of declaration of postal ballot result.

The Board recommends this resolution as a special resolution to the members for approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

Certified To be True
For Windsor Machines Limited




Priti Patel

Company Secretary

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT PROCEDURE (INCLUDING E-VOTING) BY THE SHAREHOLDERS OF THE COMPANY ON FEBRUARY 10, 2018.

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with applicable rules of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any other applicable rules and regulations framed under the Companies Act, 2013), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, to give loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with any loan, as may be required from time to time, exceeding 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company, whichever is more, as the Board of Directors may think fit, in one or more tranches, not exceeding ₹ 40 Crores (Rupees Forty Crores) only over and above the limits prescribed under the above said section.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or an authorized Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary incidental or ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

Certified To be True
For Windsor Machines Limited



Priti Patel

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

In order to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make strategic investments in shares, debentures and/or any other securities of any other body corporates including enabling the Company to invest in a company carrying the business activities in the field of energy storage solutions including batteries (as stated in Item No. 1 of the Explanatory statement above), it is necessary to obtain approval of the shareholders by means of a Special Resolution for authorizing the Board of Directors to exercise aforesaid powers, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to the maximum limit of ₹ 40 Crores (Rupees Forty Crores) only over and above the limits prescribed under the said section.

The Board recommends this resolution as a special resolution to the members for approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

Certified To be True
For Windsor Machines Limited




Priti Patel

Company Secretary