

Date: September 29, 2016

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

Symbol: WINDMACHIN

Dear Sir,

Sub.: Declaration of Result of the Annual General Meeting held on September 29, 2016

Please find attached herewith Result of Annual General Meeting of Windsor Machines Limited held on September 29, 2016.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED



Priti Patel

Company secretary and Compliance officer

WINDSOR MACHINES LIMITED

53rd ANNUAL GENERAL MEETING HELD ON SEPTEMBER 29, 2016
Declaration of Results

53rd Annual General Meeting was held on September 29, 2016 at 11.30 a.m. at Thane Manufacturers' Association, Plot No. 6, TMA House, Main Road Wagle Estate, Thane (w) - 400604.

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 resolutions proposed in the notice of 53rd Annual General Meeting (AGM). The e-voting was open from 9:00 a.m. on September 26, 2016 upto 5:00 p.m. on September 28, 2016.

The Board of Directors had appointed Ms. Rama Subramanian, Company Secretary in practice as scrutinizer for e-voting and Ballot Voting at AGM venue. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5:00 p.m. on September 28, 2016 and Ballot Voting at the 53rd AGM and submitted report(s) on September 29, 2016. The Report(s) of Scrutinizer is attached 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.	Adoption of Audited Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2016.	Ordinary	3,93,17,886	100	-	-
2.	Appointment of a Director in place of Mr. P. C. Kundalia (DIN 00323801), who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary	3,93,17,886	100	-	-
3.	Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors.	Ordinary	3,93,17,886	100	-	-
4.	Appointment of Mr. T. S. Rajan (DIN 05217297), as a Director of the Company.	Ordinary	3,93,17,886	100	-	-
5.	Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.	Special	3,93,17,886	100	-	-

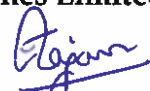
6.	Approval of remuneration to be paid to the cost accountants for the year 2016-17.	Ordinary	3,93,17,886	100	-	-
7.	Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".	Special	3,93,17,886	100	-	-

Based on the Report(s) of the Scrutinizer, all Resolutions as set out in the Notice of 53rd AGM have been duly approved by the Members with requisite majority.

Date : September 29, 2016

Place : Thane

For Windsor Machines Limited



T. S. Rajan

Executive Director & CEO
Chairman of 53rd AGM

- d) At the AGM on September 29, 2016, the Chairman announced that Members present at the AGM 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 AGM.
- e) Thereafter, on completion of the physical voting at the AGM, 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) 7 members participated in the e-voting process. 35 members participated in the AGM wherein 18 Members participated in the ballot process and no ballot paper 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
Item No 1: Adoption of annual audited financial statements for the year ended 31st March 2016. Ordinary resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 st March 2016 along with the reports of the Directors and Auditors thereon.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	<u>25</u>	<u>3,93,17,886</u>	<u>100</u>	<u>-</u>	<u>-</u>	<u>-</u>
Item No 2: Re-appointment of director retiring by rotation. Ordinary resolution for re-appointment of Mr.P. C. Kundalia, a director retiring by rotation and who is eligible for re-appointment.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	<u>25</u>	<u>3,93,17,886</u>	<u>100</u>	<u>-</u>	<u>-</u>	<u>-</u>



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
Item No 3: Appointment of auditors and fix their remuneration Ordinary resolution for appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as statutory auditors of the company pursuant to Section 139 of the Companies Act, 2013 for the financial year 2016-2017 to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the company and to fix their remuneration.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-
Item No 4: Appointment of director of the Company Ordinary resolution for appointment of Mr. T. S. Rajan as a Director of the Company.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-



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
Item No 5: Appointment of Whole Time Director of the Company Special resolution for appointment of Mr. T. S. Rajan as a whole time director, designated as Executive Director of the Company.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-
Item No 6: Approval of remuneration to Cost Auditors Ordinary resolution for approval of remuneration of Rs 80,000/- and reimbursement of out of pocket expenses to M/s Ashish Bhavsar & Associates, Cost Accountants for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2017.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-

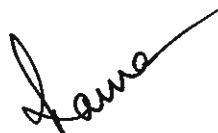


Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast
Item No 7: Offer of stock Options to employees of the Company Special resolution for issue, offer and allotment of stock options to employees of the company under a scheme titled 'Windsor Stock Options Plan 0 2016'.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-

You may accordingly declare the cumulative voting result of the Annual 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 53rd Annual 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 : September 29, 2016

For Windsor Machines Limited



T. S. Rajan
Chairman of the 53rd Annual General Meeting

