

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,

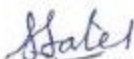
Sub.: Proceeding of the AGM as per Regulation 30, read with Schedule III, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 53rd Annual General Meeting of the Company, 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



PROCEEDINGS OF 53RD ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2016 AT 11:30 A.M. AT THANE MANUFACTURERS' ASSOCIATION, PLOT NO. 6, TMA HOUSE, MAIN ROAD, WAGLE ESTATE, THANE (W) - 400 604.

The 53rd Annual General Meeting of members of Windsor Machines Limited (the Company), was held on Thursday, September 29, 2016 at 11:30 a.m. at Thane Manufacturers' Association, Plot No. 6, TMA House, Main Road, Wagale Estate, Thane (W) - 400 604. 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 & CBO 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 Directors/Key Managerial Personnel & their Shareholding, Register of Contract & Arrangement, Register of Proxy & Corporate Representation and accounts of subsidiary Companies etc. were kept open during the meeting for inspection of the Members.

Chairman of the Meeting welcomed the Members present in the Annual General Meeting and introduced the Directors present on the dais. He referred to the Notice dated May 25, 2016 convening the 53rd Annual General Meeting & Directors' Report and with consent of Members present, the Notice & Directors' Report were taken as read.

Chairman of the Meeting requested Ms. Priti Patel, Company Secretary to read the Auditors' Report and, with consent of Members, Annexure to Auditors' Report was taken as read. He appraised the Members that there were no qualification, observation or comments on the financial transactions or matters which have any adverse effect on the functioning of the Company in the Statutory Auditor's Report or Secretarial Auditor's Report for the Financial Year 2015-16, which are required to read before Annual General Meeting in terms of Section 145 of the Companies Act, 2013 read with relevant Secretarial Standard.

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 September 26, 2016 to September 28, 2016 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 AGM venue.

Thereafter, Chairman of the Meeting invited the Members to ask questions relating to the accounts and operations of the Company. 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 Resolution given in the Annual General Meeting Notice. A few Members proposed and seconded the Resolutions. Chairman, then, formally put the Resolutions to Ballot voting at the Annual General Meeting.

Based on the Scrutiniser's consolidated Report dated September 29, 2016, the Chairman declared that resolutions proposed in the Notice of the 53rd AGM of the Company were passed with requisite majority.

Resolutions passed at the Annual General Meeting:

Sr. No	Item No.	Type of resolution	Approval Status
1.	Adoption of Audited Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2016.	Ordinary	Passed with Requisite Majority
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	Passed with Requisite Majority
3.	Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors.	Ordinary	Passed with Requisite Majority
4.	Appointment of Mr. T. S. Rajan (DIN 05217297), as a Director of the Company.	Ordinary	Passed with Requisite Majority
5.	Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.	Special	Passed with Requisite Majority

6.	Approval of remuneration to be paid to the cost accountants for the year 2016-17.	Ordinary	Passed with Requisite Majority
7.	Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".	Special	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 Annual General Meeting.

At the conclusion of 53rd Annual 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.

For WINDSOR MACHINES LIMITED

Date: September 29, 2016
Place: Thane



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 Ltd at its meeting held on 25th May 2016 for the purpose of scrutinizing the e-voting process and examining the poll papers on the resolutions moved at the 53rd Annual General Meeting of the members of the company held on Thursday, September 29, 2016 at 11.30 a.m. at Thane Manufacturers' Association, Plot No 6, TMA House, Main Road, Wagle Estate, Thane (W) 400 604.

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 poll on the resolutions contained in the Notice of the 53rd General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process, both e-voting and poll, 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:

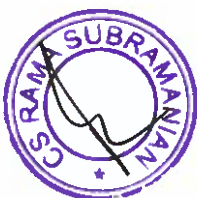
- a) The Company has provided remote e-voting facility through Central Depository Services (India) Limited (CDSL) on their website www.evotingindia.com.
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The e-voting commenced on September 26, 2016 (9.00 a.m.) and ended on September 28, 2016 (5.00 p.m.)



- 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	-	-	-

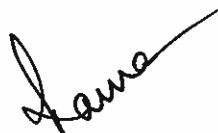


Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast
Item No 7: Offer of stock Options to employees of the Company Special resolution for issue, offer and allotment 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

