

Annexure II

Scrutinizer's Report

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman
Windsor Machines Limited
Floor 3 & 4, Corporate House No. 06, Block B
Magnet Corporate Park, Off S G Highway,
Thaltej, Ahmedabad-380054

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Limited (the company) for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the company as per Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of the resolution contained in the Notice of Postal Ballot dated February 7, 2026 in a fair and transparent manner and submit the report as under:

1. As informed by the company, the Postal Ballot Notice was sent only by email to all the Members, whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, February 6, 2026 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited ("RTA").
2. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes were not sent to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members took place through remote e-voting only.
3. As informed by the company, notice about the postal ballot was published in Financial Express (English newspaper) and Financial Express (Gujarati newspaper) on February 12, 2026.
4. The company engaged the services of Central Depository Services (India) Limited [CDSL] to provide remote e-voting facility to its members.
5. The remote e-voting period commenced on Thursday, February 12, 2026 (9:00 A.M. 1ST) and ended on Friday, March 13, 2026 (05:00 P.M. 1ST).



6. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution under Special Business as contained in the Notice dated February 7, 2026 is as under:

Special Resolution for approval to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Factory Building Construction and fixed assets attached to the construction located at Plots No. 5402-5405, Phase IV, GIDC Vatva, Ahmedabad-382445

Number of members participating in the postal ballot process	Total number of shares held by the participating shareholders	Number of votes in favour of the resolution	Number of votes against the resolution	Invalid or abstained votes
47	48072058	48071700	358	0
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		100	0	0

7. Based on the above, I hereby certify that the Special Resolution as contained in the Postal Ballot notice has been passed with requisite majority.
8. The register, in accordance with Rule 20(4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2014, has been maintained to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. The same will be handed over to the Company for safe custody after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.

Date: March 14, 2026
Place: Thane



Rama
Rama Subramanian
Company Secretary in Practice
ACS 15923; COP 10964
ICSI UDIN A015923G004070787
Peer Certificate No.: 7275/2025