

Date: October 1, 2020

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 Annual General Meeting held on
September 30, 2020

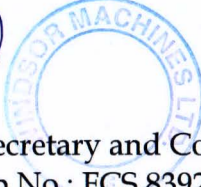
Please find attached herewith Result of Annual General Meeting of Windsor Machines Limited held on September 30, 2020.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED



Priti Patel
Company secretary and Compliance officer
Membership No.: FCS 8392



Encl:

1. Declaration of Results
2. Scrutinizers' Report

WINDSOR MACHINES LIMITED

57th ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2020

Declaration of Results

57th Annual General Meeting was held on September 30, 2020 at 11:30 a.m. through Video Conferencing.

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 57th Annual General Meeting (AGM). The e-voting window was open from 9:00 a.m. on September 27, 2020 up to 5:00 p.m. on September 29, 2020.

The Board of Directors had appointed Ms. Rama Subramanian, Company Secretary in practice as scrutinizer for E-Voting and Voting at the AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5:00 p.m. on September 29, 2020 and E-Voting at the 57th AGM and submitted report(s) on September 30, 2020. 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.	Adoption of Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2020.	Ordinary	4,57,16,237	99.99%	4,010	0.01%
2.	Appointment of a Director in place of Mr. Jayant Thakur (DIN 01328746), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	4,57,16,237	99.99%	4,010	0.01%
3.	Appointment of Statutory Auditors.	Ordinary	4,57,16,237	99.99%	4,010	0.01%
4.	Appointment of Mr. Manoj Lodha (DIN 07349179) as Non-Executive Independent Director of the Company for a period of 5 years.	Ordinary	4,57,16,237	99.99%	4,010	0.01%
5.	Approval of remuneration to be paid to the cost accountants for the year 2020-21.	Ordinary	4,57,16,238	99.99%	4,009	0.01%



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



WINDSOR MACHINES LIMITED

Registered Office :

102/103, 1st Floor, Devmilan CHS,
Next To Tip Top Plaza, LBS Road,
Thane (W) - 400604, Maharashtra, India
Ph. : +91 22 25836592, Fax : +91 22 25836285

Based on the Report(s) of the Scrutinizer, all Resolutions as set out in the Notice of 57th AGM have been duly approved by the Members with requisite majority.

Date : October 1, 2020
Place : Thane

For Windsor Machines Limited



T. S. Rajan
Chairman of 57th AGM
Executive Director & CEO
(DIN: 05217297)

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 August 30, 2020, for the purpose of scrutinizing the e-voting process in respect of the resolutions moved at the 57th Annual General Meeting of the members of the company held on Wednesday, September 30, 2020 at 11:30 a.m. through video conferencing/audio-visual means.

The management of the company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the Notice of the 57th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process, both remote e-voting and at the AGM, 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.

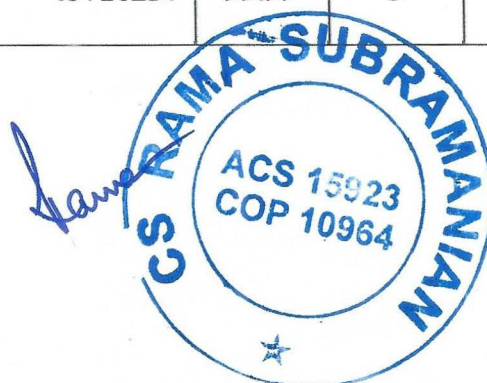


I submit my report as under:

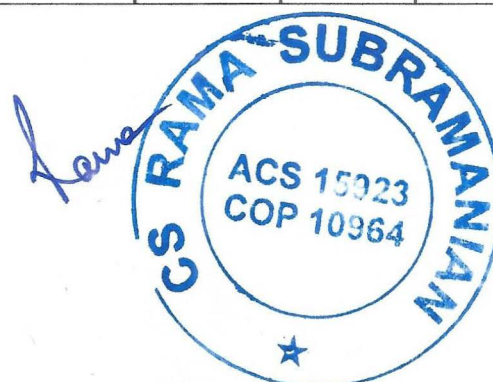
- a) The Company has provided e-voting facility through Central Depository Services (India) Limited (CDSL) on their website www.evotingindia.com.
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The remote e-voting commenced on September 27, 2020 (9:00 a.m.) and ended on September 29, 2020 (5:00 p.m.).
- d) At the AGM on September 30, 2020, the Chairman of the 57th AGM has announced that Members present at the AGM who had not cast their votes earlier by remote e-voting can exercise their voting rights through e-voting at the conclusion of the AGM.
- e) Subsequently, the votes cast through remote e-voting before the AGM and at the AGM were unlocked in the presence of two witnesses and e-voting summary was generated from the electronic voting system provided by CDSL.
- f) 59 members participated in the remote e-voting process before the AGM. 42 members were present in the AGM out of which 9 members participated in e-voting process at the AGM.
- g) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under remote e-voting and at the AGM has been maintained.
- h) The cumulative result of the entire e-Voting process 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 2020. Ordinary Resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 st March 2020 along with the reports of the Directors and Auditors thereon.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01
Item No 2 Appointment of director retiring by rotation. Ordinary Resolution for appointment of Mr. Jayant Thakur (DIN 01328746), a director retiring by rotation and who is eligible for re-appointment.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01
Item No 3: Appointment of Statutory Auditor of the Company. Ordinary Resolution for appointment of M/s. JBTM & Associates, LLP, Chartered Accountants, Mumbai having FRN. 100365W for a period of five years.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01



Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of mem- bers	No. of shares	% of total votes cast	No. of mem- bers	No. of shares	% of total votes cast
Item No 4: Appointment of Independent Director. Ordinary Resolution for appointment of Mr. Manoj Lodha (DIN 07349179) as Non Executive Independent Director for a term of five consecutive years w.e.f July 31, 2020.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01
Item No 5: Approval of remuneration to Cost Auditors. Ordinary Resolution for approval of remuneration of Rs. 92,000/- and reimbursement of out of pocket expenses to M/s Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2021.	<u>E voting</u>						
	Remote	55	39783868	99.99	4	4009	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	64	45716238	99.99	4	4009	0.01



- i) Based on these results, I report that all the 5 Ordinary Resolutions as set out in Item Nos. 1 to 5 of the Notice of the AGM dated August 30, 2020 have been passed with requisite majority.

You may accordingly declare the cumulative e-voting result of the 57th Annual General Meeting.

All the relevant records of the e-voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the 57th 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 : October 1, 2020

for **Windsor Machines Limited**



T. S. Rajan
Chairman of the 57th Annual General Meeting
DIN: 05217297



Date: October 1, 2020

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 AGM 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 57th Annual General Meeting of the Company, held on September 30, 2020.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED



Priti Patel
Company secretary and Compliance officer
Membership No.: FCS 8392

Encl.: Extract of Proceeding of 57th AGM



**EXTRACT OF THE PROCEEDINGS OF 57TH ANNUAL GENERAL MEETING HELD ON
SEPTEMBER 30, 2020 AT 11:30 A.M. THROUGH VIDEO CONFERENCING.**

The 57th Annual General Meeting of members of Windsor Machines Limited (the Company), was held on Wednesday, September 30, 2020 at 11:30 a.m. through Video Conferencing.

The following Directors were present:

1. Mr. T. S. Rajan, Executive Director & CEO
2. Mr. Jayant Thakur, Non-Executive Director, Chairman of Stakeholder Committee
3. Mr. Shishir Dalal, Non-Executive Independent Director, Chairman of Audit Committee
4. Mr. M. K. Arora, Non-Executive Independent Director
5. Ms. Mahua Roy Chowdhury, Non-Executive Independent Director
6. Mr. Manoj Lodha, Non-Executive Independent Director

In Attendance:

1. Ms. Priti Patel, Company Secretary & Compliance Officer

Invitees:

1. Mr. Niraj D. Adatia - Partner, Niraj D. Adatia & Associates
2. Mr. Kashyap R. Mehta, Secretarial Auditor

In terms of the provision 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 Meeting was called in order.

Pursuant to Section 171 (1) (b) of the Companies Act, 2013, the register of Shareholders, register of Directors/Key Managerial Personnel & their Shareholding and accounts of subsidiary Companies etc. were made available on the website of the Company during the meeting for inspection of the Members.

Chairman of the Meeting welcomed the Members present at the Annual General Meeting and introduced the Directors present through video conferencing. He referred to the Notice dated August 30, 2020 convening the 57th Annual General Meeting & Directors' Report and with consent of Members present, the Notice and Directors' Report were taken as read.

Chairman of the Meeting appraised the Members that there was 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 2019-20, which was required to read before Annual General Meeting, in terms of Section 145 of the Companies Act, 2013 read with relevant Secretarial Standard and with the consent of the members present, the Auditors Report was taken as read.



The Members of the meeting were informed 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 27, 2020 to September 29, 2020 at 9:00 a.m. to 5:00 p.m. for the members to cast their votes electronically. The Company has chosen E-voting during the AGM.

Thereafter, Chairman of the Meeting invited Mrs. Vasudha Dakwe who registered herself as a speaker to ask questions during 57th AGM. The Chairman replied to the queries/questions raised by her in detail, provided clarifications on various matters to her satisfaction.

Thereafter Chairman of the Meeting formally put the Resolutions to E-voting at the Annual General Meeting.

Based on the Scrutiniser's consolidated Report dated September 30, 2020, the Chairman declared that resolutions proposed in the Notice of the 57th 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 Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2020.	Ordinary	Passed with . Requisite Majority
2.	Appointment of a Director in place of Mr. Jayant Thakur (DIN 01328746), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed with Requisite Majority
3.	Appointment of Statutory Auditors.	Ordinary	Passed with Requisite Majority
4.	Appointment of Mr. Manoj Lodha (DIN 07349179) as Non-Executive Independent Director of the Company for a period of 5 years.	Ordinary	Passed with Requisite Majority
5.	Approval of remuneration to be paid to the cost accountants for the year 2020-21.	Ordinary	Passed with Requisite Majority





WINDSOR MACHINES LIMITED

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

WINDSOR

Partner in progress

Registered Office :

102/103, 1st Floor, Devmilan CHS,
Next To Tip Top Plaza, LBS Road,
Thane (W) - 400604, Maharashtra, India
Ph. : +91 22 25836592, Fax : +91 22 25836285

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 57th 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.

The Meeting was concluded at 12:20 p.m.

Date : October 1, 2020

Place : Ahmedabad

For Windsor Machines Limited



Priti Patel

Company secretary and Compliance officer
Membership No. : FCS 8392

Date: October 1, 2020

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 57th Annual General Meeting.

The 57th Annual General Meeting (AGM) of the members of the Company was held on September 30, 2020 through Video Conferencing.

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

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **WINDSOR MACHINES LIMITED**



Priti Patel
Company Secretary & Compliance Officer
Membership No.: FCS 8392



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

Date of Annual General Meeting	September 30, 2020
Book Closure	Thursday, September 24, 2020 To Wednesday, September 30, 2020
Total number of Shareholders on Book Closure Date	11,819
No. of shareholders present in the meeting either in person or through proxy :	NIL
Promoters and Promoter Group :	NIL
Public:	NIL (Due to Covid-19 Pandemic, 57 th AGM was held through Video Conferencing/Other Audio Visual Means).
No. of shareholders attended the meeting through Video Conferencing:	42
Promoters and Promoter Group:	2
Public:	40

Details of Agenda

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

Thanking You,
Yours faithfully,
For Windsor Machines Limited


Priti Patel

Company Secretary & Compliance Officer
Membership No.: FCS 8392

Windsor Machines Limited

Resolution Required : (Ordinary)			1 - Adoption of financial statements for the year ended March 31, 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	<u>E-Voting</u>	3,80,00,012						
	Remote		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
Public Institutions	<u>E-Voting</u>	18,719						
	Remote		0	0.0000	0	0	0.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	<u>E-Voting</u>	2,69,31,788						
	Remote		47,87,865	17.7777	47,83,855	4,010	99.9162	0.0838
	At AGM		59,32,370	22.0274	59,32,370	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,07,20,235	39.8051	1,07,16,225	4,010	99.9626	0.0374
Total		6,49,31,800	4,57,20,247	70.4127	4,57,16,237	4,010	99.9912	0.0088



Windsor Machines Limited

2 - Appointment of a Director in place of Mr. Jayant Thakur (DIN 01328746) who retires by rotation and being eligible, offers himself for re-appointment

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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						
	Remote		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
Public Institutions	E-Voting	18,719						
	Remote		0	0.0000	0	0	0.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2,69,31,788						
	Remote		47,87,865	17.7777	47,83,855	4,010	99.9162	0.0838
	At AGM		59,32,370	22.0274	59,32,370	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,07,20,235	39.8051	1,07,16,225	4,010	99.9626	0.0374
Total		6,49,31,800	4,57,20,247	70.4127	4,57,16,237	4,010	99.9912	0.0088



Windsor Machines Limited

Resolution Required : (Ordinary)			3 - Appointment of Statutory Auditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	<u>E-Voting</u>	3,80,00,012						
	Remote		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
Public Institutions	<u>E-Voting</u>	18,719						
	Remote		0	0.0000	0	0	0.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	<u>E-Voting</u>	2,69,31,788						
	Remote		47,87,865	17.7777	47,83,855	4,010	99.9162	0.0838
	At AGM		59,32,370	22.0274	59,32,370	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,07,20,235	39.8051	1,07,16,225	4,010	99.9626	0.0374
Total		6,49,31,800	4,57,20,247	70.4127	4,57,16,237	4,010	99.9912	0.0088



Windsor Machines Limited

4 - Appointment of Mr. Manoj Lodha (DIN 07349179) as Non-Executive Independent Director of the Company for a period of 5 years w.e.f. July 31, 2020 to July 30, 2025.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

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		3,80,00,012	3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
Public Institutions	E-Voting	18,719						
	Remote		0	0.0000	0	0	0.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2,69,31,788						
	Remote		47,87,865	17.7777	47,83,855	4,010	99.9162	0.0838
	At AGM		59,32,370	22.0274	59,32,370	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,07,20,235	39.8051	1,07,16,225	4,010	99.9626	0.0374
Total		6,49,31,800	4,57,20,247	70.4127	4,57,16,237	4,010	99.9912	0.0088



Windsor Machines Limited

Resolution Required : (Special)			5 - Approval of remuneration to be paid to the cost accountants for the year 2020-21.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	<u>E-Voting</u>	3,80,00,012						
	Remote		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3,50,00,012	92.1053	3,50,00,012	0	100.0000	0.0000
Public Institutions	<u>E-Voting</u>	18,719						
	Remote		0	0.0000	0	0	0.0000	0.0000
	At AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	<u>E-Voting</u>	2,69,31,788						
	Remote		47,87,866	17.7778	47,83,856	4,010	99.9162	0.0838
	At AGM		59,32,370	22.0274	59,32,370	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1,07,20,236	39.8051	1,07,16,226	4,010	99.9626	0.0374
Total		6,49,31,800	4,57,20,248	70.4127	4,57,16,238	4,010	99.9912	0.0088



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 August 30, 2020, for the purpose of scrutinizing the e-voting process in respect of the resolutions moved at the 57th Annual General Meeting of the members of the company held on Wednesday, September 30, 2020 at 11:30 a.m. through video conferencing/audio-visual means.

The management of the company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the Notice of the 57th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process, both remote e-voting and at the AGM, 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.

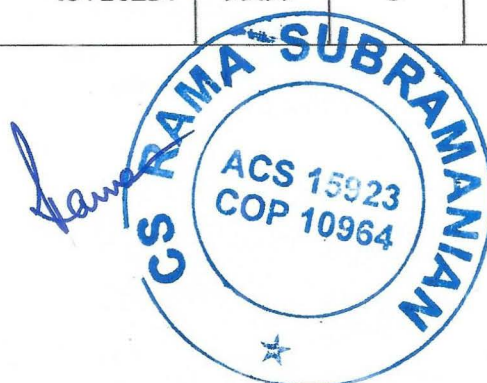


I submit my report as under:

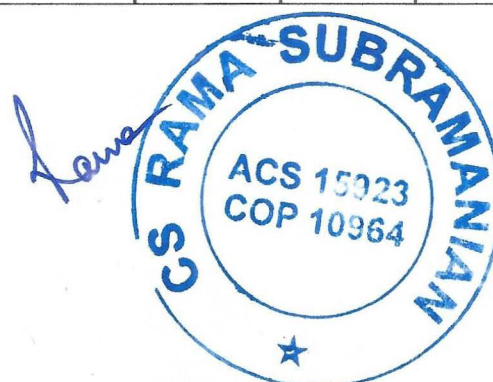
- a) The Company has provided e-voting facility through Central Depository Services (India) Limited (CDSL) on their website www.evotingindia.com.
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The remote e-voting commenced on September 27, 2020 (9:00 a.m.) and ended on September 29, 2020 (5:00 p.m.).
- d) At the AGM on September 30, 2020, the Chairman of the 57th AGM has announced that Members present at the AGM who had not cast their votes earlier by remote e-voting can exercise their voting rights through e-voting at the conclusion of the AGM.
- e) Subsequently, the votes cast through remote e-voting before the AGM and at the AGM were unlocked in the presence of two witnesses and e-voting summary was generated from the electronic voting system provided by CDSL.
- f) 59 members participated in the remote e-voting process before the AGM. 42 members were present in the AGM out of which 9 members participated in e-voting process at the AGM.
- g) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under remote e-voting and at the AGM has been maintained.
- h) The cumulative result of the entire e-Voting process 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 2020. Ordinary Resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 st March 2020 along with the reports of the Directors and Auditors thereon.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01
Item No 2 Appointment of director retiring by rotation. Ordinary Resolution for appointment of Mr. Jayant Thakur (DIN 01328746), a director retiring by rotation and who is eligible for re-appointment.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01
Item No 3: Appointment of Statutory Auditor of the Company. Ordinary Resolution for appointment of M/s. JBTM & Associates, LLP, Chartered Accountants, Mumbai having FRN. 100365W for a period of five years.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01



Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of mem- bers	No. of shares	% of total votes cast	No. of mem- bers	No. of shares	% of total votes cast
Item No 4: Appointment of Independent Director. Ordinary Resolution for appointment of Mr. Manoj Lodha (DIN 07349179) as Non Executive Independent Director for a term of five consecutive years w.e.f July 31, 2020.	<u>E voting</u>						
	Remote	54	39783867	99.99	5	4010	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	63	45716237	99.99	5	4010	0.01
Item No 5: Approval of remuneration to Cost Auditors. Ordinary Resolution for approval of remuneration of Rs. 92,000/- and reimbursement of out of pocket expenses to M/s Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2021.	<u>E voting</u>						
	Remote	55	39783868	99.99	4	4009	0.01
	At AGM	9	5932370	100	0	0	0.00
	Total	64	45716238	99.99	4	4009	0.01



- i) Based on these results, I report that all the 5 Ordinary Resolutions as set out in Item Nos. 1 to 5 of the Notice of the AGM dated August 30, 2020 have been passed with requisite majority.

You may accordingly declare the cumulative e-voting result of the 57th Annual General Meeting.

All the relevant records of the e-voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the 57th 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 : October 1, 2020

for **Windsor Machines Limited**



T. S. Rajan
Chairman of the 57th Annual General Meeting
DIN: 05217297

