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

WINDSOR
Partner in progress

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

Date: September 12, 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.: 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 55th Annual General Meeting of the Company, held on September 11, 2018.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED

Priti Patel
Company secretary and Compliance officer

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

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EXTRACT OF THE PROCEEDINGS OF 55TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 11, 2018 AT 11:30 A.M. AT TIP TOP PLAZA, NEAR CHECK NAKA, L. B. S. MARG, OPP. RAHEJA GARDEN, THANE (W) - 400 604.

The 55th Annual General Meeting of members of Windsor Machines Limited (the Company), was held on Tuesday, September 11, 2018 at 11:30 a.m. at Tip Top Plaza, Near Check Naka, L. B. S. Marg, Opp. Raheja Garden, Thane (w) - 400 604. 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 Chairman of the Meeting called meeting to order.

As required Section 171 (b) of the Companies Act, 2013, the register of Shareholders, 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 28, 2018 convening the 55th 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 2017-18, 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.

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 8, 2018 to September 10, 2018 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.

WINDSOR MACHINES LTD.

1

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

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Partner in progress

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102/103, Devmilan CHS,
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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 formally put the Resolutions to Ballot voting at the Annual General Meeting.

Based on the Scrutiniser's consolidated Report dated September 11, 2018, the Chairman declared that resolutions proposed in the Notice of the 55th 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, 2018.	Ordinary	Passed with Requisite Majority
2.	Declaration of final dividend on equity shares for the financial year 2017-18.	Ordinary	Passed with Requisite Majority
3.	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
4.	Approval of remuneration to be paid to the cost accountants for the year 2018-19.	Ordinary	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 55th 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 12:30 p.m.

Date : September 12, 2018
Place : Thane

For Windsor Machines Limited

Priti Patel
Company secretary and Compliance officer

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

WINDSOR
Partner in progress

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

Date: September 12, 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.: Voting Result of 55th Annual General Meeting.

The 55th Annual General Meeting (AGM) of the members of the Company was held on September 11, 2018 at Thane.

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

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

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Partner in progress

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Thane (W) - 400604, Maharashtra, India
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Report on Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting	September 11, 2018
Book Closure	Wednesday, September 5, 2018 To Tuesday, September 11, 2018
Total number of Shareholders on Book Closure Date	11,477
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public:	36 2 34
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public :	NIL NIL NIL

Details of Agenda

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

Thanking You,
Yours faithfully,
For Windsor Machines Limited

Priti Patel
Company Secretary& Compliance Officer

Windsor Machines Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and Consolidated basis for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.					
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	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		**3,80,00,012**	**100.00**	**3,80,00,012**	**-**	**100.00**	**0.00**
Public Institutions	E-Voting	68,447	-	0.00	-	-	0.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		**-**	**0.00**	**-**	**-**	**0.00**	**0.00**
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,878	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		**3,64,629**	**1.36**	**3,64,520**	**109**	**99.97**	**0.03**
Total		**6,49,31,800**	**3,83,64,641**	**59.08**	**3,83,64,532**	**109**	**99.99**	**0.01**

WINDSOR MACHINES LTD.

Windsor Machines Limited

Resolution Required : (Ordinary)	**2 - To declare final dividend on equity shares for the financial year 2017-18.**
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	0	100.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	Total		**3,80,00,012**	**100.00**	**3,80,00,012**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	68,447	-	0.00	0	0	0.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	Total		**-**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,878	0	100.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	Total		**3,64,629**	**1.36**	**3,64,520**	**109**	**99.97**	**0.03**
Total		**6,49,31,800**	**3,83,64,641**	**59.08**	**3,83,64,532**	**109**	**99.99**	**0.01**

WINDSOR MACHINES LTD.

<table>
<tr><th colspan="9">Windsor Machines Limited</th></tr>
<tr><td colspan="3">Resolution Required : (Ordinary)</td><td colspan="6">3 - To appoint a Director in place of Mr. P. C. Kundalia (DIN 00323801) who retires by rotation and being eligible, offers himself for re-appointment</td></tr>
<tr><td colspan="3">Whether promoter/ promoter group are interested in the agenda/resolution?</td><td colspan="6">No</td></tr>
<tr><td rowspan="2">Category</td><td rowspan="2">Mode of Voting</td><td>No. of shares held</td><td>No. of votes polled</td><td>% of Votes Polled on outstanding shares</td><td>No. of Votes - in favour</td><td>No. of Votes -Against</td><td>% of Votes in favour on votes polled</td><td>% of Votes against on votes polled</td></tr>
<tr><td>[1]</td><td>[2]</td><td>[3]={[2]/[1]}*100</td><td>[4]</td><td>[5]</td><td>[6]={[4]/[2]}*100</td><td>[7]={[5]/[2]}*100</td></tr>
<tr><td rowspan="4">Promoter and Promoter Group</td><td>E-Voting</td><td rowspan="4">3,80,00,012</td><td>3,80,00,012</td><td>100.00</td><td>3,80,00,012</td><td>0</td><td>100.00</td><td>0.00</td></tr>
<tr><td>Poll</td><td>-</td><td>0.00</td><td>-</td><td>0</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Postal Ballot</td><td>-</td><td>0.00</td><td>-</td><td>0</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Total</td><td>3,80,00,012</td><td>100.00</td><td>3,80,00,012</td><td>0</td><td>100.00</td><td>0.00</td></tr>
<tr><td rowspan="4">Public Institutions</td><td>E-Voting</td><td rowspan="4">68,447</td><td>-</td><td>0.00</td><td>-</td><td>0</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Poll</td><td>-</td><td>0.00</td><td>-</td><td>0</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Postal Ballot</td><td>-</td><td>0.00</td><td>-</td><td>0</td><td>0.00</td><td>0.00</td></tr>
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<tr><td rowspan="4">Public Non Institutions</td><td>E-Voting</td><td rowspan="4">2,68,63,341</td><td>751</td><td>0.00</td><td>642</td><td>109</td><td>85.49</td><td>14.51</td></tr>
<tr><td>Poll</td><td>3,63,878</td><td>1.35</td><td>3,63,878</td><td>0</td><td>100.00</td><td>0.00</td></tr>
<tr><td>Postal Ballot</td><td>-</td><td>0.00</td><td>-</td><td>0</td><td>0.00</td><td>0.00</td></tr>
<tr><td>Total</td><td>3,64,629</td><td>1.36</td><td>3,64,520</td><td>109</td><td>99.97</td><td>0.03</td></tr>
<tr><td>Total</td><td></td><td>6,49,31,800</td><td>3,83,64,641</td><td>59.08</td><td>3,83,64,532</td><td>109</td><td>99.99</td><td>0.01</td></tr>
</table>

WINDSOR MACHINES LTD.

Windsor Machines Limited

Resolution Required : (Special)	4 - To Approve remuneration to be paid to the Cost Accountants for the year 2018-19.
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	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		**3,80,00,012**	**100.00**	**3,80,00,012**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	68,447	-	0.00	-	0	0.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		**-**	**0.00**	**-**	**0**	**0.00**	**0.00**
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,876	2	99.99	0.01
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		**3,64,629**	**1.36**	**3,64,518**	**111**	**99.97**	**0.03**
Total		**6,49,31,800**	**3,83,64,641**	**59.08**	**3,83,64,530**	**111**	**99.99**	**0.01**

WINDSOR MACHINES LTD.

Rama Subramanian
Company Secretary in Practice

+91 98701 35489
rama@csrama.com

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 May 28, 2018, for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the 55th Annual General Meeting of the members of the company held on Tuesday, September 11, 2018 at 11:30 a.m. at Tip Top Plaza, Near Check Naka, L.B.S. Marg, Opp. Raheja Garden, Thane (W) - 400 604.

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 and ballot on the resolutions contained in the Notice of the 55th General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, 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 8, 2018 (9:00 a.m.) and ended on September 10, 2018 (5:00 p.m.).

CS RAMA SUBRAMANIAN

d) At the AGM on September 11, 2018, 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) 11 members participated in the e-voting process. 36 members were present in the AGM out of which 29 members participated in the ballot process. 1 ballot paper for 3 shares 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;

CS RAMA SUBRAMANIAN

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 2018.							
Ordinary resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31st March 2018 along with the reports of the Directors and Auditors thereon.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**28**	**3,63,878**	**100.00**	**0**	**0**	**0**
	Total	**35**	**3,83,64,532**	**99.99**	**4**	**109**	**0.01**
Item No 2: Declaration of final dividend.							
Ordinary resolution for declaration of final dividend on the equity shares of the company for the financial year ended 31st March 2018.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**28**	**3,63,878**	**100.00**	**0**	**0**	**0**
	Total	**35**	**3,83,64,532**	**99.99**	**4**	**109**	**0.01**

C.S. RAMA SUBRAMANIAN

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 director retiring by rotation.							
Ordinary resolution for appointment of Mr. P. C. Kundalia, a director retiring by rotation and who is eligible for re-appointment.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**28**	**3,63,878**	**100.00**	**0**	**0**	**0**
	Total	**35**	**3,83,64,532**	**99.99**	**4**	**109**	**0.01**
Item No 4: 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 for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2019.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**27**	**3,63,876**	**99.99**	**1**	**2**	**0.01**
	Total	**34**	**3,83,64,530**	**99.99**	**5**	**111**	**0.01**

CS RAMA SUBRAMANIAN

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 55th Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,

CS RAMA SUBRAMANIAN

Rama Subramanian
Company Secretary in Practice
ACS 15923; COP 10964

Place: Thane
Date : September 11, 2018

for **Windsor Machines Limited**

WINDSOR MACHINES LTD.

T. S. Rajan
Chairman of the 55th Annual General Meeting

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

WINDSOR
Partner in progress

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

Date: September 12, 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 Result of the Annual General Meeting held on September 11, 2018

Please find attached herewith Result of Annual General Meeting of Windsor Machines Limited held on September 11, 2018.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED

Priti Patel
Company secretary and Compliance officer

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

WINDSOR
Partner in progress

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WINDSOR MACHINES LIMITED

55th ANNUAL GENERAL MEETING HELD ON SEPTEMBER 11, 2018

Declaration of Results

55th Annual General Meeting was held on September 11, 2018 at 11.30 a.m. at Tip Top Plaza, Near Check Naka, L. B. S. Marg, Opp. Raheja Garden, 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 55th Annual General Meeting (AGM). The e-voting window was open from 9:00 a.m. on September 8, 2018 upto 5:00 p.m. on September 10, 2018.

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 10, 2018 and Ballot Voting at the 55th AGM and submitted report(s) on September 11, 2018. 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, 2018.	Ordinary	3,83,64,532	99.99	109	0.01
2.	Declaration of final dividend on equity shares for the financial year 2017-18.	Ordinary	3,83,64,532	99.99	109	0.01
3.	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	3,83,64,532	99.99	109	0.01
4.	Approval of remuneration to be paid to the cost accountants for the year 2018-19.	Ordinary	3,83,64,530	99.99	111	0.01

Based on the Report(s) of the Scrutinizer, all Resolutions as set out in the Notice of 55th AGM have been duly approved by the Members with requisite majority.

Date : September 11, 2018
Place : Thane

For Windsor Machines Limited

WINDSOR MACHINES LTD.

T. S. Rajan
Executive Director & CEO
Chairman of 55th AGM

Rama Subramanian
Company Secretary in Practice

+91 98701 35489
rama@csrama.com

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 May 28, 2018, for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the 55th Annual General Meeting of the members of the company held on Tuesday, September 11, 2018 at 11:30 a.m. at Tip Top Plaza, Near Check Naka, L.B.S. Marg, Opp. Raheja Garden, Thane (W) - 400 604.

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 and ballot on the resolutions contained in the Notice of the 55th General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, 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 8, 2018 (9:00 a.m.) and ended on September 10, 2018 (5:00 p.m.).

CS RAMA SUBRAMANIAN

d) At the AGM on September 11, 2018, 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) 11 members participated in the e-voting process. 36 members were present in the AGM out of which 29 members participated in the ballot process. 1 ballot paper for 3 shares 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;

CS RAMA SUBRAMANIAN

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 2018.							
Ordinary resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31st March 2018 along with the reports of the Directors and Auditors thereon.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**28**	**3,63,878**	**100.00**	**0**	**0**	**0**
	Total	**35**	**3,83,64,532**	**99.99**	**4**	**109**	**0.01**
Item No 2: Declaration of final dividend.							
Ordinary resolution for declaration of final dividend on the equity shares of the company for the financial year ended 31st March 2018.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**28**	**3,63,878**	**100.00**	**0**	**0**	**0**
	Total	**35**	**3,83,64,532**	**99.99**	**4**	**109**	**0.01**

C.S. RAMA SUBRAMANIAN

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 director retiring by rotation.							
Ordinary resolution for appointment of Mr. P. C. Kundalia, a director retiring by rotation and who is eligible for re-appointment.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**28**	**3,63,878**	**100.00**	**0**	**0**	**0**
	Total	**35**	**3,83,64,532**	**99.99**	**4**	**109**	**0.01**
Item No 4: 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 for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2019.	**Remote E voting**	**7**	**3,80,00,654**	**99.99**	**4**	**109**	**0.01**
	Physical	**27**	**3,63,876**	**99.99**	**1**	**2**	**0.01**
	Total	**34**	**3,83,64,530**	**99.99**	**5**	**111**	**0.01**

CS RAMA SUBRAMANIAN

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 55th Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,

CS RAMA SUBRAMANIAN

Rama Subramanian
Company Secretary in Practice
ACS 15923; COP 10964

Place: Thane
Date : September 11, 2018

for **Windsor Machines Limited**

WINDSOR MACHINES LTD

T. S. Rajan
Chairman of the 55th Annual General Meeting