

December 7<sup>th</sup>, 2024

**The BSE Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code:** 522029

**National Stock Exchange of India Ltd.**

Exchange Plaza, Plot No. C/ 1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Symbol:** WINDMACHIN

**VOTING RESULTS AND SCRUTINIZER'S REPORT OF  
EXTRA ORDINARY GENERAL MEETING**

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the combined voting results along with the consolidated Scrutinizer's Report on voting conducted through electronic means (i.e., remote e-voting and e-voting during the Meeting) for the Extra-Ordinary General Meeting of the Company held on Friday, December 6, 2024.

The above information is also available on the Company's website at [www.windsormachines.com](http://www.windsormachines.com).

We request you to take the same on your records.

Thanking you,

Yours faithfully,  
**For WINDSOR MACHINES LIMITED**



**NIKHILKUMAR VADERA  
COMPANY SECRETARY**



Encl: as above

**WINDSOR MACHINES LIMITED**

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



<b>Date of Extra Ordinary General Meeting</b>	December 06, 2024
<b>Cut-off date of Voting Purpose</b>	Friday, November 29, 2024
<b>Total number of Shareholders as on Cut-off date</b>	20564
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	N.A.
Public	
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	1
Public	53

**Agenda-wise disclosure**

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

<b>Resolution Required : (Ordinary)</b>			<b>1 - Enhancement of limits prescribed under Section 186 of the Companies Act, 2013 up to an aggregate limit of Rs. 1,000/- Crore (Rupees One Thousand Crore)</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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	35000000	35000000	100.0000	35000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35000000</b>	<b>100.0000</b>	<b>35000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1390457	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	28541343	389644	1.3652	389451	193	99.9505	0.0495
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>389644</b>	<b>1.3652</b>	<b>389451</b>	<b>193</b>	<b>99.9505</b>	<b>0.0495</b>
<b>Total</b>		<b>64931800</b>	<b>35389644</b>	<b>54.5028</b>	<b>35389451</b>	<b>193</b>	<b>99.9505</b>	<b>0.0005</b>

**WINDSOR MACHINES LIMITED**

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



Resolution Required : (Ordinary)			2 - Issuance of Equity Shares of the Company to certain identified persons on Preferential Basis					
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	35000000	35000000	100.0000	35000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35000000</b>	<b>100.0000</b>	<b>35000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1390457	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	28541343	389644	1.3652	389251	393	99.9927	0.1009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>389644</b>	<b>1.3652</b>	<b>389251</b>	<b>393</b>	<b>99.8991</b>	<b>0.1009</b>
<b>Total</b>		<b>64931800</b>	<b>35389644</b>	<b>54.5028</b>	<b>35389251</b>	<b>393</b>	<b>99.9989</b>	<b>0.0011</b>

Resolution Required : (Ordinary)			3 - Issuance of Equity Warrants of the Company to certain identified persons on Preferential Basis					
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	35000000	35000000	100.0000	35000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>35000000</b>	<b>100.0000</b>	<b>35000000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1390457	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	28541343	389644	1.3652	389251	393	99.8991	0.1009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>389644</b>	<b>1.3652</b>	<b>389251</b>	<b>393</b>	<b>99.8991</b>	<b>0.1009</b>
<b>Total</b>		<b>64931800</b>	<b>35389644</b>	<b>54.5028</b>	<b>35389251</b>	<b>393</b>	<b>99.9989</b>	<b>0.0011</b>

**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. Vinay Bansod  
Executive Director & 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 (the company) at its meeting held on November 14, 2024 for the purpose of scrutinizing the e-voting process in respect of the resolutions moved at the Extra Ordinary General Meeting of the members of the company held on Friday, December 6, 2024 at 11:00 a.m. through video conferencing/audio-visual means including remote e-voting.

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 Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process, both remote e-voting and at the EGM, 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.

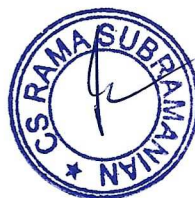


I submit my report as under:

- a) The Company has provided e-voting facility through Central Depository Services (India) Limited (CDSL) on their website [www.evotingindia.com](http://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 Tuesday, December 3, 2024 (9:00 a.m.) and ended on Thursday, December 5, 2024 (5:00 p.m.).
- d) At the EGM on December 6, 2024, Mr Vinay Bansod, Executive Director & CEO of the company announced that Members present at the EGM who had not cast their votes earlier by remote e-voting can exercise their voting rights through e-voting at the conclusion of the EGM.
- e) Subsequently, the votes cast through remote e-voting before the EGM and at the EGM were unlocked in the presence of two witnesses and e-voting summary was generated from the electronic voting system provided by CDSL.
- f) 56 members participated in the remote e-voting process before the EGM and 6 members participated in the e-voting process at the end of the EGM.
- 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 EGM 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
<p><b>Item No 1: Enhancement of limits prescribed under Section 186 of the Companies Act, 2013.</b></p> <p>Special Resolution for making investments, loans etc as prescribed under Section 186 of the Companies Act 2013 upto an aggregate limit of Rs 1,000 cr.</p>	<u>E voting</u>						
	Remote	48	3,53,88,748	99.999	8	193	0.001
	At EGM	6	703	100	0	0	0
	<b>Total</b>	<b>54</b>	<b>3,53,89,451</b>	<b>99.999</b>	<b>8</b>	<b>193</b>	<b>0.001</b>
<p><b>Item No 2: Issue of Equity shares on preferential basis.</b></p> <p>Special Resolution for issuance of equity shares of the company on preferential basis to identified persons upto an aggregate limit of 1,17,27,910 equity shares.</p>	<u>E voting</u>						
	Remote	48	3,53,88,748	99.999	8	193	0.001
	At EGM	5	503	71.550	1	200	28.450
	<b>Total</b>	<b>53</b>	<b>3,53,89,251</b>	<b>99.999</b>	<b>9</b>	<b>393</b>	<b>0.001</b>
<p><b>Item No 3: Issue of Equity warrants on preferential basis.</b></p> <p>Special Resolution for issuance of equity warrants of the company on preferential basis to identified persons upto an aggregate limit of 2,60,62,027 warrants.</p>	<u>E voting</u>						
	Remote	48	3,53,88,748	99.999	8	193	0.001
	At EGM	5	503	71.550	1	200	28.450
	<b>Total</b>	<b>53</b>	<b>3,53,89,251</b>	<b>99.999</b>	<b>9</b>	<b>393</b>	<b>0.001</b>

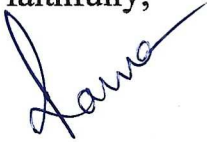


- i) Based on these results, I report that all the Resolutions as set out in Item Nos. 1 to 3 of the Notice of the EGM dated November 14, 2024 have been passed with requisite majority.

You may accordingly declare the cumulative e-voting result of the Extra Ordinary 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 EGM and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,



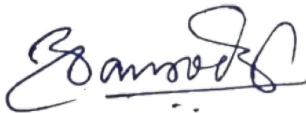
**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964  
ICSI UDIN: A015923F003299115  
Peer Review Cert No: 893/2020



Place: Thane

Date : December 7, 2024

for **Windsor Machines Limited**



**Mr. Vinay Bansod**  
**Chairman of the Extra Ordinary General Meeting**  
DIN: 09168450