

September 21<sup>st</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 THE 61<sup>ST</sup> ANNUAL GENERAL MEETING**

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Combined Voting Results along with the consolidated Scrutiniser's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system), in respect of the 61<sup>st</sup> Annual General Meeting of the Company held on Friday, September 20, 2024, are enclosed.

The same is also being made available on the website of the Company 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 Annual General Meeting</b>	September 20, 2024
<b>Cut-off date of Voting Purpose</b>	Friday, September 13, 2024
<b>Total number of Shareholders as on Cut-off date</b>	20530
<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	48

**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 - To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and Consolidated basis for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.</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	782669	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	29149131	2254281	7.7336	2254131	150	99.9933	0.0067
	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>2254281</b>	<b>7.7336</b>	<b>2254131</b>	<b>150</b>	<b>99.9933</b>	<b>0.0067</b>
<b>Total</b>		<b>64931800</b>	<b>37254281</b>	<b>57.3745</b>	<b>37254131</b>	<b>150</b>	<b>99.9996</b>	<b>0.0004</b>

**WINDSOR MACHINES LIMITED**

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



Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Vinay Bansod (DIN 09168450) who retires by rotation and being eligible, offers himself for re-appointment					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
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	782669	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	29149131	2254281	7.7336	2254116	165	99.9927	0.0073
	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>2254281</b>	<b>7.7336</b>	<b>2254116</b>	<b>165</b>	<b>99.9927</b>	<b>0.0073</b>
<b>Total</b>		<b>64931800</b>	<b>37254281</b>	<b>57.3745</b>	<b>37254116</b>	<b>165</b>	<b>99.9996</b>	<b>0.0004</b>

Resolution Required : (Ordinary)			3 - To declare final dividend on equity shares for the financial year 2023-24.					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
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	782669	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	29149131	2254281	7.7336	2254131	150	99.9933	0.0067
	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>2254281</b>	<b>7.7336</b>	<b>2254131</b>	<b>150</b>	<b>99.9933</b>	<b>0.0067</b>
<b>Total</b>		<b>64931800</b>	<b>37254281</b>	<b>57.3745</b>	<b>37254131</b>	<b>150</b>	<b>99.9996</b>	<b>0.0004</b>

## WINDSOR MACHINES LIMITED

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



Resolution Required : (Ordinary)			4 - Ratification of Cost Auditor's Remuneration:					
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	782669	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	29149131	2254281	7.7336	2254131	150	<b>99.9933</b>	0.0067
	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>2254281</b>	<b>7.7336</b>	<b>2254131</b>	<b>150</b>	<b>99.9933</b>	<b>0.0067</b>
<b>Total</b>		<b>64931800</b>	<b>37254281</b>	<b>57.3745</b>	<b>37254131</b>	<b>150</b>	<b>99.9996</b>	<b>0.0004</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 August 13, 2024 for the purpose of scrutinizing the e-voting process in respect of the resolutions moved at the 61<sup>st</sup> Annual General Meeting of the members of the company held on Friday, September 20, 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 61<sup>st</sup> 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](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, September 17, 2024 (9:00 a.m.) and ended on Thursday, September 19, 2024 (5:00 p.m.).
- d) At the AGM on September 20, 2024, Mr Vinay Bansod, Executive Director & CEO of the company 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) 70 members participated in the remote e-voting process before the AGM and 1 member participated in the 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 mem- bers	No. of shares	% of total votes cast	No. of mem- bers	No. of shares	% of total votes cast
<b>Item No 1: Adoption of annual audited financial statements for the year ended 31<sup>st</sup> March 2024.</b>  Ordinary Resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 <sup>st</sup> March 2024 along with the reports of the Directors and Auditors thereon.	<u>E voting</u>						
	Remote	69	3,72,53,131	100	1	150	0
	At AGM	1	1,000	100	0	0	0
	<b>Total</b>	<b>70</b>	<b>3,72,54,131</b>	<b>100</b>	<b>1</b>	<b>150</b>	<b>100</b>
<b>Item No 2 Appointment of director retiring by rotation.</b>  Ordinary Resolution for appointment of Mr Vinay Bansod (DIN 09168450) a director retiring by rotation and eligible for re-appointment.	<u>E voting</u>						
	Remote	68	3,72,53,116	100	2	165	0
	At AGM	1	1,000	100	0	0	0
	<b>Total</b>	<b>69</b>	<b>3,72,54,116</b>	<b>100</b>	<b>2</b>	<b>165</b>	<b>100</b>
<b>Item No 3: Declaration of final dividend</b>  Ordinary Resolution for declaration of final dividend for the financial year 2023-2024.	<u>E voting</u>						
	Remote	69	3,72,53,131	100	1	150	0
	At AGM	1	1,000	100	0	0	0
	<b>Total</b>	<b>70</b>	<b>3,72,54,131</b>	<b>100</b>	<b>1</b>	<b>150</b>	<b>100</b>
<b>Item No 4: Ratification of remuneration to Cost Auditors.</b>  Ordinary Resolution for approval of remuneration of Rs. 90,000/- exclusive of reimbursement of Service Tax and all out of	<u>E voting</u>						
	Remote	69	3,72,53,131	100	1	150	0
	At AGM	1	1,000	100	0	0	0
	<b>Total</b>	<b>70</b>	<b>3,72,54,131</b>	<b>100</b>	<b>1</b>	<b>150</b>	<b>100</b>

pocket expenses incurred, if any, to M/s Ashish Bhavsar and 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, 2024.							
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- i) Based on these results, I report that all the Resolutions as set out in Item Nos. 1 to 4 of the Notice of the AGM dated August 13, 2024 have been passed with requisite majority.

You may accordingly declare the cumulative e-voting result of the 61<sup>st</sup> 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 61<sup>st</sup> Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,

Rama  
Subramanian

Digitally signed by  
Rama Subramanian  
Date: 2024.09.21  
09:24:22 +05'30'

**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964  
ICSI UDIN: A015923F001265182  
Peer Review Cert No: 893/2020

Place: Thane  
Date : September 21, 2024

for **Windsor Machines Limited**

**Mr. Vinay Bansod**  
**Chairman of the 61<sup>st</sup> Annual General Meeting**  
**DIN: 09168450**