

September 1, 2024

The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

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

Scrip Code: 522029

Trading Symbol: WINDMACHIN

VOTING RESULTS OF THE POSTAL BALLOT

[Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015]

Dear Sir/ Madam,

Further to our letters dated July 30, 2024 and in accordance with the Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

- The details of the voting results by postal ballot.
- The summary of the proceedings of the resolution passed by way of postal ballot.
- The Scrutinizer Report dated August 31, 2024 of Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and CP No: 10964) on the voting results by postal ballot.

Based on the Scrutinizer's report, we confirm that the following resolution as contained in the Postal Ballot Notice was duly passed by the Members with requisite majority and is effective from August 30, 2024:

S. No	Details of the Resolution	Business	Type of Resolution
1	To Re-Appoint Mr. Vinay Bansod (DIN: 09168450) as a Whole-Time Director designated as Executive Director and CEO of The Company.	Special Business	Special Resolution

The same is also being made available on the website of the Company at www.windsormachines.com

We request that you take the aforesaid information on record.

Thanking you,

Yours faithfully,
For WINDSOR MACHINES LIMITED

NIKHILKUMAR VADERA
COMPANY SECRETARY

Encl.: as above

SUMMARY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF WINDSOR MACHINES LIMITED ON AUGUST 30, 2024

The Board of Directors of the Company in its meeting dated May 28, 2024 approved the re-appointment of Mr. Vinay Bansod (DIN: 09168450) as Whole-time Director and designated as Executive Director and Chief Executive Officer and payment of remuneration thereof subject to the approval of shareholders of the Company.

Further, the Board approved the Postal Ballot Notice to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the reappointment.

The Postal Ballot notice dated July 30, 2024 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on July 19, 2024 (Cut-Off date).

The Company as on July 30, 2024, has completed sending Postal Ballot Notice in electronic form only through Link Intime India Pvt. Ltd. along with the details of Login ID and Password to the members/ shareholders who have registered their E-mail ID's with depositories or with the Company. The Company also provided remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form and availed the services of Central Depository Services (India) Limited to provide the facility to the members for e-voting.

The e-voting period commenced on July 31, 2024 at 9.00 A.M. (IST) and ended on August 30, 2024 at 5.00 P.M. (IST). The Board had appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and CP No: 10964) as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner. The scrutinizer carried out the scrutiny of the votes polled electronically up to August 30, 2024 and submitted his report dated August 31, 2024.

WINDSOR MACHINES LIMITED

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



Date of the Postal Ballot Notice	July 30, 2024 (Resolution passed through Postal Ballot on August 30, 2024)
Cut-off Date	Friday, July 19, 2024
Total number of Shareholders as on Record Date (cut-off date for ascertaining voting rights of members i.e. July 19, 2024)	20026
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A. (Resolution passed through Postal Ballot)
Public	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	N.A. (Resolution passed through Postal Ballot)
Public	

Agenda-wise disclosure

The Mode of voting for resolutions was remote e-voting.

Resolution Required : (Special)			1 - TO RE-APPOINT MR. VINAY BANSOD (DIN: 09168450) AS A WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND CEO OF THE COMPANY.					
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	35000012	35000012	100.0000	35000012	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
	Total		35000012	100.0000	35000012	0	100.0000	0.0000
Public Institutions	E-Voting	449190	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	29482598	488111	1.6556	487721	390	99.9201	0.0799
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		488111	1.6556	487721	390	99.9201	0.0799
Total		64931800	35488123	54.6545	35487733	390	99.9989	0.0011



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
102/103, Devmilan Co. Op. Housing Society
Next to Tip Top Plaza
L B S Road, Thane(W) – 400604

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 8th April, 2020, 17/2020 dated 13th April, 2020, and the latest one being General Circular No. 9/2023 dated 25th September, 2023 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 July 30, 2024 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, the 19th July, 2024 (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. Link 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 Free Press journal (English newspaper) and Navshakti (Marathi newspaper) on July 31, 2024.
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 Wednesday, July 31, 2024 (9:00 A.M. 1ST) and ended on Friday, August 30, 2024 (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 July 30, 2024 is as under:



Special Resolution for re-appointment of Mr. Vinay Bansod (DIN: 09168450) as a Whole Time Director designated as Executive Director and CEO of the company.

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
99	3,54,88,123	3,54,87,733	390	0
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		99.999	0.001	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.

Rama
Subramani
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Digitally signed by
Rama Subramanian
Date: 2024.08.31
10:37:45 +05'30'

Rama Subramanian
Company Secretary in Practice
ACS 15923; COP 10964
ICSI UDIN A015923F001087928
Peer Certificate No.: 893/2020

Date: August 31, 2024
Place: Thane