

Date: June 25, 2020

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

Company Code: 522029


Dear Sir,


Sub.: Annual Secretarial Compliance Report for the financial year ended on March 31, 2020.

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Secretarial Compliance Report for the year ended March 31, 2020, issued by Practicing Company Secretaries, M/s. Kashyap R. Mehta & Associates, Ahmedabad.

Kindly take the same on your records.

Thanking you,
Yours faithfully,
For Windsor Machines Limited


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



B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • Mobile: 98250 15581 • Email : kashyaprmehta@hotmail.com • Web : www.cskashyap.in

To,
The Board of Directors,
Windsor Machines Limited
102/103, Devmilan Co. Op. Housing Society,
Next to Tip Top Plaza,
L. B. S. Road, Thane (W) – 400 604

Dear Sirs,

Sub.: Secretarial Compliance Report for the year ended on 31st March, 2020

We, **Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** have examined:

- (a) all the documents and records made available to us and explanation provided by Windsor Machines Limited (“the listed entity/the Company”),
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2020 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Necessary compliances/intimation to the Stock Exchanges pertaining to 72,14,644 warrants that were cancelled/lapsed due to failure to exercise their rights to acquire Equity Shares in stipulated time, were made during the reporting year.

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
---Not applicable during the reporting year-----
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
The ESOP scheme is ongoing in the Company.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ---Not applicable during the reporting year-----
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
---Not applicable during the reporting year-----
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Reg. 31 of SEBI (LODR) Regulations, 2015	There is deviation in the disclosure in shareholding pattern by the Company pertaining to shareholding of one of its Promoters due to off market transfer of part of their shares for the quarters ended 30-06-2019, 30-09-2019, 31-12-2019 & 31-03-2020. As per the certificate dated 12 th May, 2020 provided by the Promoter to the Company, the Promoter claim that the shares are in the pool account of the Brokers and the beneficial and legal interest is still with the Promoter.	We have been provided a copy of the Certificate of Promoter dated 12 th May, 2020 along with Form D prescribed under SEBI (PIT) Regulations, 2015. We are not in a position to independently verify the claim.



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Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
2.	Reg. 7(2) of SEBI (PIT) Regulations, 2015	<p>The disclosure of the off market transfer of shares by one of the Promoters of the Company aggregating to a traded value in excess of ten lakh rupees during the quarter ended June, 2019 was not submitted to the Stock Exchanges.</p> <p>As per the certificate dated 12th May, 2020 provided by the Promoter to the Company, the Promoter claim that the shares are in the pool account of the Brokers and the beneficial and legal interest is still with the Promoter.</p>	As explained, the Company has not received any disclosure under regulation 7(2) of SEBI PIT Regulations, 2015 from the said Promoter.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its Promoters/ Directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
1.	----- Not	Applicable -----	-----	-----



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	-----	Not Applicable-----	-----	-----

For KASHYAP R. MEHTA & ASSOCIATES,
COMPANY SECRETARIES,
FRN: S2011GJ166500

Date: 19th June, 2020
Place: Ahmedabad




KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 : COP-2052 : PR-583/2019
UDIN: F001821B000357913

Notes:

- i. Due to restricted movement amid COVID-19 pandemic, we have conducted the assignment by examining the Secretarial Records including minutes, documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct.
- ii. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2019-20. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.