

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



WINDSOR MACHINES LIMITED

**Registered Office :**

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

Date: September 25, 2019

To,  
The BSE Ltd.,  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

Company Code: 522029

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 56<sup>th</sup> Annual General Meeting of the Company, held on September 24, 2019.

Kindly take the same on record.

Thanking you,  
Yours faithfully,  
For WINDSOR MACHINES LIMITED

  
Priti Patel  
Company secretary and Compliance officer  
Membership No.: FCS 8392

Encl.: Extract of Proceeding of 56th AGM

**EXTRACT OF THE PROCEEDINGS OF 56<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 24, 2019 AT 11:30 A.M. AT TIP TOP PLAZA, NEAR CHECK NAKA, L. B. S. MARG, OPP. RAHEJA GARDEN, THANE (W) - 400 604.**

The 56<sup>th</sup> Annual General Meeting of members of Windsor Machines Limited (the Company), was held on Tuesday, September 24, 2019 at 11:30 a.m. at Tip Top Plaza, Near Check Naka, L. B. S. Marg, Opp. Raheja Garden, Thane (W) - 400 604.

The following Directors were present:

1. Mr. T. S. Rajan, Executive Director & CEO
2. Mr. Jayant Thakur, Non-Executive Director
3. Mr. P. C. Kundalia, Non-Executive Director, Chairman of Stakeholder Committee
4. Mr. Shishir Dalal, Non-Executive Independent Director, Chairman of Audit Committee
5. Mr. M. K. Arora, Non-Executive Independent Director

In Attendance:

1. Ms. Priti Patel, Company Secretary & Compliance Officer
2. Mr. Vatsal Parekh, Chief Financial Officer

Invitees:

Mr. Niraj D. Adatia - Partner, Niraj D. Adatia & Associates

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.

Pursuant to Section 171 (1) (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 27, 2019 convening the 56<sup>th</sup> 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 2018-19, 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 21, 2019 to September 23, 2019 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.

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.

Mr. T. S. Rajan stated that he being interested in item no. 4 of the Notice, he would vacate his chair during the discussion/voting for the said item and Mr. P. C. Kundalia, a Director of the Company would preside as the Chairman for item no. 4, in his place.

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 24, 2019, the Chairman declared that resolutions proposed in the Notice of the 56<sup>th</sup> 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, 2019.	Ordinary	Passed with Requisite Majority
2.	Declaration of final dividend on equity shares for the financial year 2018-19.	Ordinary	Passed with Requisite Majority
3.	Appointment of a Director in place of Mr. Jayant Thakur (DIN 01328746), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed with Requisite Majority
4.	Re-appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.	Special	Passed with Requisite Majority
5.	Re-appointment of Mr. M. K. Arora (DIN 00031777) as an Independent Director of the Company.	Special	Passed with Requisite Majority
6.	Re-appointment of Mr. Shishir Dalal (DIN 00007008) as an Independent Director of the Company.	Special	Passed with Requisite Majority
7.	Re-appointment of Ms. Mahua Roy Chowdhury (DIN 00151723) as an Independent Director of the Company.	Special	Passed with Requisite Majority
8.	Approval of remuneration to be paid to the cost accountants for the year 2018-19.	Ordinary	Passed with Requisite Majority



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



WINDSOR MACHINES LIMITED

**Registered Office :**

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

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 56<sup>th</sup> 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 25, 2019

Place : Thane

**For Windsor Machines Limited**



Priti Patel

Company secretary and Compliance officer

Membership No. : FCS 8392