

Date: October 1, 2020

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

Company Code: 522029

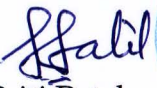
Dear Sir,


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 57th Annual General Meeting of the Company, held on September 30, 2020.

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 57th AGM



**EXTRACT OF THE PROCEEDINGS OF 57TH ANNUAL GENERAL MEETING HELD ON
SEPTEMBER 30, 2020 AT 11:30 A.M. THROUGH VIDEO CONFERENCING.**

The 57th Annual General Meeting of members of Windsor Machines Limited (the Company), was held on Wednesday, September 30, 2020 at 11:30 a.m. through Video Conferencing.

The following Directors were present:

1. Mr. T. S. Rajan, Executive Director & CEO
2. Mr. Jayant Thakur, Non-Executive Director, Chairman of Stakeholder Committee
3. Mr. Shishir Dalal, Non-Executive Independent Director, Chairman of Audit Committee
4. Mr. M. K. Arora, Non-Executive Independent Director
5. Ms. Mahua Roy Chowdhury, Non-Executive Independent Director
6. Mr. Manoj Lodha, Non-Executive Independent Director

In Attendance:

1. Ms. Priti Patel, Company Secretary & Compliance Officer

Invitees:

1. Mr. Niraj D. Adatia - Partner, Niraj D. Adatia & Associates
2. Mr. Kashyap R. Mehta, Secretarial Auditor

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 Meeting was called in order.

Pursuant to Section 171 (1) (b) of the Companies Act, 2013, the register of Shareholders, register of Directors/Key Managerial Personnel & their Shareholding and accounts of subsidiary Companies etc. were made available on the website of the Company during the meeting for inspection of the Members.

Chairman of the Meeting welcomed the Members present at the Annual General Meeting and introduced the Directors present through video conferencing. He referred to the Notice dated August 30, 2020 convening the 57th 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 2019-20, 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.





The Members of the meeting were informed 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 27, 2020 to September 29, 2020 at 9:00 a.m. to 5:00 p.m. for the members to cast their votes electronically. The Company has chosen E-voting during the AGM.

Thereafter, Chairman of the Meeting invited Mrs. Vasudha Dakwe who registered herself as a speaker to ask questions during 57th AGM. The Chairman replied to the queries/questions raised by her in detail, provided clarifications on various matters to her satisfaction.

Thereafter Chairman of the Meeting formally put the Resolutions to E-voting at the Annual General Meeting.

Based on the Scrutiniser's consolidated Report dated September 30, 2020, the Chairman declared that resolutions proposed in the Notice of the 57th 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 Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2020.	Ordinary	Passed with Requisite Majority
2.	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
3.	Appointment of Statutory Auditors.	Ordinary	Passed with Requisite Majority
4.	Appointment of Mr. Manoj Lodha (DIN 07349179) as Non-Executive Independent Director of the Company for a period of 5 years.	Ordinary	Passed with Requisite Majority
5.	Approval of remuneration to be paid to the cost accountants for the year 2020-21.	Ordinary	Passed with Requisite Majority





WINDSOR MACHINES LIMITED

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

WINDSOR

Partner in progress

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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 57th 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 12:20 p.m.

Date : October 1, 2020

Place : Ahmedabad

For Windsor Machines Limited



Priti Patel

Company secretary and Compliance officer
Membership No. : FCS 8392