

December 11, 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 November 09, 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 December 10, 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 December 09, 2024:

S. No	Details of the Resolution	Business	Type of Resolution
1	Appointment of Ms. Garima Malhotra (DIN: 10762983) as an Independent Director of the Company	Special Business	Special Resolution
2	Appointment of Mr. Manoj Antani (DIN: 05177142) as an Independent Director of the Company	Special Business	Special Resolution
3	Appointment of Mr. Subhendu Roy (DIN: 10763149) as an Independent Director of the Company	Special Business	Special Resolution
4	Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive Non- Independent Director of the Company	Special Business	Ordinary Resolution
5	Appointment of Mr. Vinit Bediya (DIN: 07915192) as a Non-Executive Non- Independent Director of the Company	Special Business	Ordinary Resolution

The same is also being made available on the website of the Company at [www.windsormachines.com](http://www.windsormachines.com)

We request that you take the aforesaid information on record.  
Thanking you,

Yours faithfully,

**For WINDSOR MACHINES LIMITED**

NIKHILKUMAR  
R  
MANSUKHBHAI  
VADERA  
Date: 2024.12.11  
10:28:40 +05'30'

**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 DECEMBER 09, 2024**

The Board of Directors of Windsor Machines Limited, in its meeting held on September 12, 2024, approved the appointment of the following directors based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the shareholders:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	<b>Appointment of Ms. Garima Malhotra (DIN: 10762983) as an Independent Director of the Company</b>
2	Special Resolution	<b>Appointment of Mr. Manoj Antani (DIN: 05177142) as an Independent Director of the Company</b>
3	Special Resolution	<b>Appointment of Mr. Subhendu Roy (DIN: 10763149) as an Independent Director of the Company</b>
4	Ordinary Resolution	<b>Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive Non- Independent Director of the Company</b>
5	Ordinary Resolution	<b>Appointment of Mr. Vinit Bediya (DIN: 07915192) as a Non-Executive Non- Independent Director of the Company</b>

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 appointments.

The Postal Ballot notice dated November 08, 2024 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on November 01, 2024 (Cut-Off date).

The Company as on November 08, 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 November 10, 2024 at 9.00 A.M. (IST) and ended on December 09, 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 December 09, 2024 and submitted his report dated December 10, 2024.

**WINDSOR MACHINES LIMITED**

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



<b>Date of the Postal Ballot Notice</b>	November 08, 2024  (Resolution passed through Postal Ballot on December 09, 2024)
<b>Cut-off Date</b>	Friday, November 01, 2024
<b>Total number of Shareholders as on Record Date (cut-off date for ascertaining voting rights of members i.e. November 01, 2024)</b>	20398
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	N.A. (Resolution passed through Postal Ballot)
Public	
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
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.

<b>Resolution Required : (Special)</b>		1 - Appointment of Ms. Garima Malhotra (DIN: 10762983) as an Independent Director of the Company						
<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	1082250	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	28849550	1372193	4.7564	1371786	407	99.9703	0.0297
	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>1372193</b>	<b>4.7564</b>	<b>1371786</b>	<b>407</b>	<b>99.9703</b>	<b>0.0297</b>
<b>Total</b>		<b>64931800</b>	<b>36372193</b>	<b>56.0160</b>	<b>36371786</b>	<b>407</b>	<b>99.9989</b>	<b>0.0011</b>

**WINDSOR MACHINES LIMITED**

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



Resolution Required : (Special)			2 - Appointment of Mr. Manoj Antani (DIN: 05177142) as an Independent Director 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	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	1082250	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	28849550	1372193	4.7564	1371786	407	99.9703	0.0297
	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>1372193</b>	<b>4.7564</b>	<b>1371786</b>	<b>407</b>	<b>99.9703</b>	<b>0.0297</b>
<b>Total</b>		<b>64931800</b>	<b>36372193</b>	<b>56.0160</b>	<b>36371786</b>	<b>407</b>	<b>99.9989</b>	<b>0.0011</b>

Resolution Required : (Special)			3 - Appointment of Mr. Subhendu Roy (DIN: 10763149) as an Independent Director 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	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	1082250	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	28849550	1372193	4.7564	1371786	407	99.9703	0.0297
	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>1372193</b>	<b>4.7564</b>	<b>1371786</b>	<b>407</b>	<b>99.9703</b>	<b>0.0297</b>
<b>Total</b>		<b>64931800</b>	<b>36372193</b>	<b>56.0160</b>	<b>36371786</b>	<b>407</b>	<b>99.9989</b>	<b>0.0011</b>

**WINDSOR MACHINES LIMITED**

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



Resolution Required : (Ordinary)			4 - Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive Non-Independent Director 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	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	1082250	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	28849550	1372193	4.7564	1371786	407	99.9703	0.0297
	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>1372193</b>	<b>4.7564</b>	<b>1371786</b>	<b>407</b>	<b>99.9703</b>	<b>0.0297</b>
<b>Total</b>		<b>64931800</b>	<b>36372193</b>	<b>56.0160</b>	<b>36371786</b>	<b>407</b>	<b>99.9989</b>	<b>0.0011</b>

Resolution Required : (Ordinary)			5 - Appointment of Mr. Vinit Bediya (DIN: 07915192) as a Non-Executive Non- Independent Director 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	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	1082250	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	28849550	1372193	4.7564	1371786	407	99.9703	0.0297
	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>1372193</b>	<b>4.7564</b>	<b>1371786</b>	<b>407</b>	<b>99.9703</b>	<b>0.0297</b>
<b>Total</b>		<b>64931800</b>	<b>36372193</b>	<b>56.0160</b>	<b>36371786</b>	<b>407</b>	<b>99.9989</b>	<b>0.0011</b>

### 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 April 8, 2020, 17/2020 dated April 13, 2020, and the latest one being General Circular No. 9/2024 dated September 19, 2024 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 November 8, 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, November 1, 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 November 9, 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 Sunday, November 10, 2024 (9:00 A.M. 1ST) and ended on Monday, December 9, 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 November 8, 2024 is as under:

**Special Resolution for appointment of Ms. Garima Malhotra (DIN: 10762983) as an Independent Director 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
100	3,63,72,193	3,63,71,786	407	0
% of total number of votes cast		<b>in favour</b> of the resolution	<b>against</b> the resolution	<b>Invalid or abstained</b>
		99.999	0.001	0

**Special Resolution for appointment of Mr. Manoj Antani (DIN: 05177142) as an Independent Director 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
100	3,63,72,193	3,63,71,786	407	0
% of total number of votes cast		<b>in favour</b> of the resolution	<b>against</b> the resolution	<b>Invalid or abstained</b>
		99.999	0.001	0

**Special Resolution for appointment of Mr. Subhendu Roy (DIN: 10763149) as an Independent Director 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
100	3,63,72,193	3,63,71,786	407	0
% of total number of votes cast		<b>in favour</b> of the resolution	<b>against</b> the resolution	<b>Invalid or abstained</b>
		99.999	0.001	0



**Special Resolution for appointment of Mr. Vivek Chopra (DIN: 10240558) a Non Executive Non Independent Director 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
100	3,63,72,193	3,63,71,786	407	0
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		99.999	0.001	0

**Special Resolution for appointment of Mr. Vinit Bediya (Din: 07915192) As A Non Executive Non Independent Director 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
100	3,63,72,193	3,63,71,786	407	0
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		99.999	0.001	0

- Based on the above, I hereby certify that the Special Resolutions as contained in the Postal Ballot notice have been passed with requisite majority.
- 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 Subramanian  
Digitally signed by Rama Subramanian  
Date: 2024.12.10 09:32:57 +05'30'

**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964  
ICSI UDIN A015923F003323084  
Peer Certificate No.: 893/2020

Date: December 10, 2024  
Place: Thane