

September 30, 2023

The BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 522029

National Stock Exchange of India Ltd.

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

Symbol: WINDMACHIN

VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE 60TH ANNUAL GENERAL MEETING

Dear Sir/Maám,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Combined Voting Results along with the consolidated Scrutiniser's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system), in respect of the 60th Annual General Meeting of the Company held on Friday, September 29, 2023, are enclosed.

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

We request you to take the same on your records.

Thanking you,

Yours faithfully,
For WINDSOR MACHINES LIMITED

NIKHILKUMAR VADERA
COMPANY SECRETARY

Encl: as above

WINDSOR MACHINES LIMITED

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



Date of Annual General Meeting	September 29, 2023
Book Closure	Saturday, September 23, 2023 to Friday, September 29, 2023
Total number of Shareholders as on Book Closure Date	17625
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A.
Public	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	2
Public	58

Agenda-wise disclosure

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and Consolidated basis for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.					
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	91964	69953	76.0656	69953	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		69953	76.0656	69953	0	100.0000	0.0000
Public Non Institutions	E-Voting	29839824	12928244	43.3255	12928028	216	99.9983	0.0017
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12928244	43.3255	12928028	216	99.9983	0.0017
Total		64931800	47998209	73.9210	47997993	216	99.9995	0.0005

WINDSOR MACHINES LIMITED

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



Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Jayant Thakur (DIN 01328746) who retires by rotation and being eligible, offers himself for re-appointment.					
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	91964	69953	76.0656	69953	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		69953	76.0656	69953	0	100.0000	0.0000
Public Non Institutions	E-Voting	29839824	12928244	43.3255	12928028	216	99.9983	0.0017
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12928244	43.3255	12928028	216	99.9983	0.0017
Total		64931800	47998209	73.9210	47997993	216	99.9995	0.0005

Resolution Required : (Ordinary)			3 - To declare final dividend on equity shares for the financial year 2022-23.					
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	91964	69953	76.0656	69953	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		69953	76.0656	69953	0	100.0000	0.0000
Public Non Institutions	E-Voting	29839824	12928344	43.3258	12928128	216	99.9983	0.0017
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12928344	43.3258	12928128	216	99.9983	0.0017
Total		64931800	47998309	73.9211	47998093	216	99.9995	0.0005

WINDSOR MACHINES LIMITED

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



Resolution Required : (Ordinary)			4 - Ratification of Cost Auditor's Remuneration:					
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	91964	69953	76.0656	69953	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		69953	76.0656	69953	0	100.0000	0.0000
Public Non Institutions	E-Voting	29839824	12928244	43.3255	12928028	216	99.9983	0.0017
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12928244	43.3255	12928028	216	99.9983	0.0017
Total		64931800	47998209	73.9210	47997993	216	99.9995	0.0005

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014 as amended]

To,
Mr. Vinay Bansod
Executive Director & CEO
Windsor Machines Limited
102/103 Dev Milan Co-op Hsg Society
Next to Tip Top Plaza, L B S Marg
Thane (W) 400 604

Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Ltd at its meeting held on August 25, 2023 for the purpose of scrutinizing the e-voting process in respect of the resolutions moved at the 60th Annual General Meeting of the members of the company held on Friday, September 29, 2023 at 4:00 p.m. through video conferencing/audio-visual means including remote e-voting.

The management of the company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the Notice of the 60th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process, both remote e-voting and at the AGM, is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice. For this report, I have relied on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency appointed by the company to provide e-voting facility and the records maintained by the Company's Registrar and Transfer agents.

I submit my report as under:

- a) The Company has provided e-voting facility through Central Depository Services (India) Limited (CDSL) on their website www.evotingindia.com.
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The remote e-voting commenced on September 26, 2023 (9:00 a.m.) and ended on September 28, 2023 (5:00 p.m.).
- d) At the AGM on September 29, 2023, Mr Vinay Bansod, Executive Director & CEO of the company announced that Members present at the AGM who had not cast their votes earlier by remote e-voting can exercise their voting rights through e-voting at the conclusion of the AGM.

- e) Subsequently, the votes cast through remote e-voting before the AGM and at the AGM were unlocked in the presence of two witnesses and e-voting summary was generated from the electronic voting system provided by CDSL.
- f) 67 members participated in the remote e-voting process before the AGM. 60 members were present in the AGM out of which 21 members participated in the e-voting process at the AGM. One member voted for only one of the resolutions during remote voting and abstained from voting for the remaining three resolutions.
- g) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted “for” and “against” each resolution under remote e-voting and at the AGM has been maintained.
- h) The cumulative result of the entire e-Voting process is furnished in the following table:

Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of mem- bers	No. of shares	% of total votes cast	No. of mem- bers	No. of shares	% of total votes cast
Item No 1: Adoption of annual audited financial statements for the year ended 31st March 2023. Ordinary Resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 st March 2023 along with the reports of the Directors and Auditors thereon.	<u>E voting</u>						
	Remote	63	3,54,17,900	99.999	3	216	0.001
	At AGM	21	1,25,80,093	100	0	0	0
	Total	84	4,79,97,993	100	3	216	0
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Item No 2 Appointment of director retiring by rotation. Ordinary Resolution for appointment of Mr. Jayant Thakur (DIN 01328746), a director retiring by rotation and who is eligible for re-appointment.	<u>E voting</u>						
	Remote	63	3,54,17,900	99.999	3	216	0.001
	At AGM	21	1,25,80,093	100	0	0	0
	Total	84	4,79,97,993	100	3	216	0
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Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of mem- bers	No. of shares	% of total votes cast	No. of mem- bers	No. of shares	% of total votes cast
Item No 3: Declaration of final dividend Ordinary Resolution for declaration of final dividend for the financial year 2022-2023.	<u>E voting</u>						
	Remote	64	3,54,18,000	99.999	3	216	0.001
	At AGM	21	1,25,80,093	100	0	0	0
	Total	85	4,79,98,093	100	3	216	0
		-----	-----	-----	-----	-----	-----
Item No 4: Ratification of remuneration to Cost Auditors. Ordinary Resolution for approval of remuneration of Rs. 90,000/- exclusive of reimbursement of Service Tax and all out of pocket expenses incurred, if any, to M/s Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2023.	<u>E voting</u>						
	Remote	63	3,54,17,900	99.999	3	216	0.001
	At AGM	21	1,25,80,093	100	0	0	0
	Total	84	4,79,97,993	100	3	216	0
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- i) Based on these results, I report that all the Resolutions as set out in Item Nos. 1 to 4 of the Notice of the AGM dated August 25, 2023 have been passed with requisite majority.

You may accordingly declare the cumulative e-voting result of the 60th Annual General Meeting.

All the relevant records of the e-voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the 60th Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,

Rama
Subramanian

Digitally signed by
Rama Subramanian
Date: 2023.09.30
12:54:32 +05'30'

Rama Subramanian
Company Secretary in Practice
ACS 15923; COP 10964
ICSI UDIN: A015923E001134843
Peer Review Cert No: 893/2020

Place: Thane
Date : September 30, 2023

for **Windsor Machines Limited**

Mr. Vinay Bansod
Chairman of the 60th Annual General Meeting
DIN: 09168450