

October 01, 2022

**The BSE Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
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

**Symbol:** WINDMACHIN

**VOTING RESULTS AND SCRUTINIZER'S REPORT OF THE 59<sup>TH</sup> 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 59<sup>th</sup> Annual General Meeting of the Company held on Friday, September 30, 2022, are enclosed.

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

We request you to take the same on your records.

Thanking you,

Yours faithfully,  
**For WINDSOR MACHINES LIMITED**

**DEEPAK VYAS**  
**COMPANY SECRETARY**

**Encl:** as above

**WINDSOR MACHINES LIMITED**

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



<b>Date of Annual General Meeting</b>	September 30, 2022
<b>Book Closure</b>	Saturday, September 24, 2022 to Friday, September 30, 2022
<b>Total number of Shareholders as on Book Closure Date</b>	20616
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	NA
Public	
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group	0
Public	55

Agenda-wise disclosure

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

<b>Resolution 1</b>		<b>Adoption of Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2022</b>						
<b>Resolution Required in the agenda/resolution?</b>		<b>Ordinary Resolution</b>						
		<b>No</b>						
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	38000012	35000012	92.1053	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
	<b>Total</b>		<b>35000012</b>	<b>92.1053</b>	<b>35000012</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	117216	98584	84.1046	98584	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>98584</b>	<b>84.1046</b>	<b>98584</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26814572	1001545	3.7351	1001413	132	99.9868	0.0132
	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>1001545</b>	<b>3.7351</b>	<b>1001413</b>	<b>132</b>	<b>99.9868</b>	<b>0.0132</b>
<b>Total</b>		<b>64931800</b>	<b>36100141</b>	<b>55.5970</b>	<b>36100009</b>	<b>132</b>	<b>99.9996</b>	<b>0.0004</b>

<b>Resolution 2</b>		<b>Appointment of a Director in place of Mr. Jayant Thakur (DIN 01328746), who retires by rotation and being eligible, offers himself for re-appointment.</b>						
<b>Resolution Required in the agenda/resolution?</b>		<b>Ordinary Resolution</b>						
		<b>No</b>						
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	38000012	35000012	92.1053	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
	<b>Total</b>		<b>35000012</b>	<b>92.1053</b>	<b>35000012</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	117216	98584	84.1046	98584	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>98584</b>	<b>84.1046</b>	<b>98584</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26814572	1001545	3.7351	1001508	37	99.9963	0.0037
	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>1001545</b>	<b>3.7351</b>	<b>1001508</b>	<b>37</b>	<b>99.9963</b>	<b>0.0037</b>
<b>Total</b>		<b>64931800</b>	<b>36100141</b>	<b>55.5970</b>	<b>36100104</b>	<b>37</b>	<b>99.9999</b>	<b>0.0001</b>

**WINDSOR MACHINES LIMITED**

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



Resolution 3		Declaration of final dividend on equity shares for the financial year 2021-22.						
Resolution Required in the agenda/resolution?		Ordinary Resolution						
in the agenda/resolution?		Yes [Promoter are interested to the extent of their share holding]						
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	38000012	35000012	92.1053	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
	<b>Total</b>		<b>35000012</b>	<b>92.1053</b>	<b>35000012</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	117216	98584	84.1046	98584	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>98584</b>	<b>84.1046</b>	<b>98584</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26814572	1001545	3.7351	1001513	32	99.9968	0.0032
	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>1001545</b>	<b>3.7351</b>	<b>1001513</b>	<b>32</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>64931800</b>	<b>36100141</b>	<b>55.5970</b>	<b>36100109</b>	<b>32</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution 4		Approval of the Windsor Machines Limited – Employees Stock Options Plan 2022 (Windsor ESOP 2022) and its implementation						
Resolution Required in the agenda/resolution?		Special Resolution						
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	38000012	35000012	92.1053	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
	<b>Total</b>		<b>35000012</b>	<b>92.1053</b>	<b>35000012</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	117216	98584	84.1046	0	98584	0.0000	100.0000
	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>98584</b>	<b>84.1046</b>	<b>0</b>	<b>98584</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	26814572	1001545	3.7351	1001513	32	99.9968	0.0032
	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>1001545</b>	<b>3.7351</b>	<b>1001513</b>	<b>32</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>64931800</b>	<b>36100141</b>	<b>55.5970</b>	<b>36001525</b>	<b>98616</b>	<b>99.7268</b>	<b>0.2732</b>

Resolution 5		Ratification of Cost Auditor's Remuneration						
Resolution Required in the agenda/resolution?		Ordinary Resolution						
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	38000012	35000012	92.1053	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
	<b>Total</b>		<b>35000012</b>	<b>92.1053</b>	<b>35000012</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	117216	98584	84.1046	98584	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>98584</b>	<b>84.1046</b>	<b>98584</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	26814572	1001545	3.7351	1001513	32	99.9968	0.0032
	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>1001545</b>	<b>3.7351</b>	<b>1001513</b>	<b>32</b>	<b>99.9968</b>	<b>0.0032</b>
<b>Total</b>		<b>64931800</b>	<b>36100141</b>	<b>55.5970</b>	<b>36100109</b>	<b>32</b>	<b>99.9999</b>	<b>0.0001</b>

**Note: All the aforesaid resolutions have been passed with requisite majority.**

**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 9, 2022 for the purpose of scrutinizing the e-voting process in respect of the resolutions moved at the 59<sup>th</sup> Annual General Meeting of the members of the company held on Friday, September 30, 2022 at 11.30 a.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 59<sup>th</sup> 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](http://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 27, 2022 (9:00 a.m.) and ended on September 29, 2022 (5:00 p.m.).
- d) At the AGM on September 30, 2022, 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) 98 members participated in the remote e-voting process before the AGM. 55 members were present in the AGM out of which no member participated in e-voting process at the AGM.
- 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 :



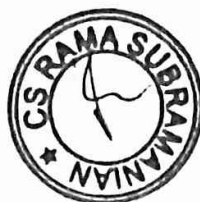
Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast
<b>Item No 1: Adoption of annual audited financial statements for the year ended 31<sup>st</sup> March 2022.</b>  Ordinary Resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 <sup>st</sup> March 2022 along with the reports of the Directors and Auditors thereon.	<u>E voting</u>						
	Remote	95	36100009	100	3	132	0
	At AGM	0	0	0	0	0	0
	<b>Total</b>	<b>95</b>	<b>36100009</b>	<b>100</b>	<b>3</b>	<b>132</b>	<b>0</b>
<b>Item No 2 Appointment of director retiring by rotation.</b>  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	95	36100104	100	3	37	0
	At AGM	0	0	0	0	0	0
	<b>Total</b>	<b>95</b>	<b>36100104</b>	<b>100</b>	<b>3</b>	<b>37</b>	<b>0</b>
<b>Item No 3: Declaration of final dividend</b>  Ordinary Resolution for declaration of final dividend for the financial year 2021-2022.	<u>E voting</u>						
	Remote	96	36100109	100	2	32	0
	At AGM	0	0	0	0	0	0
	<b>Total</b>	<b>96</b>	<b>36100109</b>	<b>100</b>	<b>2</b>	<b>32</b>	<b>0</b>



Item no. of notice	Mode	Votes in favour of the resolution			Votes against the resolution		
		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast
<b>Item No 4: Approval of Windsor ESOP 2022</b>	<b>E voting</b>						
Special Resolution for approval of the Windsor Machines Limited – Employees Stock Options Plan 2022 (Windsor ESOP 2022) and its implementation	Remote	95	36001525	99.73	3	98616	0.27
	At AGM	0	0	0	0	0	0
	<b>Total</b>	<b>95</b>	<b>36001525</b>	<b>99.73</b>	<b>3</b>	<b>98616</b>	<b>0.27</b>
<b>Item No 5: Approval of remuneration to Cost Auditors.</b>	<b>E voting</b>						
Ordinary Resolution for approval of remuneration of Rs. 87,500/- and applicable taxes and reimbursement of out of pocket expenses 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, 2022.	Remote	96	36100109	100	2	32	0
	At AGM	0	0	0	0	0	0
	<b>Total</b>	<b>96</b>	<b>36100109</b>	<b>100</b>	<b>2</b>	<b>32</b>	<b>0</b>

- i) Based on these results, I report that all the Resolutions as set out in Item Nos. 1 to 5 of the Notice of the AGM dated August 9, 2022 have been passed with requisite majority.

You may accordingly declare the cumulative e-voting result of the 59<sup>th</sup> Annual General Meeting.





**Rama Subramanian**  
Company Secretary in Practice

Continuation Sheet

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 59<sup>th</sup> Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully,

**Rama Subramanian**  
**Company Secretary in Practice** ★  
ACS 15923; COP 10964  
ICSI UDIN: A015923D001098620  
Peer Review Cert No: 893/2020



Place: Thane

Date : September 30, 2022

for **Windsor Machines Limited**

**Mr. Vinay Bansod**  
**Chairman of the 59<sup>th</sup> Annual General Meeting**  
**DIN: 09168450**