

Date: March 26, 2019

To,  
The BSE Ltd.,  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

Company Code: 522029

Dear Sir,

**Sub.: Declaration of Postal Ballot Result**

With regard to subject matter, please find attached herewith Declaration of Results along with Scrutiniser's Report dated March 26, 2019, on Postal Ballot procedure undertaken by the Company for seeking/obtaining shareholder's approval for special business as stated in Postal Ballot Notice dated February 11, 2019.


We have also enclosed certified copy of resolution passed by the shareholders of the Company through Postal Ballot procedure (including E-Voting).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Windsor Machines Limited

  
Priti Patel  


Company Secretary and Compliance Officer

Encl: Declaration of Results  
Scrutiniser's Report  
Voting Results  
Certified copy of Resolution

## WINDSOR MACHINES LIMITED

### Declaration of Results of Postal Ballot & E-Voting

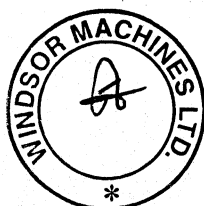
Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Notice of Postal Ballot (including E-Voting) dated February 11, 2019 had been circulated on February 23, 2019 to all 11,333 Shareholders of the Company, whose names appeared on the Register of Members/List of Beneficiaries as on the cut-off date i.e. February 8, 2019, out of which 5,222 postal ballot notices & postal ballot forms were sent via courier along with self-address postage prepaid business reply envelopes, whose email ids were not registered with the Company, and 6,111 postal ballot notices & postal ballot forms through electronic means (through emails) whose email ids were registered with the Company, seeking their consent for Resolutions on the matter as set out therein.

In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided E-Voting facility to all - members/shareholders (including Companies/FIs/FIIs etc.) to enable them to cast their votes electronically. The E-Voting started on February 24, 2019 at 9:00 a.m. and ended on March 25, 2019 at 5:00 p.m.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.

The Board of Directors of the Company has appointed Mr. Premnarayan Tripathi, Practicing Company Secretary (FCS No.: 8851 C.P. No.: 10029), as scrutinizer for conducting the Postal Ballot and remote E-Voting process in a fair and transparent manner and to receive and scrutinize completed Physical Postal Ballot Forms from the Shareholders.

Mr. Premnarayan Tripathi, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes cast by means of E-Voting from February 24, 2019 at 9:00 a.m. to March 25, 2019 at 5:00 p.m. and submitted his Report dated March 26, 2019 to Mr. T. S. Rajan, Executive Director & CEO of the Company.



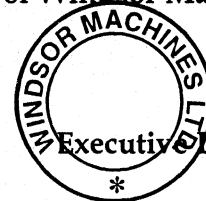
The consolidated results as per the Scrutinizer's above mentioned Reports are as follows:-

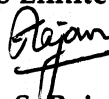
| Sr. No. | Description of special resolution  | Type of Resolution | No. of votes in favour | % of vote in favour | No. of votes against | % of votes against |
|---------|--|--------------------|------------------------|---------------------|----------------------|--------------------|
| 1.      | Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director, who has attained the age of 75 years. | Special Resolution | 4,77,56,974            | 99.99%              | 2,960                | 0.01%              |

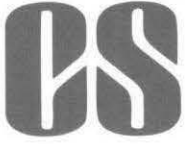
Based on the Report(s) of the Scrutinizer, Special Resolution as set out in the Postal Ballot Notice dated February 11, 2019 have been duly approved by the Members with requisite majority.

Date : March 26, 2019  
Place : Ahmedabad

For Windsor Machines Limited



  
T. S. Rajan  
Executive Director & CEO



**PRT & ASSOCIATES**

1449/1, 1<sup>st</sup> Floor, RMG House, M.: +91 89800 26497  
Mithakhali Gam, Navrangpura, E-mail: premnarayan.cs@gmail.com  
Ahmedabad - 380006.  
Gujarat, India

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

To,  
The Executive Director,  
**WINDSOR MACHINES LIMITED,**  
102/103, Devmilan Co. Op. Housing Society,  
Next to Tip Top Plaza, LBS Road,  
Thane (W) – 400604

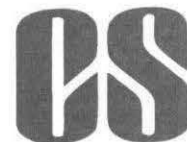
### SCRUTINIZER'S REPORT FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT

Dear Sir,

In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, I, Premnarayan Tripathi, Company Secretary in Practice (FCS No.: 8851, COP No.: 10029), have been appointed as Scrutinizer by the Company in the Board Meeting held on February 11, 2019 to conduct the Postal Ballot Process in fair and transparent manner in respect of the following resolutions:-

| Resolution Number | Type of Resolution | Subject Matter of Resolution   |
|-------------------|--------------------|--|
| 1                 | Special Resolution | Continuation of directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director who has attained the age of 75 years |





I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope on Saturday, February 23, 2019 to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from NSDL/ CDSL as on Friday, February 8, 2019.
2. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility.
3. The Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting to the Shareholders who wish to cast their votes electronically. Shareholders opting for e-voting facility, casted their votes on the designated website [www.evotingindia.com](http://www.evotingindia.com) of CDSL.
4. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website.
5. The particulars of all postal ballot forms received from the Shareholders in physical form(s) and electronic ballot report generated from CDSL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by CDSL in electronic registry.
7. The ballot boxes containing the physical postal ballot were opened in due course of the scrutiny thereof. I have also downloaded e-voting report from the CDSL website for the Shareholders who have voted through e-voting.
8. The postal ballot forms were matched with the Register of Members of the Company as on Friday, February 8, 2019.
9. All postal ballot forms and e-votes received up to 5:00 p.m. on Monday, March 25, 2019, the last date and time fixed by the Company for receipt of the forms, were considered for the Report.
10. I did not find any defaced or mutilated ballot paper.
11. The shareholders exercised their voting either by electronic or physical mode. There were 3 (Three) shareholders who opted for both the facilities. Voting done



by e-voting shall prevail and votes casted through physical postal ballot form were treated as invalid.

12. A summary of the postal ballots is given below:

**Resolution No.1: Continuation of directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director who has attained the age of 75 years**

(i) Valid Votes in favour of the resolution:

| Particulars              | Number of Members voted through electronic voting system and physical mode | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------------------|--|-------------------------------|---------------------------------------|
| E-voting                 | 70   | 4,10,74,885                   | 86.01%                                |
| Postal Ballot (Physical) | 24   | 66,82,089                     | 13.99%                                |
| <b>Total</b>             | <b>94</b>  | <b>4,77,56,974</b>            | <b>100.00%</b>                        |

(ii) Valid Votes against the resolution:

| Particulars              | Number of Members voted through electronic voting system and physical mode | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------------------|--|-------------------------------|---------------------------------------|
| E-voting                 | 9  | 2,654                         | 89.66%                                |
| Postal Ballot (Physical) | 4  | 306                           | 10.34%                                |
| <b>Total</b>             | <b>13</b>  | <b>2,960</b>                  | <b>100.00%</b>                        |






(iii) Invalid votes:

| Particulars              | Total number of members whose votes were declared invalid | Total number of votes cast (Shares) |
|--------------------------|---|-------------------------------------|
| E-voting                 | 0   | 0                                   |
| Postal Ballot (Physical) | 3   | 108                                 |
| <b>Total</b>             | <b>3</b>  | <b>108</b>                          |

**Result: Resolution No. 1:**

| Particulars   | No. of Shareholders | No. of Equity Shares    | Paid-up value of equity shares voted (Rs.2/- each) |
|---|---------------------|-------------------------|--|
| Total Votes received  | 110                 | 4,77,60,042             | 9,55,20,084  |
| Less: Invalid Votes   | 3                   | 108                     | 216  |
| Net Valid Votes casted  | 107                 | 4,77,59,934             | 9,55,19,868  |
| Votes in Favour of the Resolution (as a percentage of net valid votes casted) | 94                  | 4,77,56,974<br>(99.99%) | 9,55,13,948  |
| Votes against the Resolution (as a percentage of net valid votes casted)      | 13                  | 2,960<br>(0.01%)        | 5,920  |



13. I have, on reckoning of the voting rights of the shareholders of the basis of paid up value of shares registered in their names, found that the total percentage in favour of the Resolutions are as under;

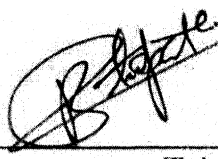
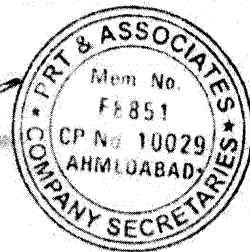
| Resolution No. | Total Valid Votes<br>(A) | Votes in favour<br>(B) | Percentage<br>(B/A*100) |
|----------------|--------------------------|------------------------|-------------------------|
| 1              | 4,77,59,934              | 4,77,56,974            | 99.99%                  |

Accordingly, the above Resolution has been passed as the Special Resolution with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

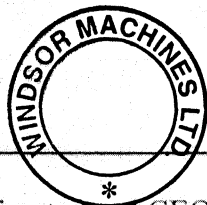
Yours faithfully,

Premnarayan Tripathi  
(Company Secretary in Practice)  
Mem. No: FCS 8851  
COP: 10029

Place: Ahmedabad  
Date: March 26, 2019

Counter signed:

T. S. Rajan  
(Executive Director and CEO)



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



WINDSOR MACHINES LIMITED

**Registered Office :**

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

Date: March 26, 2019

To,  
The BSE Ltd.,  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Company Code: 522029**

Dear Sir,

**Sub.: Result of Postal Ballot under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Circular no. CIR/CFD/CMD/8/2015 dated November 4, 2015 and Sections 108 & 110 of Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 as amended from time to time, the result of Postal Ballot including E-voting conducted for obtaining approval of shareholders by way of Special resolution as mentioned in the Notice of Postal Ballot dated February 11, 2019 is enclosed herewith along with the Report of the Scrutinizer.

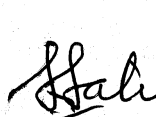
The resolution mentioned in the Postal Ballot Notice dated February 11, 2019, has been deemed to be approved and passed with requisite majority on March 25, 2019, which was the last date for E-Voting/Receipt of Postal Ballot Forms.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For Windsor Machines Limited**

  
Prifi Patel  
Company Secretary and Compliance Officer



**Report on Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

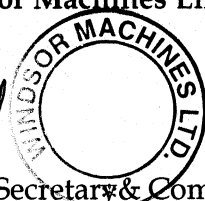
|   |                                |
|---|--------------------------------|
| Date of Postal Ballot Notice  | February 11, 2019              |
| Total Number of Shareholders on record date (February 8, 2019)          | 11,333                         |
| Voting Start Date   | February 24, 2019 at 9:00 a.m. |
| Voting End Date   | March 25, 2019 at 5:00 p.m.    |
| No. of shareholders who have voted through E-Voting and Postal Ballot : | 107                            |
| Promoters and Promoter Group :  | 2                              |
| Public:   | 105                            |
| No. of shareholders attended the meeting through Video Conferencing:    | Not Applicable                 |
| Promoters and Promoter Group:   | -                              |
| Public :  | -                              |

**Details of Agenda**

The detailed agenda items that were transacted by E-voting & Postal Ballot Voting are attached as Annexure in the required format.

Thanking You,  
Yours faithfully,  
For Windsor Machines Limited

  
Priti Patel



Company Secretary & Compliance Officer



WINDSOR MACHINES LIMITED

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

**WINDSOR**

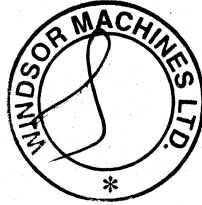
Partner in progress

Registered Office :

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

**Windsor Machines Limited**

| Resolution Required : (Special)   |                |                    | 1 - Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director, who has attained the age of 75 years. |   |                          |                       |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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       | 3,80,00,012        | 3,80,00,012  | 100.00                                  | 3,80,00,012              | -                     | 100.00                               | -                                  |
|   | Poll           |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot  |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Total          |                    | 3,80,00,012  | 100.00                                  | 3,80,00,012              | -                     | 100.00                               | -                                  |
| Public Institutions   | E-Voting       | 5,78,831           | 5,60,199   | 96.78                                   | 5,60,199                 | -                     | 100.00                               | -                                  |
|   | Poll           |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot  |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Total          |                    | 5,60,199   | 96.78                                   | 5,60,199                 | -                     | 100.00                               | -                                  |
| Public Non Institutions   | E-Voting       | 2,63,52,957        | 25,17,328  | 9.55                                    | 25,14,674                | 2,654                 | 99.89                                | 0.11                               |
|   | Poll           |                    | 66,82,395  | 25.36                                   | 66,82,089                | 306                   | 99.99                                | 0.01                               |
|   | Postal Ballot  |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Total          |                    | 91,99,723  | 34.91                                   | 91,96,763                | 2,960                 | 99.97                                | 0.03                               |
| <b>Total</b>  |                | <b>6,49,31,800</b> | <b>4,77,59,934</b>   | <b>73.55</b>                            | <b>4,77,56,974</b>       | <b>2,960</b>          | <b>99.99</b>                         | <b>0.01</b>                        |



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



WINDSOR MACHINES LIMITED

Registered Office :

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Ph. : +91 22 25836592, Fax : +91 22 25836285

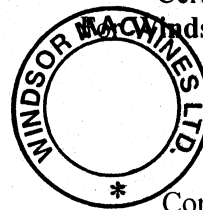
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY ON MARCH 25, 2019 THROUGH POSTAL BALLOT PROCEDURE (INCLUDING E-VOTING) CONDUCTED DURING THE PERIOD FROM FEBRUARY 24, 2019 TO MARCH 25, 2019.**

**“RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations”), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the Company be and is hereby accorded to continue the directorship of Mr. M. K. Arora (DIN : 00031777), as the Non- Executive Independent Director of the Company, who has attained age of 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., upto the conclusion of the 56th Annual General Meeting of the Company to be held in the year 2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary incidental or ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

Certified To be True

Windsor Machines Limited



Priti Patel

Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

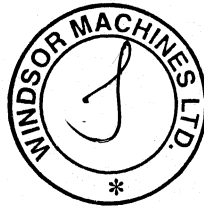
As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director (which includes directorship of Independent Directors) who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. M. K. Arora, (DIN: 00031777) is 75 years old. He is post graduate in Commerce, Law Graduate, qualified Company Secretary (ACS) and Cost & Works Accountant (AICWA).

Mr. M. K. Arora was appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Schedule IV and rules made thereunder to hold office from the conclusion of 51st Annual General Meeting held on September 29, 2014 till the conclusion of 56th AGM, to be held in the year 2019. He is not liable to retire by rotation.

The brief profile of Mr. M. K. Arora, pursuant to Regulation 36 (3) of Listing Regulations and Secretarial Standard 2 on General Meetings, is as under:

|  |  |
|--|--|
| Name of Director   | Mr. M. K. Arora  |
| Date of Birth  | September 21, 1943   |
| Date of appointment  | September 29, 2014.  |
| Qualifications   | He is a post graduate in Commerce, Law Graduate, qualified Company Secretary (ACS) and Cost & Works Accountant (AICWA).                  |
| Expertise in specific functional areas   | Corporate Law & General Management   |
| Experience   | He has vast experience of more than four decades in Corporate Law and General Management.  |
| Directorship in other Listed Companies<br>(As per Regulation 36(3) of SEBI LODR, Directorship in listed companies are considered.) | <ul style="list-style-type: none"><li>- Kemp and Company Limited</li><li>- Priya International Limited</li><li>- Priya Limited</li></ul> |



|   |   |   |
|---|---|---|
| Chairmanship/Membership of Committees.<br>(As per Regulation 36(3) of SEBI LODR, chairmanship / membership of committees of listed companies are considered.) | <b>Windsor Machines Limited</b><br>- Audit Committee - Member<br>- Stakeholders Relationship Committee - Member<br><b>Priya Ltd.</b><br>- Audit Committee - Member<br>- Stakeholders Relationship Committee - Chairman<br><b>Priya International Limited</b><br>- Audit Committee - Member<br><b>KEMP and Company Limited</b><br>- Stakeholders Relationship Committee - Member |   |
| Remuneration sought to be paid  | Sitting fees  |   |
| No. of Shares of the Company  | Nil   |   |
| Disclosure of relationship between Director inter-se & KMP  | None  |   |
| Number of Board Meetings attended during the financial year 2018-19 till the date of Notice.  | Held  | 4 |
|   | Attended  | 4 |

The terms and conditions of appointment of Mr. M. K. Arora shall be open for inspection by the members at the registered office & corporate office of the Company during normal business hours on any working day up to Monday, March 25, 2019.


In the opinion of the Board, Mr. M. K. Arora fulfills the conditions specified in the Act and rules made thereunder for his appointment/ continuation as an Independent Director of the Company.

The Board of Directors of the Company considering the need for providing advice, guidance and mentorship to the Company's executive management, is of the opinion that Mr. M. K. Arora possesses relevant expertise and vast experience. His continued association as non-executive independent director will be beneficial and in the best interest of the Company.

Except Mr. M. K. Arora, none of the Directors or Key Managerial Personnel (KMP) of the Company or any relatives of such Directors or KMPs are in any way concerned or interested, or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

The Board of directors accordingly recommends the Special Resolution as mentioned at item no. 1 of this notice for approval of the members of the Company.

Certified To be True  
For **Windsor Machines Limited**

  
Him Patel  
Company Secretary  
