WINDSOR
Partner in progress

WINDSOR MACHINES LIMITED

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

Date: September 25, 2019

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

CIN: L99999MH1963PLC012642

To,
The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Company Code: 522029

Dear Sir,

Sub.: Voting Result of 56th Annual General Meeting.

The 56th Annual General Meeting (AGM) of the members of the Company was held on September 24, 2019 at Thane.

The Voting result, pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, of the said AGM is enclosed herewith for your record.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED

Priti Patel

Company Secretary & Compliance Officer

Membership No.: FCS 8392

Registered Office: 102/103, Devmilan CHS,

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

Date of Annual General Meeting	September 24, 2019
Book Closure	Wednesday, September 18, 2019
	То
Aug. U	Tuesday, September 24, 2019
Total number of Shareholders on	11,535
Book Closure Date	
No. of shareholders present in the	*
meeting either in person or	
through proxy:	33
Promoters and Promoter Group:	2
Public:	31
No. of shareholders attended the	
meeting through Video	<i>i</i>
Conferencing:	NIL
Promoters and Promoter Group:	NIL
Public:	NIL
2.74	

Details of Agenda

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

Thanking You, Yours faithfully,

For Windsor Machines Limited

Priti Patel

Company Secretary & Compliance Officer

Membership No.: FCS 8392

		1)					
		I	Windsor l	Machines	Limited						
Resolution Require	ed : (Ordina	ry)	1 - Adoption o	f financial state	ments for the	year ended	d March 31, 2019				
Whether promoter, interested in the ag	_	-		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			
	E-Voting		3,80,00,012	100.00	3,80,00,012	0	100.00	0.00			
Promoter and	Poll]	,-	0.00	-	-	0.00	0.00			
Promoter Group	Postal Ballot Tota l	3,80,00,012	3,80,00,012	0.00		-	0.00	0.00			
	E-Voting		235	1.25	235		100.00	0.00			
	Poll	-	-	0.00	-	-	0.00	0.00			
Public Institutions	Postal Ballot	18,867	-	0.00		_	0.00	0.00			
	Total	-	235	1.25			100.00	0.00			
	E-Voting		20,07,980	7.46			100.00	0.00			
Public Non	Poll		59,43,214	22.08	59,43,214		100.00	0.00			
Institutions	Postal Ballot	2,69,12,921	-	0.00		_	0.00				
	Total		79,51,194	29.54	79,51,194	-	100.00				
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00			



		7	Windsor I	Machines 1	Limited			****			
Resolution Require	ed : (Ordina	ry)	2 - Declaration	2 - Declaration of final dividend on equity shares for the financial year 2018-19.							
_	Whether promoter/ promoter group are interested in the agenda/resolution?			NO							
Category	3-3-3							% of Votes against on votes polled			
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100			
	E-Voting		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00			
D I	Poll]	=	0.00	i e	-	0.00	0.00			
Promoter and Promoter Group	Postal Ballot Total	3,80,00,012	3,80,00,012	0.00	3,80,00,012	-	0.00				
	E-Voting		235	1.25		-	100.00	0.00			
	Poll	1		0.00	-	-	0.00	0.00			
Public Institutions	Postal Ballot Total	18,867	235	0.00 1.25	235	-	0.00 100.00				
	E-Voting		20,07,980	7.46	20,07,980	-	100.00	0.00			
Public Non	Poll		59,43,214	. 22.08	59,43,214	-	100.00	0.00			
Public Non Institutions	Postal Ballot Total	2,69,12,921	- 79,51,194	0.00 29.54		-	0.00				
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00			



		V	Vindsor N	Machines	Limited		-			
Resolution Required	d : (Ordinaı		3 - Appointm	ent of a Direct	or in place of		t Thakur (DIN or re-appointme	01328746), who		
Whether promoter/ jinterested in the age			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		
	E-Voting		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00		
Promoter and	Poll	3,80,00,012	_	0.00	-	-	0.00	0.00		
Promoter Group	Postal Ballot		0	0.00	-	_	0.00	0.00		
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00		
	E-Voting		235	1.25	235	-	100.00	0.00		
	Poll		-	0.00	-	-	0.00	0.00		
Public Institutions	Postal Ballot	18,867	_	0.00	-	_	0.00	0.00		
	Total		235	1.25	235	-	100.00	0.00		
	E-Voting		20,07,980	7.46	20,07,980	-	100.00	0.00		
D. Lia Na	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00		
Public Non Institutions	Postal Ballot Total	2,69,12,921	- 79,51,194	0.00 29.54			0.00 100.00			
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00		



		V	Vindsor I	Machines	Limited						
Resolution Requir	ed : (Special		4 - Re-appoint		. S. Rajan (D	IN 052172	97) as the Whole	e Time Director			
Whether promoter,	promoter g	roup are	NO								
interested in the ag	genda/resolu	tion?			11	U					
Category	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes	No. of	% of Votes in	% of Votes			
	Voting	held	polled	Polled on	- in favour	Votes -Against	favour on votes polled	against on votes polled			
				shares		,	•	•			
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100			
	E-Voting	9	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00			
n	Poll	1	-	0.00	=	-	0.00	0.00			
Promoter and Promoter Group	Postal Ballot	3,80,00,012	_	0.00			0.00	0.00			
	Total		3,80,00,012	100.00	3,80,00,012	_	100.00	0.00			
	E-Voting		. 235	1.25	235	=	100.00	0.00			
, t	Poll		-	0.00	-	-	0.00	0.00			
Public Institutions	Postal Ballot	18,867	_	0.00			0.00	0.00			
-	Total	i	235	1.25	235	-	100.00	0.00			
b	E-Voting		20,07,980	7.46	20,07,980	-	100.00	0.00			
D 111 32	Poll	1	59,43,214	22.08	59,43,214	_	100.00	0.00			
Public Non nstitutions	Postal Ballot	2,69,12,921	-	0.00	_	_	0.00				
Total	Total	6,49,31,800	79,51,194 4,59,51,441	29.54 70.77	79,51,194 4,59,51,441	_	100.00				
Total		0,49,31,000	4,09,01,441	70.77	4,09,01,441		100.00	0.00			



		1	Windsor 1	Machines	Limited	113-00-					
Resolution Requir	red : (Special)	5 - Re-appointment of Mr. M. K. Arora (DIN 00031777) as an Independent Director of the Company.								
Whether promoter		-	NO								
interested in the a											
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			
	E-Voting		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00			
D 1	Poll	6	-	0.00	-	-	0.00	0.00			
Promoter and Promoter Group	Postal Ballot	3,80,00,012	_	0.00	_	-	0.00	0.00			
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00			
	E-Voting		235	1.25	235	-	100.00	0.00			
	Poll	1	-	0.00	-	-	0.00	0.00			
Public Institutions	Postal Ballot	18,867	_	0.00	_	_	0.00	0.00			
	Total		235	1.25	235	-	100.00	0.00			
	E-Voting		20,07,980	7.46	20,07,980		100.00	0.00			
D. I.P. M.	Poll	1	59,43,214	22.08	59,43,214	-	100.00	0.00			
Public Non Institutions	Postal Ballot Total	2,69,12,921	- 79,51,194	0.00 29.54	- 79,51,194	-	0.00	0.00			
Total		6,49,31,800		70.77	4,59,51,441	-	100.00	0.00			



3.		V	Vindsor N	Iachines 1	Limited							
Resolution Require	d : (Special)		6 - Re-appointment of Mr. Shishir Dalal (DIN 00007008) as an Independent Dire of the Company.									
Whether promoter/	promoter g	roup are	NO									
interested in the age	enda/resolu	tion?		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				
	E-Voting		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00				
D 1	Poll		-	0.00	-		0.00	0.00				
Promoter and Promoter Group	Postal Ballot	3,80,00,012	-	0.00		_	0.00					
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00				
	E-Voting		235	1.25	235	-	100.00	0.00				
	Poll		-	0.00	-	-	0.00	0.00				
Public Institutions	Postal Ballot Total	18,867	235	0.00 1.25	235	_	0.00	Control of the Contro				
				7.46								
16	E-Voting Poll		20,07,980	22.08	20,07,980		100.00					
Public Non Institutions	Postal Ballot Total	2,69,12,921	59,43,214 - 79,51,194	0.00 29.54	59,43,214 - 79,51,194		0.00 100.00	0.00				
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441		100.00	0.00				



		T	Vindsor N	Machines	Limited					
Resolution Require	ed : (Special)	7 - Re-appoint		hua Roy Cho	wdhury (D	IN 00151723) as	an .		
Whether promoter, interested in the ag	_		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		
V		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100		
	E-Voting		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00		
D	Poll	3,80,00,012	-	0.00	-	-	0.00	0.00		
Promoter and Promoter Group	Postal Ballot		-	0.00	-	_	0.00	0.00		
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00		
	E-Voting		235	1.25	235	-	100.00	0.00		
	Poll	1 1		0.00	-	-	0.00	0.00		
Public Institutions	Postal Ballot	18,867	-	0.00	-	_	0.00	0.00		
	Total	1 1	235	1.25	235	-	100.00	0.00		
	E-Voting		20,07,980	7.46	20,07,980	-	100.00	0.00		
D. I.I. M	Poll		59,43,214	22.08	59,43,214		100.00	0.00		
Public Non Institutions	Postal Ballot Total	2,69,12,921	79,51,194	0.00 29.54		-	0.00 100.00	0.00		
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00		



		V	Vindsor 1	Machines	Limited			***************************************			
Resolution Requir	ed : (Ordina		A MANAGEMENT AND THE TAX	DE VENEZUE DE MUESTO DE MU			Accountants for	the year 2019-			
Whether promoter, interested in the ag		-		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			
	E-Voting	***	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00			
D	Poll		-	0.00	1-	-	0.00	0.00			
Promoter and Promoter Group	Postal Ballot Total	3,80,00,012	3,80,00,012	0.00 100.00	3,80,00,012	-	0.00				
	E-Voting		235	1.25	235		100.00				
*	Poll		233	0.00	255		0.00	0.00			
Public Institutions	Postal Ballot Total	18,867	235	0.00	235	-	0.00	0.00			
	E-Voting		20,07,980	7.46	20,07,980	-	100.00	0.00			
Dublic Nico	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00			
Public Non Institutions	Postal Ballot Total	2,69,12,921	79,51,194	0.00 29.54	- 79,51,194	-	0.00				
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00				



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. T. S. Rajan The Executive Director and 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 May 27, 2019, for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the 56th Annual General Meeting of the members of the company held on Tuesday, September 24, 2019 at 11:30 a.m. at Tip Top Plaza, Near Check Naka, L.B.S. Marg, Opp. Raheja Garden, Thane (W) - 400 604.

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 and ballot on the resolutions contained in the Notice of the 56th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, 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 remote 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 e-voting commenced on September 21, 2019 (9:00 a.m.) and ended on September 23, 2019 (5:00 p.m.).

- d) At the AGM on September 24, 2019, the Chairman announced that Members present at the AGM who had not cast their votes by remote e-voting can exercise their voting rights through the ballot papers that was distributed to them at the venue of the AGM.
- e) Thereafter, on completion of the physical voting at the AGM, the ballot box kept for the purpose was locked in my presence with due identification marks placed on them.
- f) Subsequently, the votes cast through remote e-voting were unlocked in the presence of two witnesses and the remote e-voting summary generated from the electronic voting system provided by CDSL.
- g) The locked ballot box was opened in my presence and the ballot papers scrutinized with due diligence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company.
- h) 56 members participated in the e-voting process. 33 members were present in the AGM out of which 29 members participated in the ballot process. 1 ballot paper for 2,027 shares was found to be invalid.
- i) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under e-voting and through physical ballot has been maintained.
- j) The cumulative result of the e-Voting process and the physical ballot voting is furnished in the following table;



Rama Subramanian Company Secretary in Practice

Item no. of notice	Mode	Votes in fav	our of the res	olution	Votes against the resolution			
		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast	
Item No 1: Adoption of annual audited financial statements for the year ended 31st March 2019.								
Ordinary Resolution for consideration and adoption of the annual audited	Remote E voting	56	4,00,08,227	100	0	0	0	
financial statements of the company for the year ended 31st March 2019	Physical	28	59,43,214	100	0	0	0	
along with the reports of the Directors and Auditors thereon.	Total	84	4,59,51,441	100	0	0	0	
Item No 2: Declaration of final dividend.								
Ordinary Resolution for declaration of final dividend on the equity	Remote E voting	56	4,00,08,227	100	0	0	0	
shares of the company for the financial year ended 31st March 2019.	Physical	28	59,43,214	100	0	0	0	
31" March 2019.	Total	84	4,59,51,441	100	0	0	0	



Item no. of notice	Mode	Votes in fav	your of the res	Votes against the resolution			
		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast
Item No 3: Appointment of director retiring by							
rotation.		×		×			
	Remote	56	4,00,08,227	100	0	0	0
Ordinary Resolution for	E voting						П
appointment of Mr. Jayant Thakur (DIN 01328746), a director retiring by	Physical	28	59,43,214	100	0	0	0
rotation and who is eligible							
for re-appointment.	Total	84	4,59,51,441	100	0	0	0
Item No 4: Re- appointment of Whole Time Director of the						*	
Company.	Remote	56	4,00,08,227	100	0	0	0
· · · · · · · · · · · · · · · · · · ·	E voting		.,,,				
Special Resolution for re							
appointment of Mr. T. S.	Physical	28	59,43,214	100	0	0	0
Rajan (DIN 05217297) as the Whole Time Director				* /			
of the company.	Total	84	4,59,51,441	100	0	0	0
Item No 5: Re							
appointment of							
Independent Director	_			100			
	Remote	56	4,00,08,227	100	0	0	0
Special Resolution for re-	E voting		(4)				
appointment of Mr. M. K. Arora (DIN 00031777) as	Physical	28	59,43,214	100	0	0	0
an Independent Director	1 Hysical	20	39,43,214	100	U	U	0
for a second term of five	m · · ·		4 70 74 444	400			
consecutive years.	Total	84	4,59,51,441	100	0	0	0



Item No 6: Re							9
appointment of					w		
Independent Director							,
C	D /		4 00 00 007	100	0		0
Special Resolution for re-	Remote	56	4,00,08,227	100	0	0	0
appointment of Mr. Shishir	E voting						
Dalal (DIN 00007008) as	DI	20	5 0.42.014	100	•		
an Independent Director	Physical	28	59,43,214	100	0	0	0
for a second term of five							
consecutive years.	m	0.4	4 50 51 441	100			
A.	Total	84	4,59,51,441	100	0	0	0
Y						×	
Item No 7: Re			3			χ.	
appointment of							
Independent Director							
Special Desclution for re	Remote	56	4,00,08,227	100	0	0	
Special Resolution for reappointment of Ms. Mahua		50	4,00,08,227	100	0	U	0
1 4 4	E voting						
Roy Chowdhury (DIN	DI1	20	50 42 21 4	100	0	0	
00151723) as an Independent Director for a	Physical	28	59,43,214	100	0	0	0
second term of five							
The state of the s	Total	84	15051 111	100	0	0	0
consecutive years.	1 otai	84	4,59,51,441	100	U	U	U
Item No 8: Approval of							
remuneration to Cost							
Auditors		121					
Additors							
Ordinary Resolution for	Remote	56	4,00,08,227	100	0	0	0
approval of remuneration		30	4,00,00,227	100	U	U	0
of Rs. 92,000/- and	L voting			F 7			
reimbursement of out of	Physical	28	59,43,214	100	0	0	0
pocket expenses to M/s	1 hysicai	20	37,73,217	100	U	U	U
Ashish Bhavsar &							
Associates, Cost Accoun-							
tants (Firm Registration							
No. 000387) for conduct of							
audit of the cost records							
maintained by the				4-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0-0		CHIDS N. P.	
Company for Financial	Total	84	4,59,51,441	100	0	0	0
Year ending on March 31,	Total	04	7,37,31,771		U	U	
2020.				-			
2020.							



You may accordingly declare the cumulative voting result of the Annual General Meeting.

COP 10964

All the relevant records of the voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the 56th 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

Place: Thane

Date: September 24, 2019

for Windsor Machines Limited

T. S. Rajan

Chairman of the 56th Annual General Meeting

DIN: 05217297