

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: September 25, 2019

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

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 To Tuesday, September 24, 2019
Total number of Shareholders on Book Closure Date	11,535
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 Conferencing:	NIL
Promoters and Promoter Group:	NIL
Public :	NIL

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

Windsor Machines Limited

Resolution Required : (Ordinary)			1 - Adoption of financial statements for the year ended March 31, 2019.					
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	0	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Ordinary)			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	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	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Ordinary)			3 - Appointment of 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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	3,80,00,012	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		0	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Special)			4 - Re-appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time 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	3,80,00,012	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Special)			5 - Re-appointment of Mr. M. K. Arora (DIN 00031777) 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	3,80,00,012	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Special)			6 - Re-appointment of Mr. Shishir Dalal (DIN 00007008) 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	3,80,00,012	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Special)			7 - Re-appointment of Ms. Mahua Roy Chowdhury (DIN 00151723) 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	3,80,00,012	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



Windsor Machines Limited

Resolution Required : (Ordinary)			8 - Approval of remuneration to be paid to the Cost Accountants for the year 2019-20.					
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]	$[3]=\frac{[2]}{[1]} *100$	[4]	[5]	$[6]=\frac{[4]}{[2]} *100$	$[7]=\frac{[5]}{[2]} *100$
Promoter and Promoter Group	E-Voting	3,80,00,012	3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		3,80,00,012	100.00	3,80,00,012	-	100.00	0.00
Public Institutions	E-Voting	18,867	235	1.25	235	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		235	1.25	235	-	100.00	0.00
Public Non Institutions	E-Voting	2,69,12,921	20,07,980	7.46	20,07,980	-	100.00	0.00
	Poll		59,43,214	22.08	59,43,214	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		79,51,194	29.54	79,51,194	-	100.00	0.00
Total		6,49,31,800	4,59,51,441	70.77	4,59,51,441	-	100.00	0.00



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;



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
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 financial statements of the company for the year ended 31 st March 2019 along with the reports of the Directors and Auditors thereon.	Remote E voting	56	4,00,08,227	100	0	0	0
	Physical	28	59,43,214	100	0	0	0
		-----	-----	-----	---	---	---
	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 shares of the company for the financial year ended 31 st March 2019.	Remote E voting	56	4,00,08,227	100	0	0	0
	Physical	28	59,43,214	100	0	0	0
		-----	-----	-----	---	---	---
	Total	84	4,59,51,441	100	0	0	0



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
Item No 3: 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.	Remote E voting	56	4,00,08,227	100	0	0	0
	Physical	28	59,43,214	100	0	0	0
	Total	84	4,59,51,441	100	0	0	0
Item No 4: Re-appointment of Whole Time Director of the Company. Special Resolution for re-appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the company.	Remote E voting	56	4,00,08,227	100	0	0	0
	Physical	28	59,43,214	100	0	0	0
	Total	84	4,59,51,441	100	0	0	0
Item No 5: Re-appointment of Independent Director Special Resolution for re-appointment of Mr. M. K. Arora (DIN 00031777) as an Independent Director for a second term of five consecutive years.	Remote E voting	56	4,00,08,227	100	0	0	0
	Physical	28	59,43,214	100	0	0	0
	Total	84	4,59,51,441	100	0	0	0



<p>Item No 6: Re appointment of Independent Director</p>							
<p>Special Resolution for re-appointment of Mr. Shishir Dalal (DIN 00007008) as an Independent Director for a second term of five consecutive years.</p>	<p>Remote E voting</p>	<p>56</p>	<p>4,00,08,227</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
	<p>Physical</p>	<p>28</p>	<p>59,43,214</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
	<p>Total</p>	<p>84</p>	<p>4,59,51,441</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
<p>Item No 7: Re appointment of Independent Director</p>							
<p>Special Resolution for re-appointment of Ms. Mahua Roy Chowdhury (DIN 00151723) as an Independent Director for a second term of five consecutive years.</p>	<p>Remote E voting</p>	<p>56</p>	<p>4,00,08,227</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
	<p>Physical</p>	<p>28</p>	<p>59,43,214</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
	<p>Total</p>	<p>84</p>	<p>4,59,51,441</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
<p>Item No 8: Approval of remuneration to Cost Auditors</p>							
<p>Ordinary Resolution for approval of remuneration of Rs. 92,000/- 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, 2020.</p>	<p>Remote E voting</p>	<p>56</p>	<p>4,00,08,227</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
	<p>Physical</p>	<p>28</p>	<p>59,43,214</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>
	<p>Total</p>	<p>84</p>	<p>4,59,51,441</p>	<p>100</p>	<p>0</p>	<p>0</p>	<p>0</p>



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

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

