

Date: May 27, 2019

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

Company Code: 522029

Dear Sir,

Sub: Outcome of Board Meeting Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. The Board of Directors of the Company at its meeting held on May 27, 2019 has approved the Audited Financial Results (Standalone & Consolidated) for the quarter/year ended March 31, 2019, as recommended by the Audit Committee, in respect which we are submitting the following:
 - (i.) Approved Audited Standalone & Consolidated Financial Results of the Company for the quarter/year ended March 31, 2019, prepared in accordance with Indian Accounting Standards (Ind AS).
 - (ii.) Auditor's Report with unmodified opinion on the Audited Financial Results (Standalone & Consolidated) of the Company for the quarter/year ended March 31, 2019, as given by M/s. Niraj D. Adatia & Associates, Chartered Accountants (Firm. Reg. No.: 129486W), Statutory Auditors of the company.
 - (iii.) Declaration by Mr. T. S. Rajan, Executive Director & CEO and Mr. Vatsal Parekh, Chief Financial Officer, pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Board of Directors of the Company has recommended the Final Dividend of ₹ 1/- (Rupees One Only) per equity share of face value of ₹ 2/- each for the financial year ended March 31, 2019, subject to approval of shareholders of the Company. The Company will inform in due course the date on which the Company will hold AGM for the year ended March 31, 2019 and the date from which dividend will be paid or warrants thereof will be dispatched to the shareholders.
3. The Board of Directors of the Company, has approved:
 - i) Re-appointment of Mr. M. K. Arora as an Independent Director of the Company, for a term of five years (from the conclusion of ensuring 56th AGM of the Company) to hold office till the conclusion of the 61st Annual General Meeting of the Company to be held in the year 2024. The said re-appointment is subject to approval of shareholders of the Company.



- ii) Re-appointment of Mr. Shishir Dalal as an Independent Director of the Company, for a term of five years (from the conclusion of ensuring 56th AGM of the Company) to hold office till the conclusion of the 61st Annual General Meeting of the Company to be held in the year 2024. The said re-appointment is subject to approval of shareholders of the Company.
- iii) Re-appointment of Ms. Mahua Roy Chowdhury as an Independent Director of the Company, for a term of five years (from the conclusion of ensuring 56th AGM of the Company) to hold office till the conclusion of the 61st Annual General Meeting of the Company to be held in the year 2024. The said re-appointment is subject to approval of shareholders of the Company.

Details required pursuant to Regulation 30 & Para A of Part A of Schedule III of the SEBI LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith.

The meeting of the Board of Directors of the Company commenced at 12:00 p.m. and concluded at 4 : 00 p.m.

Kindly acknowledge receipt of the above mentioned documents.

Thanking you,
Yours faithfully,
For WINDSOR MACHINES LIMITED,


Priti Patel
Company Secretary



Encl.: as above.

Annexure - 1

The information required under Regulation 30 & Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Profile of Mr. M. K. Arora		
1.	Name of Director	Mr. M. K. Arora
2.	Reason for change viz. appointment, resignation, removal, death or otherwise;	The Board of Directors, at its meeting held on May 27, 2019, has approved re-appointment of Mr. M. K. Arora as an Independent Director, subject to the approval of the members of the Company at the ensuring AGM of the Company.
3.	Date of appointment/cessation (as applicable) Term of appointment	For a term of five years, from the conclusion of ensuring 56 th AGM of the Company till the conclusion of the 61 st AGM of the Company to be held in the year 2024.
4.	Brief Profile (in case of appointment)	Mr. M. K. Arora is 75 years old. He has joined the Board of Directors of the Company on September 29, 2007. He is a post graduate in Commerce, Law Graduate, qualified Company Secretary (ACS) and Cost & Works Accountant (AICWA). He has a vast experience in all facets of legal & corporate matters.
5.	Disclosure of relationships between directors (in case of appointment of a director)	No relationship with other Directors on the Board of the Company.

Brief Profile of Mr. Shishir Dalal		
1.	Name of Director	Mr. Shishir Dalal
2.	Reason for change viz. appointment, resignation, removal, death or otherwise;	The Board of Directors, at its meeting held on May 27, 2019, has approved re-appointment of Mr. Shishir Dalal as an Independent Director, subject to the approval of the members of the Company at the ensuring AGM of the Company.
3.	Date of appointment/cessation (as applicable) Term of appointment	For a term of five years, from the conclusion of ensuring 56 th AGM of the Company till the conclusion of the 61 st AGM of the Company to be held in the year 2024.
4.	Brief Profile (in case of appointment)	Mr. Shishir Dalal is 62 years old. He has joined the Board of Directors of the Company on July 29, 2013. He is a post graduate in Commerce, qualified Chartered Accountant (FCA). He has wide experience in the field of Corporate Law, Taxation, Finance etc.
5.	Disclosure of relationships between directors (in case of appointment of a director)	No relationship with other Directors on the Board of the Company.



Brief Profile of Ms. Mahua Roy Chowdhury

1.	Name of Director	Ms. Mahua Roy Chowdhury
2.	Reason for change viz. appointment, resignation, removal, death or otherwise;	The Board of Directors, at its meeting held on May 27, 2019, has approved re-appointment of Ms. Mahua Roy Chowdhury as an Independent Director, subject to the approval of the members of the Company at the ensuing AGM of the Company.
3.	Date of appointment/cessation (as applicable) Term of appointment	For a term of five years, from the conclusion of ensuing 56 th AGM of the Company till the conclusion of the 61 st AGM of the Company to be held in the year 2024.
4.	Brief Profile (in case of appointment)	Ms. Mahua Roy Chowdhury is 48 years old. She has joined the Board of Directors of the Company on August 4, 2014. She is a qualified advocate and a registered Patent Attorney with more than 23 years of experience.
5.	Disclosure of relationships between directors (in case of appointment of a director)	No relationship with other Directors on the Board of the Company.

