

Date: September 30, 2015

To,  
The BSE Ltd.,  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**Company Code: 522029**

Dear Sir,

**Sub: Proceeding of the AGM as per clause 31 of the Listing Agreement.**

This is to inform you that the 52<sup>nd</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, September 29, 2015 at 11:30 a.m. at the Thane Manufacturers' Association, Plot No. 6, TMA House, Main Road, Wagle Estate, Thane (W) – 400 064, and at the said meeting, members have approved the following :

1. Audited financial statements for the year ended March 31, 2015 together with the Reports of the Directors and Auditors thereon.
2. Re-appointment of Mr. Jayant Thakur as Director of the Company, who retired by rotation.
3. Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company to hold Office from the Conclusion of this Annual General Meeting (52<sup>nd</sup> AGM) up to the conclusion of the next Annual General Meeting (53<sup>rd</sup> AGM) of the Company, on a remuneration to be decided by the Board of Directors of the Company.
4. Adoption of new set of Articles of Association containing Articles in conformity with Companies Act, 2013.
5. Approval for payment of Professional fees, on yearly basis, to Mr. Jayant Thakur, Director of the Company, for rendering advisory services to the Company.
6. Approval of remuneration to be paid to the Cost Accountants for the year 2015-16.

Kindly acknowledge the receipt for the same.

Thanking you,  
Yours faithfully,

**For WINDSOR MACHINES LIMITED**



Priti Patel  
Company secretary and Compliance officer



**WINDSOR MACHINES LIMITED**

**52<sup>nd</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 29, 2015**

**Declaration of Results**

52<sup>nd</sup> Annual General Meeting was held on September 29, 2015 at 11.30 a.m. at Thane Manufacturers' Association, Plot No. 6, TMA House, Main Road Wagle Estate, Thane (W) – 400604.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Windsor Machines Limited (“the Company”) had provided e-voting facility to the members to enable them to cast vote electronically on the resolutions proposed in the notice of 52<sup>nd</sup> Annual General Meeting (AGM). The e-voting was open from 9:00 a.m. on September 26, 2015 upto 5:00 p.m. on September 28, 2015.

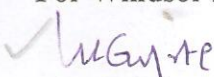
The Board of Directors had appointed Ms. Rama Subramanian, Company Secretary in practice as scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5:00 p.m. on September 28, 2015 and on poll at the 52<sup>nd</sup> AGM and submitted report(s) on September 29, 2015. The Report(s) of Scrutinizer is attached herewith.

The consolidated results as per the Scrutinizers above mentioned Reports are as follows:-

Sr. No.	Item No.	Type of resolution	No. of votes in favour	% of vote in favour	No. of votes against	% of votes against
1.	Adoption of financial statements for the year ended March 31, 2015.	Ordinary	4,29,00,588	99.999	360	0.001
2.	Appointment of a Director in place of Mr. Jayant Thakur, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	4,29,00,588	99.999	360	0.001
3.	Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors.	Ordinary	4,29,00,588	99.999	360	0.001
4.	Adoption of new set of Articles of Association containing Articles in conformity with Companies Act, 2013.	Special	4,29,00,588	99.999	360	0.001
5.	Approval for payment of Professional fees, on yearly basis, to Mr. Jayant Thakur, Director, for rendering advisory services to the Company.	Special	4,29,00,588	99.999	360	0.001
6.	Approval of remuneration to be paid to Cost Accountants for the year 2015-16.	Ordinary	4,29,00,588	99.999	360	0.001

Based on the Report(s) of the Scrutinizer, all Resolutions as set out in the Notice of 52<sup>nd</sup> AGM have been duly approved by the Members with requisite majority.

For Windsor Machines Limited



**K. C. Gupte**  
**Executive Director**

Date : September 30, 2015

Place : Thane



**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. K. C. Gupte  
The Executive Director  
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 30<sup>th</sup> May 2015 for the purpose of scrutinizing the e-voting process and examining the poll papers on the resolutions moved at the 52<sup>nd</sup> Annual General Meeting of the members of the company held on Tuesday, September 29, 2015 at 11.30 a.m. at Thane Manufacturers' Association, Plot No 6, TMA House, Main Road, Wagle Estate, Thane (W) 400 604.

The management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means and poll on the resolutions contained in the Notice of the 52<sup>nd</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process, both e-voting and poll, 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](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 e-voting commenced on September 26, 2015 (9.00 a.m.) and ended on September 28, 2015 (5.00 p.m.)



- d) At the AGM on September 29, 2015, 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) 11 Members participated in the e-voting process. 44 Members participated in the AGM wherein 32 Members participated in the ballot process of which 1 ballot paper for 200 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
<b>Item No 1: Adoption of annual audited financial statements for the year ended 31<sup>st</sup> March 2015.</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 2015 along with the reports of the Directors and Auditors thereon.	Remote E voting	10	3,91,31,563	99.999	1	360	0.001
	Physical	31	37,69,025	100.00	0	00	0.00
	<b>Total</b>	<b>41</b>	<b>4,29,00,588</b>	<b>99.999</b>	<b>1</b>	<b>360</b>	<b>0.001</b>
<b>Item No 2: Re-appointment of director retiring by rotation.</b>  Ordinary resolution for re-appointment of Mr. Jayant Thakur, a director retiring by rotation and who is eligible for re-appointment.	Remote E voting	10	3,91,31,563	99.999	1	360	0.001
	Physical	31	37,69,025	100.00	0	00	0.00
	<b>Total</b>	<b>41</b>	<b>4,29,00,588</b>	<b>99.999</b>	<b>1</b>	<b>360</b>	<b>0.001</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 3: Appointment of auditors and fix their remuneration</b>  Ordinary resolution for appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as statutory auditors of the company pursuant to Section 139 of the Companies Act, 2013 for the financial year 2015-2016 to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the company and to fix their remuneration.	Remote E voting	10	3,91,31,563	99.999	1	360	0.001
	Physical	31	37,69,025	100.00	0	00	0.00
	<b>Total</b>	<b>41</b>	<b>4,29,00,588</b>	<b>99.999</b>	<b>1</b>	<b>360</b>	<b>0.001</b>
<b>Item No 4: Adoption of a new set of Articles of Association of the Company</b>  Special resolution for adoption of a new set of Articles of Association of the Company in conformity with the Companies Act, 2013.	Remote E voting	10	3,91,31,563	99.999	1	360	0.001
	Physical	31	37,69,025	100.00	0	00	0.00
	<b>Total</b>	<b>41</b>	<b>4,29,00,588</b>	<b>99.999</b>	<b>1</b>	<b>360</b>	<b>0.001</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 5: Approval for payment of professional fees</b>  Special resolution for payment of professional fees to Mr. Jayant Thakur, on yearly basis, for rendering advisory services to the Company.	Remote E voting	10	3,91,31,563	99.999	1	360	0.001
	Physical	31	37,69,025	100.00	0	00	0.00
	<b>Total</b>	<b>41</b>	<b>4,29,00,588</b>	<b>99.999</b>	<b>1</b>	<b>360</b>	<b>0.001</b>
<b>Item No 6: Approval of remuneration to Cost Auditors</b>  Ordinary resolution for approval of remuneration of Rs 80,000/- and reimbursement of out of pocket expenses to M/s Ashish Bhavsar & Associates, Cost Accountants for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2016.	Remote E voting	10	3,91,31,563	99.999	1	360	0.001
	Physical	31	37,69,025	100.00	0	00	0.00
	<b>Total</b>	<b>41</b>	<b>4,29,00,588</b>	<b>99.999</b>	<b>1</b>	<b>360</b>	<b>0.001</b>



**CS Rama Subramanian**

Company Secretary in Practice

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rama@csrama.com

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 52<sup>nd</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



Place: Thane

Date : September 29, 2015

For Windsor Machines Limited



**K. C. Gupte**  
**Executive Director**  
**Chairman of the 52<sup>nd</sup> Annual General Meeting**

