

Date: September 29, 2016

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

Company Code: 522029

Dear Sir,

Sub.: Proceeding of the AGM as per Regulation 30, read with Schedule III, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 30, read with Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached the Proceeding of 53rd Annual General Meeting of the Company, held on September 29, 2016.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For WINDSOR MACHINES LIMITED



Prifi Patel

Company secretary and Compliance officer



PROCEEDINGS OF 53RD ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2016 AT 11:30 A.M. AT THANE MANUFACTURERS' ASSOCIATION, PLOT NO. 6, TMA HOUSE, MAIN ROAD, WAGLE ESTATE, THANE (W) - 400 604.

The 53rd Annual General Meeting of members of Windsor Machines Limited (the Company), was held on Thursday, September 29, 2016 at 11:30 a.m. at Thane Manufacturers' Association, Plot No. 6, TMA House, Main Road, Wagale Estate, Thane (W) - 400 604. In terms of the provisions of Section 104 of the Companies Act, 2013 read with Article 99 of the Articles of Association of the Company, Mr. T. S. Rajan, Executive Director & CEO of the Company was elected as the Chairman of the meeting and thereafter he took the chair. Pursuant to Section 103 of the Companies Act, 2013 read with Article 96 of Articles of Association of the company and applicable Secretarial Standards, requisite quorum was present and the Chairman of the Meeting called meeting to order.

As required Section 171(b) of the Companies Act, 2013, the register of Directors/Key Managerial Personnel & their Shareholding, Register of Contract & Arrangement, Register of Proxy & Corporate Representation and accounts of subsidiary Companies etc. were kept open during the meeting for inspection of the Members.

Chairman of the Meeting welcomed the Members present in the Annual General Meeting and introduced the Directors present on the dais. He referred to the Notice dated May 25, 2016 convening the 53rd Annual General Meeting & Directors' Report and with consent of Members present, the Notice & Directors' Report were taken as read.

Chairman of the Meeting requested Ms. Priti Patel, Company Secretary to read the Auditors' Report and, with consent of Members, Annexure to Auditors' Report was taken as read. He appraised the Members that there were no qualification, observation or comments on the financial transactions or matters which have any adverse effect on the functioning of the Company in the Statutory Auditor's Report or Secretarial Auditor's Report for the Financial Year 2015-16, which are required to read before Annual General Meeting in terms of Section 145 of the Companies Act, 2013 read with relevant Secretarial Standard.

Chairman of the Meeting informed the Members that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Regulation 44 of



SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided E-Voting facility to the Members. E-Voting window was open from September 26, 2016 to September 28, 2016 at 9.00 a.m. to 5.00 p.m. for the members to cast their votes electronically. The company has chosen Ballot voting at AGM venue.

Thereafter, Chairman of the Meeting invited the Members to ask questions relating to the accounts and operations of the Company. The Chairman replied to the queries/questions raised by members in detail, provided clarifications on various matters to the satisfaction of Members and noted the suggestions given by them. He appreciated and thanked the members for taking keen interest in the performance of the Company.

Thereafter Chairman of the Meeting invited the Members to formally propose and second the Resolution given in the Annual General Meeting Notice. A few Members proposed and seconded the Resolutions. Chairman, then, formally put the Resolutions to Ballot voting at the Annual General Meeting.

Based on the Scrutiniser's consolidated Report dated September 29, 2016, the Chairman declared that resolutions proposed in the Notice of the 53rd AGM of the Company were passed with requisite majority.

Resolutions passed at the Annual General Meeting:

Sr. No	Item No.	Type of resolution	Approval Status
1.	Adoption of Audited Financial Statements, on standalone and consolidated basis, for the year ended March 31, 2016.	Ordinary	Passed with Requisite Majority
2.	Appointment of a Director in place of Mr. P. C. Kundalia (DIN 00323801), who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary	Passed with Requisite Majority
3.	Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors.	Ordinary	Passed with Requisite Majority
4.	Appointment of Mr. T. S. Rajan (DIN 05217297), as a Director of the Company.	Ordinary	Passed with Requisite Majority
5.	Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.	Special	Passed with Requisite Majority

6.	Approval of remuneration to be paid to the cost accountants for the year 2016-17.	Ordinary	Passed with Requisite Majority
7.	Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".	Special	Passed with Requisite Majority

Chairman informed the Members that all Statutory/Regulatory provisions given under the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mandatory Secretarial Standards etc. relating to the General Meeting had been duly complied in respect of calling, holding, convening and conducting this Annual General Meeting.

At the conclusion of 53rd Annual General Meeting, Chairman of the Meeting conveyed his thanks to the Members and all other participants present in the meeting for their kind co-operation in conducting the Meeting and declared the meeting as completed.

For WINDSOR MACHINES LIMITED

Date: September 29, 2016
Place: Thane



Priti Patel

Company secretary and Compliance officer