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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 12, 2018

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

Company Code: 522029

Dear Sir,

**Sub.: Voting Result of 55<sup>th</sup> Annual General Meeting.**

The 55<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on September 11, 2018 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



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

Date of Annual General Meeting	September 11, 2018
Book Closure	Wednesday, September 5, 2018 To Tuesday, September 11, 2018
Total number of Shareholders on Book Closure Date	11,477
No. of shareholders present in the meeting either in person or through proxy :	36
Promoters and Promoter Group :	2
Public:	34
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

## Windsor Machines Limited

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and Consolidated basis for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.						
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
	<b>Total</b>		<b>3,80,00,012</b>	<b>100.00</b>	<b>3,80,00,012</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	68,447	-	0.00	-	-	0.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	<b>Total</b>		<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,878	-	100.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	<b>Total</b>		<b>3,64,629</b>	<b>1.36</b>	<b>3,64,520</b>	<b>109</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>6,49,31,800</b>	<b>3,83,64,641</b>	<b>59.08</b>	<b>3,83,64,532</b>	<b>109</b>	<b>99.99</b>	<b>0.01</b>



## Windsor Machines Limited

Resolution Required : (Ordinary)		2 - To declare final dividend on equity shares for the financial year 2017-18.						
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	0	0.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,80,00,012</b>	<b>100.00</b>	<b>3,80,00,012</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	68,447	-	0.00	0	0	0.00	0.00
	Poll		-	0.00	0	0	0.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>-</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,878	0	100.00	0.00
	Postal Ballot		-	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,64,629</b>	<b>1.36</b>	<b>3,64,520</b>	<b>109</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>6,49,31,800</b>	<b>3,83,64,641</b>	<b>59.08</b>	<b>3,83,64,532</b>	<b>109</b>	<b>99.99</b>	<b>0.01</b>





## Windsor Machines Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. P. C. Kundalia (DIN 00323801) 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]={[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	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	<b>Total</b>		<b>3,80,00,012</b>	<b>100.00</b>	<b>3,80,00,012</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	68,447	-	0.00	-	0	0.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	<b>Total</b>		<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,878	0	100.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	<b>Total</b>		<b>3,64,629</b>	<b>1.36</b>	<b>3,64,520</b>	<b>109</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>6,49,31,800</b>	<b>3,83,64,641</b>	<b>59.08</b>	<b>3,83,64,532</b>	<b>109</b>	<b>99.99</b>	<b>0.01</b>



## Windsor Machines Limited

Resolution Required : (Special)			4 - To Approve remuneration to be paid to the Cost Accountants for the 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	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	<b>Total</b>		<b>3,80,00,012</b>	<b>100.00</b>	<b>3,80,00,012</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	68,447	-	0.00	-	0	0.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	<b>Total</b>		<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	2,68,63,341	751	0.00	642	109	85.49	14.51
	Poll		3,63,878	1.35	3,63,876	2	99.99	0.01
	Postal Ballot		-	0.00	-	0	0.00	0.00
	<b>Total</b>		<b>3,64,629</b>	<b>1.36</b>	<b>3,64,518</b>	<b>111</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>6,49,31,800</b>	<b>3,83,64,641</b>	<b>59.08</b>	<b>3,83,64,530</b>	<b>111</b>	<b>99.99</b>	<b>0.01</b>



### **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 28, 2018, for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the 55<sup>th</sup> Annual General Meeting of the members of the company held on Tuesday, September 11, 2018 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 55<sup>th</sup> 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](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 8, 2018 (9:00 a.m.) and ended on September 10, 2018 (5:00 p.m.).



- d) At the AGM on September 11, 2018, 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. 36 members were present in the AGM out of which 29 members participated in the ballot process. 1 ballot paper for 3 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 2018.</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 2018 along with the reports of the Directors and Auditors thereon.	Remote E voting	7	3,80,00,654	99.99	4	109	0.01
	Physical	28	3,63,878	100.00	0	0	0
	<b>Total</b>	<b>35</b>	<b>3,83,64,532</b>	<b>99.99</b>	<b>4</b>	<b>109</b>	<b>0.01</b>
<b>Item No 2: Declaration of final dividend.</b>  Ordinary resolution for declaration of final dividend on the equity shares of the company for the financial year ended 31 <sup>st</sup> March 2018.	Remote E voting	7	3,80,00,654	99.99	4	109	0.01
	Physical	28	3,63,878	100.00	0	0	0
	<b>Total</b>	<b>35</b>	<b>3,83,64,532</b>	<b>99.99</b>	<b>4</b>	<b>109</b>	<b>0.01</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 director retiring by rotation.</b>  Ordinary resolution for appointment of Mr. P. C. Kundalia, a director retiring by rotation and who is eligible for re-appointment.	Remote E voting	7	3,80,00,654	99.99	4	109	0.01
	Physical	28	3,63,878	100.00	0	0	0
	<b>Total</b>	<b>35</b>	<b>3,83,64,532</b>	<b>99.99</b>	<b>4</b>	<b>109</b>	<b>0.01</b>
<b>Item No 4: Approval of remuneration to Cost Auditors</b>  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 for conduct of audit of the cost records maintained by the Company for Financial Year ending on March 31, 2019.	Remote E voting	7	3,80,00,654	99.99	4	109	0.01
	Physical	27	3,63,876	99.99	1	2	0.01
	<b>Total</b>	<b>34</b>	<b>3,83,64,530</b>	<b>99.99</b>	<b>5</b>	<b>111</b>	<b>0.01</b>



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 55<sup>th</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 11, 2018

for **Windsor Machines Limited**



**T. S. Rajan**  
Chairman of the 55<sup>th</sup> Annual General Meeting

