

Consolidated Report of Scrutinizer

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 7604

Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, appointed as Scrutinizer for the purpose of e-voting and examining ballot papers on the resolutions moved at the 51st Annual General Meeting of the Equity Shareholders of Windsor Machines Limited held on September 29, 2014 at 11.30 A.M. at Thane Manufacturers' Association, Plot No 6, TMA House, Main Road, Wagle Estate, Thane 400604, submit my report as under:

After the time fixed for closing of the e-Voting process on September 25, 2014 at 6:00p.m., final electronic report of the e-voting process was generated from the data available on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com. The final report was tabulated by me and the data regarding the final e-votes was diligently scrutinized.

Similarly, with respect to the voting by poll at the annual general meeting, after the time fixed for closing of the voting process, the ballot box kept for the purpose was locked in my presence with due identification marks placed on them.

The locked ballot box was subsequently 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.

I did not find any ballot paper invalid.

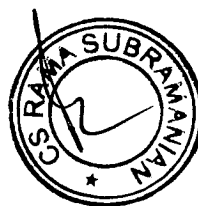
The cumulative result of the e-Voting process and the poll is as under:



Item no of notice	Mode	Votes in favour of the resolution		Votes against the resolution	
		No	% of total votes cast	No	% of total votes cast
Item No 1: Adoption of audited annual accounts for the year ended 31st March 2014. Ordinary resolution for consideration and adoption of the audited annual accounts of the company for the year ended 31 st March 2014 along with the reports of the Directors and Auditors thereon.	E voting Ballot Voting	4,19,14,826	100	---	---
		5,11,927	100	---	---
		4,24,26,753		Nil	Nil
Item No 2: Re-appointment of director retiring by rotation. Ordinary resolution for re-appointment of Mr. P C Kundalia, a director retiring by rotation and who is eligible for re-election.	E voting Ballot Voting	4,19,14,326	99.999	500	0.001
		5,11,927	100	---	---
		4,24,26,253	99.999	500	0.001
Item No 3: Appointment of auditors and fix their remuneration Ordinary resolution for appointment of M/s Haribhakti & Co, Chartered Accountants as statutory auditors of the company pursuant to Section 139 of the Companies Act, 2013 for the financial year 2014-2015 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	E voting Ballot Voting	4,19,14,826	100	---	---
		5,11,927	100	---	---
		4,24,26,753	100	Nil	Nil



Item no of notice	Mode	Votes in favour of the resolution		Votes against the resolution	
		No	% of total votes cast	No	% of total votes cast
Item No 4: Appointment of an Independent Director Ordinary resolution for appointment of Mr M K Arora as an Independent Director pursuant to the applicable provisions of the Companies Act 2013 and the rules made thereunder read with Schedule IV to the Companies Act 2013 and clause 49 of the Listing Agreement for a term of five consecutive years commencing from September 29, 2014 upto the conclusion of 56 th AGM in 2019.	E voting Ballot Voting	4,19,14,326	99.999	500	0.001
		5,11,927	100	---	---
	Total	4,24,26,253	99.999	500	0.001
Item No 5: Appointment of an Independent Director Ordinary resolution for appointment of Mr P R Singhvi as an Independent Director pursuant to the applicable provisions of the Companies Act 2013 and the rules made thereunder read with Schedule IV to the Companies Act 2013 and clause 49 of the Listing Agreement for a term of five consecutive years commencing from September 29, 2014 upto the conclusion of 56 th AGM in 2019.	E voting Ballot Voting	4,19,14,836	100	---	---
		5,11,927	100	---	---
	Total	4,24,26,763	100	Nil	Nil



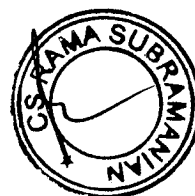
Item no of notice	Mode	Votes in favour of the resolution		Votes against the resolution	
		No	% of total votes cast	No	% of total votes cast
Item No 6: Appointment of an Independent Director Ordinary resolution for appointment of Mr Shishir Dalal as an Independent Director pursuant to the applicable provisions of the Companies Act 2013 and the rules made thereunder read with Schedule IV to the Companies Act 2013 and clause 49 of the Listing Agreement for a term of five consecutive years commencing from September 29, 2014 upto the conclusion of 56 th AGM in 2019.	E voting Ballot Voting	4,19,14,836	100	---	---
		5,11,927	100	---	---
	Total	4,24,26,763	100	Nil	Nil
Item No 7: Appointment of an Independent Director Ordinary resolution for appointment of Ms Mahua Roy Chowdhury as an Independent Director pursuant to the applicable provisions of the Companies Act 2013 and the rules made thereunder read with Schedule IV to the Companies Act 2013 and clause 49 of the Listing Agreement for a term of five consecutive years commencing from September 29, 2014 upto the conclusion of 56 th AGM in 2019.	E voting Ballot Voting	4,19,14,826	100	---	---
		5,11,927	100	---	---
	Total	4,24,26,753	100	Nil	Nil



Item no of notice	Mode	Votes in favour of the resolution		Votes against the resolution	
		No	% of total votes cast	No	% of total votes cast
Item No 8: Borrowing of money in excess of aggregate of the paid up capital and free reserves of the company Special resolution for borrowing moneys pursuant to Section 180(1)(c) of the Companies Act 2013 which along with the moneys already borrowed may exceed the aggregate of the paid up capital and free reserves of the company subject to a limit of INR 200 cr at any point of time.	E voting Ballot Voting Total	4,19,14,826	99.9999	10	0.0001
		5,11,927	100	---	---
		4,24,26,753	99.999	10	0.0001
Item No 9: Re-appointment of Executive Director for a period of two years Special Resolution for re-appointment of Mr K C Gupte as the Whole Time Director designated as the Executive Director of the company for a period of two years from April 1, 2014 to March 31, 2016 pursuant to Section 196, 197 of the Companies Act 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	E voting Ballot Voting Total	4,19,14,336	99.999	500	0.001
		5,11,927	100	---	---
		4,24,26,263	99.999	500	0.001



Item no of notice	Mode	Votes in favour of the resolution		Votes against the resolution	
		No	% of total votes cast	No	% of total votes cast
Item No 10: Payment and distribution of commission not exceeding 1% of the net profit amongst the directors of the company Special Resolution for payment and distribution of commission pursuant of Section 197 of the Companies Act, 2013 for five years upto and including financial year ending 2019 at a rate not exceeding 1% of the net profit amongst the directors of the company or some or any of them as may be decided by the Nomination and Remuneration Committee/Board of Directors.	E voting Ballot Voting	4,19,14,436	99.999	400	0.001
		5,11,927	100	---	---
		4,24,26,363	99.999	400	0.001
Item 11: Payment of professional fees to director Special resolution for payment of professional fees to MrJayant Thakur, director, for rendering advisory services to the company from time to time pursuant to the provisions of Clause 49 of the Listing Agreement and such other applicable provisions of law.	E voting Ballot Voting	4,18,47,436	99.999	400	0.001
		5,11,927	100	---	---
		4,23,59,363	99.999	400	0.001



Item no of notice	Mode	Votes in favour of the resolution		Votes against the resolution	
		No	% of total votes cast	No	% of total votes cast
Item 12: Alteration of the Articles of Association of the company for issue of Employees Stock Options and shares Special resolution pursuant to Section 14 of the Companies Act, 2013 read with the relevant rules framed thereunder for alteration of the Articles of Association of the company for issue of Employees Stock Options and Shares or other Schemes.	E voting Ballot Voting	4,19,14,336	99.999	500	0.001
		5,11,927	100	---	---
	Total	4,24,26,263	99.999	500	0.001
Item 13: Grant of Stock Options to employees of the company Special resolution for grant, issue, offer and allot options to employees of the company under Windsor Employee Stock Option Plan pursuant to Section 62 of the Companies Act, 2013 read with the relevant rules framed thereunder and SEBI guidelines framed w.r.t employee stock option scheme.	E voting Ballot Voting	4,19,14,836	100	---	---
		5,11,927	100	---	---
	Total	4,24,26,763	100	Nil	Nil

A compact disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The ballot papers and all other relevant records have been sealed and handed over to the Company Secretary for safe keeping.

Yours faithfully

Rama Subramanian
 ACS:15923, CP : 10964
 Scrutinizer

Place: Thane, September 29, 2014

