

PRT & ASSOCIATES

1449/1, 1st Floor, RMG House, M.: +91 89800 26497
Mithakhali Gam, Navrangpura, E-mail: premnarayan.cs@gmail.com
Ahmedabad - 380006.
Gujarat, India

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

To,
The Executive Director,
WINDSOR MACHINES LIMITED,
102/103, Devmilan Co. Op. Housing Society,
Next to Tip Top Plaza, LBS Road,
Thane (W) – 400604

SCRUTINIZER'S REPORT FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT

Dear Sir,

In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, I, Premnarayan Tripathi, Company Secretary in Practice (FCS No.: 8851, COP No.: 10029), have been appointed as Scrutinizer by the Company in the Board Meeting held on February 11, 2019 to conduct the Postal Ballot Process in fair and transparent manner in respect of the following resolutions:-

| Resolution Number | Type of Resolution | Subject Matter of Resolution |
|-------------------|--------------------|--|
| 1 | Special Resolution | Continuation of directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director who has attained the age of 75 years |





I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope on Saturday, February 23, 2019 to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from NSDL/ CDSL as on Friday, February 8, 2019.
2. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility.
3. The Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting to the Shareholders who wish to cast their votes electronically. Shareholders opting for e-voting facility, casted their votes on the designated website www.evotingindia.com of CDSL.
4. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website.
5. The particulars of all postal ballot forms received from the Shareholders in physical form(s) and electronic ballot report generated from CDSL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.
6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by CDSL in electronic registry.
7. The ballot boxes containing the physical postal ballot were opened in due course of the scrutiny thereof. I have also downloaded e-voting report from the CDSL website for the Shareholders who have voted through e-voting.
8. The postal ballot forms were matched with the Register of Members of the Company as on Friday, February 8, 2019.
9. All postal ballot forms and e-votes received up to 5:00 p.m. on Monday, March 25, 2019, the last date and time fixed by the Company for receipt of the forms, were considered for the Report.
10. I did not find any defaced or mutilated ballot paper.
11. The shareholders exercised their voting either by electronic or physical mode. There were 3 (Three) shareholders who opted for both the facilities. Voting done



by e-voting shall prevail and votes casted through physical postal ballot form were treated as invalid.

12. A summary of the postal ballots is given below:

Resolution No.1: Continuation of directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director who has attained the age of 75 years

(i) Valid Votes in favour of the resolution:

| Particulars | Number of Members voted through electronic voting system and physical mode | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------------------|--|-------------------------------|---------------------------------------|
| E-voting | 70 | 4,10,74,885 | 86.01% |
| Postal Ballot (Physical) | 24 | 66,82,089 | 13.99% |
| Total | 94 | 4,77,56,974 | 100.00% |

(ii) Valid Votes against the resolution:

| Particulars | Number of Members voted through electronic voting system and physical mode | Number of votes cast (Shares) | % of total number of valid votes cast |
|--------------------------|--|-------------------------------|---------------------------------------|
| E-voting | 9 | 2,654 | 89.66% |
| Postal Ballot (Physical) | 4 | 306 | 10.34% |
| Total | 13 | 2,960 | 100.00% |






(iii) Invalid votes:

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast (Shares) |
|--------------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Postal Ballot (Physical) | 3 | 108 |
| Total | 3 | 108 |

Result: Resolution No. 1:

| Particulars | No. of Shareholders | No. of Equity Shares | Paid-up value of equity shares voted (Rs.2/- each) |
|---|---------------------|-------------------------|--|
| Total Votes received | 110 | 4,77,60,042 | 9,55,20,084 |
| Less: Invalid Votes | 3 | 108 | 216 |
| Net Valid Votes casted | 107 | 4,77,59,934 | 9,55,19,868 |
| Votes in Favour of the Resolution (as a percentage of net valid votes casted) | 94 | 4,77,56,974 (99.99%) | 9,55,13,948 |
| Votes against the Resolution (as a percentage of net valid votes casted) | 13 | 2,960 (0.01%) | 5,920 |



13. I have, on reckoning of the voting rights of the shareholders of the basis of paid up value of shares registered in their names, found that the total percentage in favour of the Resolutions are as under;

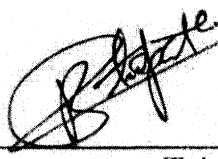
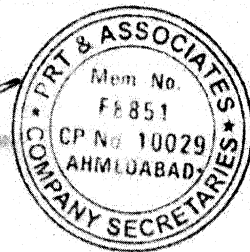
| Resolution No. | Total Valid Votes (A) | Votes in favour (B) | Percentage (B/A*100) |
|----------------|--------------------------|------------------------|-------------------------|
| 1 | 4,77,59,934 | 4,77,56,974 | 99.99% |

Accordingly, the above Resolution has been passed as the Special Resolution with requisite majority.

14. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

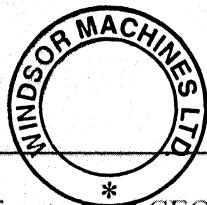
Yours faithfully,

Premnarayan Tripathi
(Company Secretary in Practice)
Mem. No: FCS 8851
COP: 10029

Place: Ahmedabad
Date: March 26, 2019

Counter signed:

T. S. Rajan
(Executive Director and CEO)