

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 25th May 2016 for the purpose of scrutinizing the e-voting process and examining the poll papers on the resolutions moved at the 53rd Annual General Meeting of the members of the company held on Thursday, September 29, 2016 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 53rd 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.
- 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, 2016 (9.00 a.m.) and ended on September 28, 2016 (5.00 p.m.)



- d) At the AGM on September 29, 2016, 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) 7 members participated in the e-voting process. 35 members participated in the AGM wherein 18 Members participated in the ballot process and no ballot paper 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
Item No 1: Adoption of annual audited financial statements for the year ended 31st March 2016. Ordinary resolution for consideration and adoption of the annual audited financial statements of the company for the year ended 31 st March 2016 along with the reports of the Directors and Auditors thereon.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-
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-appointment.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-



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
Item No 3: Appointment of auditors and fix their remuneration 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 2016-2017 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	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	<u>25</u>	<u>3,93,17,886</u>	<u>100</u>	-	-	-
Item No 4: Appointment of director of the Company Ordinary resolution for appointment of Mr. T. S. Rajan as a Director of the Company.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	<u>25</u>	<u>3,93,17,886</u>	<u>100</u>	-	-	-



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
Item No 5: Appointment of Whole Time Director of the Company Special resolution for appointment of Mr. T. S. Rajan as a whole time director, designated as Executive Director of the Company.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-
Item No 6: Approval of remuneration to Cost Auditors 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, 2017.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-

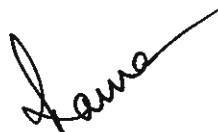


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		No. of members	No. of shares	% of total votes cast	No. of members	No. of shares	% of total votes cast
Item No 7: Offer of stock Options to employees of the Company Special resolution for issue, offer and allotment of stock options to employees of the company under a scheme titled 'Windsor Stock Options Plan 0 2016'.	Remote E voting	7	3,92,91,167	100	-	-	-
	Physical	18	26,719	100	-	-	-
	Total	25	3,93,17,886	100	-	-	-

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 53rd 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, 2016

For Windsor Machines Limited



T. S. Rajan
Chairman of the 53rd Annual General Meeting

