

WINDSOR MACHINES LIMITED

Declaration of Results of Postal Ballot & E-Voting

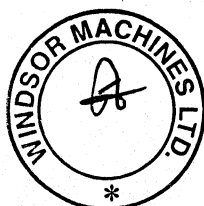
Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Notice of Postal Ballot (including E-Voting) dated February 11, 2019 had been circulated on February 23, 2019 to all 11,333 Shareholders of the Company, whose names appeared on the Register of Members/List of Beneficiaries as on the cut-off date i.e. February 8, 2019, out of which 5,222 postal ballot notices & postal ballot forms were sent via courier along with self-address postage prepaid business reply envelopes, whose email ids were not registered with the Company, and 6,111 postal ballot notices & postal ballot forms through electronic means (through emails) whose email ids were registered with the Company, seeking their consent for Resolutions on the matter as set out therein.

In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided E-Voting facility to all - members/shareholders (including Companies/FIs/FIIs etc.) to enable them to cast their votes electronically. The E-Voting started on February 24, 2019 at 9:00 a.m. and ended on March 25, 2019 at 5:00 p.m.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.

The Board of Directors of the Company has appointed Mr. Premnarayan Tripathi, Practicing Company Secretary (FCS No.: 8851 C.P. No.: 10029), as scrutinizer for conducting the Postal Ballot and remote E-Voting process in a fair and transparent manner and to receive and scrutinize completed Physical Postal Ballot Forms from the Shareholders.

Mr. Premnarayan Tripathi, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes cast by means of E-Voting from February 24, 2019 at 9:00 a.m. to March 25, 2019 at 5:00 p.m. and submitted his Report dated March 26, 2019 to Mr. T. S. Rajan, Executive Director & CEO of the Company.



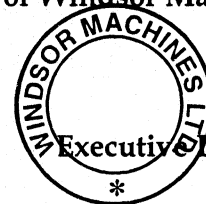
The consolidated results as per the Scrutinizer's above mentioned Reports are as follows:-

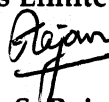
Sr. No.	Description of special resolution	Type of Resolution	No. of votes in favour	% of vote in favour	No. of votes against	% of votes against
1.	Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director, who has attained the age of 75 years.	Special Resolution	4,77,56,974	99.99%	2,960	0.01%

Based on the Report(s) of the Scrutinizer, Special Resolution as set out in the Postal Ballot Notice dated February 11, 2019 have been duly approved by the Members with requisite majority.

Date : March 26, 2019
Place : Ahmedabad

For Windsor Machines Limited




T. S. Rajan
Executive Director & CEO



PRT & ASSOCIATES

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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

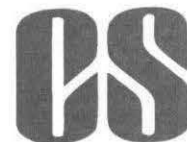
SCRUTINIZER'S REPORT FOR PASSING OF RESOLUTIONS BY POSTAL BALLOT

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;

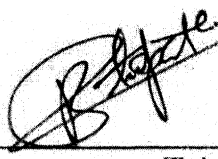
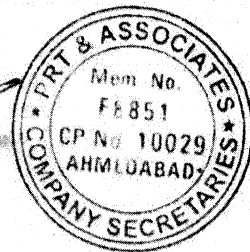
Resolution No.	Total Valid Votes (A)	Votes in favour (B)	Percentage (B/A*100)
1	4,77,59,934	4,77,56,974	99.99%

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,

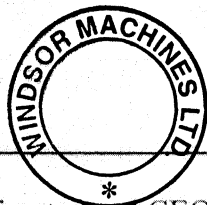
Yours faithfully,

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)