

### **Scrutinizer's Report**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Windsor Machines Limited  
102/103, Devmilan Co. Op. Housing Society  
Next to Tip Top Plaza  
L B S Road, Thane(W) – 400604

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Limited (the company) for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the company as per Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and the latest one being General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of the resolution contained in the Notice of Postal Ballot dated July 30, 2024 in a fair and transparent manner and submit the report as under:

1. As informed by the company, the Postal Ballot Notice was sent only by email to all the Members, whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, the 19th July, 2024 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited ("RTA").
2. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes were not sent to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members took place through remote e-voting only.
3. As informed by the company, notice about the postal ballot was published in Free Press journal (English newspaper) and Navshakti (Marathi newspaper) on July 31, 2024.
4. The company engaged the services of Central Depository Services (India) Limited [CDSL] to provide remote e-voting facility to its members.
5. The remote e-voting period commenced on Wednesday, July 31, 2024 (9:00 A.M. 1ST) and ended on Friday, August 30, 2024 (05:00 P.M. 1ST).
6. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution under Special Business as contained in the Notice dated July 30, 2024 is as under:



**Special Resolution for re-appointment of Mr. Vinay Bansod (DIN: 09168450) as a Whole Time Director designated as Executive Director and CEO of the company.**

Number of members participating in the postal ballot process	Total number of shares held by the participating shareholders	Number of votes in favour of the resolution	Number of votes against the resolution	Invalid or abstained votes
99	3,54,88,123	3,54,87,733	390	0
% of total number of votes cast		<b>in favour of the resolution</b>	<b>against the resolution</b>	<b>Invalid or abstained</b>
		99.999	0.001	0

- Based on the above I hereby certify that the Special Resolution as contained in the Postal Ballot notice has been passed with requisite majority.
- The register, in accordance with Rule 20(4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2014, has been maintained to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. The same will be handed over to the Company for safe custody after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.



**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964  
ICSI UDIN A015923F001087928  
Peer Certificate No.: 893/2020



Date: August 31, 2024  
Place: Thane