

April 25, 2025

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001  <b>Scrip Code:</b> 522029	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/ 1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051  <b>Trading Symbol:</b> WINDMACHIN
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**Subject: Declaration of Voting Result of Postal Ballot along with Scrutinizer's Report**

**Reference: the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations, 2015"]**

Dear Sir/ Madam,

This is in furtherance to our letters dated March 24, 2025 related to the Notice of Postal Ballot through e-voting and in accordance with the Regulation 44 (3) of the SEBI Listing Regulations, 2015, please find enclosed the following:

- The details of the voting results of the Postal Ballot through e-voting as "Annexure I".
- The Scrutinizer Report dated April 25, 2025 of Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and CP No: 10964) on the results of postal ballot through e-voting as "Annexure II".

Based on the Scrutinizer's report, the following resolution as contained in the Postal Ballot Notice is duly passed with requisite majority on last date of the e-voting period i.e. April 24, 2025:

S. No	Details of the Resolution	Business	Type of Resolution
1	To Appoint Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579) as an Executive Director of the Company.	Special Business	Special Resolution

The e-voting results along with the Scrutinizer's report is also being made available on the website of the Company at [www.windsormachines.com](http://www.windsormachines.com)

We request that you take the aforesaid information on record.

Thanking you,  
Yours faithfully,  
**For WINDSOR MACHINES LIMITED**

**Rohit Sojitra**  
**Company Secretary and Compliance Officer**  
Encl.: a/a

**Annexure I**

**DECLARATION OF VOTING RESULTS OF THE POSTAL BALLOT**

The Board of Directors of Windsor Machines Limited, in its meeting held on February 01, 2025, approved the appointment of Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579) based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the shareholders.

Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with relevant Rules made thereunder, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot through e-Voting in compliance with the provisions of Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings and other relevant circulars issued by the Ministry of Corporate Affairs (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time), to seek consent from the Members of the Company on the following resolution:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	<b>To appoint Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579) as an Executive Director of the Company.</b>

The Postal Ballot notice dated March 15, 2025 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on March 21, 2025 (Cut-Off date). The Company as on March 24, 2025, has completed sending Postal Ballot Notice in electronic form only through MUFG Intime India Private Limited along with the details of Login ID and Password to the members/ shareholders who have registered their E-mail ID's with depositories or with the Company.

The Company also provided remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form and availed the services of Central Depository Services (India) Limited to provide the facility to the members for e-voting. The e-voting period commenced on March 26, 2025 at 9.00 A.M. (IST) and ended on April 24, 2025 at 5.00 P.M. (IST). The Board had appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and CP No: 10964) as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

Based on the Scrutinizer's Report enclosed herewith, the Company hereby declares that the resolution set out in the Postal Ballot Notice dated March 15, 2025 has been duly approved and passed by the Members of the Company with requisite majority.

For **WINDSOR MACHINES LIMITED**

**Rohit Sojitra**

Company Secretary and Compliance Officer

Encl.: a/a

## WINDSOR MACHINES LIMITED

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



Last Date of the Postal Ballot Voting	April 24, 2025
Cut-off Date	Friday, March 21, 2025
Total number of Shareholders as on Record Date (cut-off date for ascertaining voting rights of members i.e. March 21, 2025)	21043
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A. (Resolution passed through Postal Ballot)
Public	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	N.A. (Resolution passed through Postal Ballot)
Public	

## Agenda-wise disclosure

The Mode of voting for resolution was remote e-voting.

Resolution Required : (Special)			To appoint Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579) as an Executive Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	37608449	37608449	100.0000	37608449	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37608449	100.0000	37608449	0	100.0000	0.0000
Public Institutions	E-Voting	1952029	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	37099232	23317	0.0629	23051	266	98.8592	1.1408
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		23317	0.0629	23051	266	98.8592	1.1408
Total		76659710	37631766	49.0894	37631500	266	99.9993	0.0007

**Scrutinizer's Report**

**Annexure II**

*[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 April 8, 2020, 17/2020 dated April 13, 2020, and the latest one being General Circular No. 9/2024 dated September 19, 2024 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 March 15, 2025 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, March 21, 2025 (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. MUFG 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 March 25, 2025.
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, March 26, 2025 (9:00 A.M. IST) and ended on Thursday, April 24, 2024 (05:00 P.M. IST).
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 March 15, 2025 is as under:



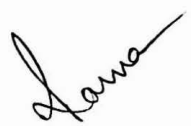
**Special Resolution for appointment of Mr. Hitendrabhai Hasmukhbhai Patel  
(DIN: 09176579) as an Executive Director of the Company.**

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
46	3,76,31,766	3,76,31,500	266	0
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		99.999	0.001	0

7. Based on the above, I hereby certify that the Special Resolutions as contained in the Postal Ballot notice has been passed with requisite majority.
8. 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.

Date: April 25, 2025  
Place: Thane



  
**Rama Subramanian**  
Company Secretary in Practice  
ACS 15923; COP 10964  
ICSI UDIN A015923G000196158  
Peer Certificate No.: 893/2020