

Date: July 04, 2025

To,

**BSE Limited.**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**National Stock Exchange of India Limited.**

Exchange Plaza, Plot No. C/ 1, G Block,  
Bandra- Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Scrip Code:** 522029

**Trading Symbol:** WINDMACHIN

**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 June 02, 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 July 04, 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 resolutions as contained in the Postal Ballot Notice are duly passed with requisite majority on last date of the e-voting period i.e. July 03, 2025:

Sr. No.	Details of the Resolution	Business	Type of Resolution
1	To Appoint Mr. Ravi Mamodiya (DIN: 07609452) as a Non-Executive Independent Director for the term of five years.	Special Business	Special Resolution
2	To approve the Shifting of the Registered Office of the Company from The "State of Maharashtra" to The "State of Gujarat" and consequential amendment to the Memorandum of Association of the Company pertaining to the state of Registered Office of the Company	Special Business	Special Resolution

Email : contact@windsormachines .com  
Website : www.windsormachines.com  
CIN : L99999MH1963PLC012642



WINDSOR MACHINES LIMITED

**Registered Office:**

102/103, Devmilan CHS,  
Next to Tip Top Plaza, LBS Road,  
Thane (W) • 400604, Maharashtra, India  
Ph.: +91 22 25836592, Fax: +91 22 25836285

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).

Kindly take the above 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 April 10, 2025, approved the appointment of Mr. Ravi Mamodiya (DIN: 07609452) in category of Independent Non-executive Director with effect from April 10, 2025 for a term of 5 years i.e. up to April 09, 2030 subject to the approval of the members of the Company and in its meeting held on May 26, 2025, approved the shifting of Registered Officer of the Company from State of Maharashtra located at 102/103, Devmilen Co. Op Housing Soc., Next to Tip Top Plaza, L.B.S. Road, Thane West, Maharashtra, India, 400604 to the State of Gujarat at Floor 3 & 4, Block B, Magnet Corporate Park, Thaltej, Ghatlodia, Ahmedabad-380051 subject to the approval of the members of the Company and Central Government (Regional Director, Western Region) and other authorities as required.

Pursuant to Section 110 and other applicable provisions, if any, 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-2 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 resolutions:

<b>Sr. No.</b>	<b>Details of the Resolution</b>	<b>Type of Resolution</b>
1	To Appoint Mr. Ravi Mamodiya (DIN: 07609452) as a Non-Executive Independent Director for the term of five years.	Special Resolution
2	To approve the Shifting of the Registered Office of the Company from The "State of Maharashtra" to The "State of Gujarat" and consequential amendment to the Memorandum of Association of the Company pertaining to the state of Registered Office of the Company	Special Resolution

The Postal Ballot notice dated May 26, 2025 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on Friday, May 30, 2025 (Cut-Off date). The Company as on Monday, June 02, 2025, has completed sending Postal Ballot Notice in electronic form only through MUFG Intime India Private Limited ("RTA of the Company") 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 ("CDSL") to provide the facility to the

members for e-voting. The e-voting period commenced on June 04, 2025 at 9.00 A.M. (IST) and ended on July 03, 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 resolutions set out in the Postal Ballot Notice dated May 26, 2025 have 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							July 03, 2025	
Cut-off Date							Friday, May 30, 2025	
Total number of Shareholders as on Record Date (cut-off date for ascertaining voting rights of members i.e. May 30, 2025)							21271	
No. of shareholders present in the meeting either in person or through proxy								
Promoters and Promoter Group							N.A. (Resolutions were passed through Postal Ballot)	
Public								
No. of shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group							N.A. (Resolutions were passed through Postal Ballot)	
Public								
Agenda-wise disclosure								
The Mode of voting for all resolution was remote e-voting.								
Special Resolution : 1			To Appoint Mr. Ravi Mamodiya (DIN: 07609452) as a Non-Executive Independent Director for the term of five years.					
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	1913498	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	44956371	7830238	17.4174	7829807	431	99.9945	0.0055
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7830238	17.4174	7829807	431	99.9945	0.0055
Total		84478318	45438687	53.7874	45438256	431	99.9991	0.0009

\* Excludes 39000 Invalid Votes casted by Public Non-Institution

Special Resolution : 2			To approve the Shifting of the Registered Office of the Company from The “State of Maharashtra” to The “State of Gujarat” and consequential amendment to the Memorandum of Association of the Company pertaining to the state of Registered Office of the Company					
Whether promoter/ promoter group are interested in the			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
	<b>Total</b>		<b>37608449</b>	<b>100.0000</b>	<b>37608449</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1913498	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
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	44956371	7830238	17.4174	7829336	902	99.9885	0.0115
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>7830238</b>	<b>17.4174</b>	<b>7829336</b>	<b>902</b>	<b>99.9885</b>	<b>0.0115</b>
<b>Total</b>		<b>84478318</b>	<b>45438687</b>	<b>53.7874</b>	<b>45437785</b>	<b>902</b>	<b>99.9980</b>	<b>0.0020</b>

\* Excludes 39000 Invalid Votes casted by Public Non-Institution



**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, Devmilen 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 May 26, 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, May 30, 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 June 3, 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, June 4, 2025 (9:00 A.M. 1ST) and ended on Thursday, July 3, 2025 (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 resolutions under Special Business as contained in the Notice dated May 26, 2025 is as under:



**Special Resolution for appointment of Mr. Ravi Mamodiya (DIN: 07609452) As  
A Non-Executive Independent Director of the company for the term of five years.**

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
62	4,54,77,687	4,54,38,256	431	39,000 Invalid
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		99.913	0.001	0.086

**Special Resolution for Shifting of the Registered Office of the Company from the “State of Maharashtra” to the “State of Gujarat” and consequential amendment to the Memorandum of Association of the Company pertaining to the State of Registered Office 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
62	4,54,77,687	4,54,37,785	902	39,000 Invalid
% of total number of votes cast		in favour of the resolution	against the resolution	Invalid or abstained
		99.912	0.002	0.086

7. Based on the above, I hereby certify that the Special Resolutions as contained in the Postal Ballot notice have 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: July 4, 2025  
Place: Thane



*Rama*  
**Rama Subramanian**  
Company Secretary in Practice  
ACS 15923; COP 10964  
ICSI UDIN A015923G000706558  
Peer Certificate No.: 893/2020