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WINDSOR MACHINES LIMITED
Regd. Office :
102/103, Devmilan CHS,
Next to Tip Top Plaza, L.B.S. Road,
Thane (W) - 400 604, Maharashtra, India.
Ph.: 2583 6592, Fax : +91 22 2583 6285

Date: December 12, 2017

To,
The BSE Ltd.,
Pheroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Company Code: 522029

Dear Sir,

**Sub.: Declaration of Result of the Extra-Ordinary General Meeting held on
December 12, 2017**

Please find attached herewith Result of Extra-Ordinary General Meeting of Windsor Machines Limited held on December 12, 2017.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For WINDSOR MACHINES LIMITED


Priti Patel
Company secretary and Compliance officer



WINDSOR MACHINES LIMITED

EXTRA-ORDINARY GENERAL MEETING HELD ON DECEMBER 12, 2017
Declaration of Results

Extra-Ordinary General Meeting was held on December 12, 2017 at 3:00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai - 400 099.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Windsor Machines Limited ("the Company") had provided e-voting facility to the members to enable them to cast vote electronically on the special resolutions proposed in the notice of Extra-Ordinary General Meeting (EGM). The e-voting was open from 9:00 a.m. on December 9, 2017 upto 5:00 p.m. on December 11, 2017.

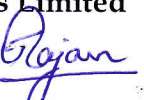
The Board of Directors had appointed Ms. Rama Subramanian, Company Secretary in practice as scrutinizer for E-Voting and Ballot Voting at EGM venue. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5:00 p.m. on December 11, 2017 and Ballot Voting at the EGM and submitted report(s) on December 12, 2017. The Report(s) of Scrutinizer is enclosed herewith.


The consolidated results as per the Scrutinizers above mentioned Reports are as follows:-

Sr. No.	Item No.	Type of resolution	No. of votes in favour	% of vote in favour	No. of votes against	% of votes against
1.	Alteration of Articles of Association pursuant to Section 14 of the Companies Act, 2013 of the Company to insert a specific Clause for the Issue of Warrants.	Special	4,03,15,444	100.00	-	-
2.	Issue of upto 72,14,644 Warrants convertible into Equity Shares of the Company on preferential basis to specified allottees.	Special	4,03,15,444	100.00	-	-

Based on the Report(s) of the Scrutinizer, all Special Resolutions as set out in the Notice of EGM have been duly approved by the Members with requisite majority.

Date : December 12, 2017
Place : Thane

For Windsor Machines Limited

T. S. Rajan
Executive Director & CEO
Chairman of EGM



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

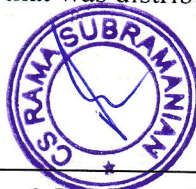
Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Windsor Machines Limited at its meeting held on November 10, 2017 for the purpose of scrutinizing the e-voting process and examining the ballot papers on the resolutions moved at the Extra Ordinary General Meeting (EGM) of the members of the company held on Tuesday, December 12, 2017 at 3.00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai 400 099.

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 ballot on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the voting process, both e-voting and ballot, 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 December 9, 2017 (9.00 a.m.) and ended on December 11, 2017 (5.00 p.m.).
- d) At the EGM on December 12, 2017, the Chairman announced that Members present at the EGM 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 EGM.



- e) Thereafter, on completion of the physical voting at the EGM, 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) 11 members participated in the e-voting process. 47 members were present in the EGM wherein 25 members participated in the ballot process and one ballot paper for 1 equity share 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: Amendment of Articles of Association of the company. Special Resolution for amending the Articles of Association of the company to enable issue of stock options / share warrants by the company.	Remote E voting	11	3,99,71,118	100	0	-	-
	Physical	24	3,44,326	100	0	-	-
	Total	<u>35</u>	<u>4,03,15,444</u>	<u>100</u>	<u>0</u>		
Item No 2: Issue of convertible warrants. Special Resolution for issue of convertible warrants on preferential basis.	Remote E voting	11	3,99,71,118	100	0	-	-
	Physical	24	3,44,326	100	0	-	-
	Total	<u>35</u>	<u>4,03,15,444</u>	<u>100</u>	<u>0</u>		



You may accordingly declare the cumulative voting result of the Extra Ordinary 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 Extra Ordinary 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 : December 12, 2017

For Windsor Machines Limited



T. S. Rajan
Chairman of the Extra Ordinary General Meeting

