

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF WINDSOR MACHINES LIMITED WILL BE HELD AT THANE MANUFACTURERS' ASSOCIATION, PLOT NO. 6 TMA HOUSE, MAIN ROAD, WAGLE ESTATE, THANE(W)-400604 ON THURSDAY, SEPTEMBER 29, 2016 AT 11:30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and consolidated basis for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. P. C. Kundalia (DIN 00323801) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 & 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder and pursuant to the recommendations of the Audit Committee, M/s. Haribhakti & Co. LLP, Chartered Accountants, (FRN. 103523W), the retiring auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of Fifty Third (53rd) Annual General Meeting until the conclusion of the Fifty Fourth (54th) Annual General Meeting of the Company, and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the financial year ending March 31, 2017 in addition to the reimbursement of actual out of pocket expenses, as may be incurred by them in the performance of their duties.”

SPECIAL BUSINESS:

4. Appointment of Mr. T. S. Rajan (DIN 05217297), as a Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. T. S. Rajan (DIN 05217297), who was appointed as an Additional Director of the Company with effect from April 1, 2016 in terms of Section 161 of the Companies Act, 2013 read with Article 139 of Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice under section 160 of the Companies Act, 2013 & Rules framed thereunder has been received from a member signifying his intention to propose Mr. T. S. Rajan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

5. Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-appointment(s) thereof for the time being in force) (the Act), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and Article 165 of Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. T. S. Rajan (DIN 05217297), as Whole-time Director designated as

the Executive Director of the Company for a period of three years w.e.f April 1, 2016 to March 31, 2019 (both days inclusive) on such terms and conditions, including remuneration, perquisites etc., which have been approved by Nomination and Remuneration Committee at its meeting held on April 1, 2016 and provided in detail in the Draft Agreement of appointment submitted to this meeting, duly initialled by the Chairman for identification.”

“RESOLVED FURTHER THAT Mr. T. S. Rajan shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement, attached to this notice, be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 & Rules framed thereunder in force for the payment of managerial remuneration during the tenure of Mr. T. S. Rajan as the Whole-time Director designated as the Executive Director without the matter being referred to the Company in General Meeting again.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. T. S. Rajan, the remuneration permissible under Section II of Part II of Schedule V of the Companies Act, 2013, shall be paid as minimum remuneration.”

“RESOLVED FURTHER THAT Mr. T. S. Rajan, Executive Director and CEO shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company, as per Company Policy.”

“RESOLVED FURTHER THAT the Board of Director be and is hereby authorised to do all such acts, deeds, matters and things or delegate all or any of his powers in favour of any committee/ company official, as in its absolute discretion, it may considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

6. Approval of remuneration to be paid to the Cost Accountants for the year 2016-17:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, and as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of ₹ 80,000 (Rupees Eighty Thousand only) plus applicable Service Tax and reimbursement of out of pocket expenses at actuals to M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) who were appointed by the Board of Directors of the Company, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for the Financial Year ending on March 31, 2017, be and is hereby ratified and approved.”

7. Issue, Offer and Allotment of Stock Options under scheme titled “Windsor Stock Options Plan - 2016”.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, Rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules made thereunder, the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”), the guidelines / circulars prescribed / issued thereunder by the Securities and Exchange Board of India (SEBI) and other SEBI Regulations and such other provisions of law as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company

and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), and in supersession of special resolution passed in AGM-2014 of the Company with regard to issue of stock options to the employees of the Company, approval and consent of the members of the Company be and is hereby accorded to the Company to set up and implement "Windsor ESOPs Plan 2016" (hereinafter referred to as "the Plan") and issue Stock Options pursuant to and issue and allot equity shares of the Company on exercise of such Stock Options and the Board (including Committee(s) of the Board to which it may delegate powers in this respect or to whom powers are bestowed by applicable law in this respect) be and is hereby authorized to offer and grant Stock Options (and allot equity shares on exercise of such Stock Options) from time to time in one or more tranches to or for the benefit of such of Eligible Employees (as defined under the Plan) who are in the permanent employment of the Company (including the managing / whole-time / executive director(s)) and directors of the Company who are not Independent Directors / promoters / part of the promoter group of the company and persons ineligible under the SEBI SBEB Regulations), as determined by the Board/Committee from time to time on such terms as the Board/Committee may determine and where such Stock Options shall entitle the holders to exercise them in accordance with their terms and be allotted fully paid up equity shares of the Company provided that the total number of such Stock Options shall not exceed 30,00,000 (Thirty Lacs only) (as adjusted for any changes in capital structure and for corporate actions as may be provided in the Plan)."

"RESOLVED FURTHER THAT the maximum number of Stock Options or equity shares issued to any identified Eligible Employee under the Plan shall not exceed in any one year, one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options/equity shares."

"RESOLVED FURTHER THAT the Board/Committee be and is hereby also authorized at any time to make such amendments including suspension or termination of the Plan, provided such amendments are required to be carried out pursuant to changes in the laws or otherwise are made after following such procedure and after obtaining such approvals as are required under applicable law."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard."

Registered Office:
102/103, Devmilan Co. Op. Housing Society,
Next to TipTop Plaza,
L B S Road,
Thane (w) – 400 604.

By Order of the Board of Directors

Priti Patel
Company Secretary

Date : May 25,2016
Place : Mumbai

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013)**

ITEM NO.4: Appointment of Mr. T. S. Rajan as a Director.

Mr. T. S. Rajan was appointed as an Additional Director of the Company with effect from April 1, 2016, in terms of section 161 of the Companies Act, 2013 and Rules framed thereunder read with Article No. 139 of the Articles of Association of the Company, holds office only up to the date of the forthcoming Annual General Meeting.

Mr. T. S. Rajan is 56 years old. He is Graduate in Mechanical Engineering and has completed his Post Graduate in Financial Management. He has 34 years of vast industrial experience, and has worked with leading organisations like Godrej & Boyce Manufacturing Co. Ltd, Sundaram Clayton (TVS Group), Tata Auto Comp Systems Ltd., and Dagger Forst Tools (Yash Birla Group). He has been looking after the entire operations of Windsor Machines Limited since April 1, 2010 as CEO of the Company. His appointment as a Director would immensely benefit the company through his vast knowledge and experience.

Mr. T. S. Rajan is not disqualified from being appointed as Director in terms of Section 164 and 184 of the Companies Act, 2013 and has given his consent to act as Director.

Notice pursuant to section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose the appointment of Mr. T. S. Rajan as a Director of the Company. This may also be treated as individual notice to the members of his candidature.

Your Directors recommend the resolution set out in the Notice for your approval.

Except Mr. T. S. Rajan & his relatives, none of the Directors & relatives of Directors or Key Managerial Personnel & relatives of Key Managerial Personnel are concerned or interested or deemed to be concerned or interested in the said resolution.

ITEM NO. 5: Appointment of Mr. T. S. Rajan as the Whole Time Director of the Company.

The Board of Directors of the Company (the 'Board'), on the recommendation of the Nominations and Remuneration Committee at its meeting held on April 1, 2016 has, subject to the approval of members, appointed Mr. T. S. Rajan as Whole-time Director designated as the Executive Director, for a period of 3 (Three) years w.e.f. April 1, 2016. The terms of appointment and remuneration, recommended by Nomination and Remuneration Committee and approved by the Board and payable to Mr. T. S. Rajan are enumerated in point no. 5 of Remuneration Proposed.

Statement as required under the said Schedule V of the Companies act, 2013 is given below. Your Directors hereby declare that the Company is not made any default in repayment of any of its debts and the Company has not accepted any public deposits.

STATEMENT AS PER 3RD PROVISIO TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information :

1. Nature of Industry: Manufacturing, Marketing and selling of Plastic Processing Machineries in India & abroad.
2. The commercial production/operation has already begun long back.

3. Financial performance : (₹ In lacs)

FINANCIAL HIGHLIGHTS	2015-16	2014-15
Sales, Income from operations and other income-Net of excise.	28,648.40	23,575.27
Profit/(Loss) before Interest & Depreciation	3,227.35	1,826.89
Less: Interest and Financial expenses	299.90	278.95
Less : Depreciation	364.09	407.36
Profit/(Loss) before Extra-Ordinary items and tax	2,563.36	1,140.58
Extra Ordinary Items (net)	-	-
Profit/(Loss) before Tax	2,563.36	1,140.58
Add/(Less): Deferred Tax	(551.82)	(351.26)
Provision for Taxation	(580.00)	-
Profit/(Loss) after Tax	1,431.55	789.32
Add :Balance brought forward from previous year	4,656.93	3,940.99
Less: Carrying value of assets where useful life is nil as on 01.04.2014 (after considering residual value) (Net of deferred tax of ₹ 37.78 Lacs)	(37.77)	(73.38)
Balance carried to Balance Sheet	6,050.71	4,656.93

4. **Foreign Investment or Collaborations:**

The Company has Wholly Owned Subsidiary namely Wintech B.V. Up to March 31, 2016, Windsor Machines Limited has invested ₹ 6.47 Cr. in ordinary shares ₹ 24.34 Cr. in Preference shares of WOS.

During the year, Wintal Machines S.R.L., a second layer subsidiary company of Windsor Machines Limited has fulfilled the conditions of the "Preliminary Transfer of Business Agreement", entered into with Italian Authorities under Bankruptcy Law and acquired the business of Italtel S.p.A on an ownership basis by entering into a New Agreement with the Italian Authorities under Bankruptcy Law.

II. **Information about the appointee :**

(1) **Background details:**

Mr. T. S. Rajan is a Graduate in Mechanical Engineering from SVNIT, Surat and Post Graduate in Financial Management from JBIMS, Mumbai. Mr. T. S. Rajan has vast experience spanning across Technical and Administrative functions and has worked with leading organisations like Godrej & Boyce Manufacturing Co. Ltd, Sundaram Clayton (TVS Group), Tata Auto Comp Systems Ltd and Dagger Forst Tools (Yash Birla Group). Since April 1, 2010 he is associated, as CEO, with the Company and responsible for operations of the Company.

(2) **Past Remuneration:**

As a Chief Executive Officer of the Company he was drawing a remuneration of ₹ 75 lacs (including variable payment of ₹ 15 lacs)

As an employee of the Company he was availing other benefits for which he was eligible.

(3) **Recognition or awards :** None

(4) **Job profile and his suitability:**

He has nearly 34 years of experience as a mechanical engineer. He had joined Windsor Machines Ltd. on April 1, 2010 as Chief Operating Officer and rose to become Chief Executive Officer. During last few years, under his guidance and supervision, the Company has turned around and grown the business, improved

product offerings, entered into technology transfer agreements with foreign companies and acquired an Italian Company Italtech S.p.a. He is an expert in Strategic planning, Business Development, Setting up Green field projects and is also a Leader who leads from the front taking ownership and motivating the team to achieve and surpass the goals. His familiarization with the business of the Company helps to achieve new goals/ milestones in this competitive market and era.

(5) Remuneration proposed:

The proposed remuneration consists of:

Salary

Basic Salary of ₹ 4,00,000/- per month.

Perquisites

Perquisites consist of:

- i Furnished accommodation or house rent allowance, alongwith house maintenance allowance together with utilities such as gas, electricity, water, furniture, furnishings and repairs.
- ii Reimbursement of medical expenses incurred for self and family, subject to the ceiling of ₹15,000 per annum.
- iii Leave travel for self and family once in a year, as per rules of the Company.
- iv Personal Accident Insurance.
- v Medical Insurance Premium under group mediclaim policy of the Company.
- vi Conveyance allowance of ₹ 18,000/- per annum.

HRA

Mr. T. S. Rajan will receive ₹1,60,000/- as the HRA per month.

Other Allowances

As per the policy of the Company.

Provident Fund

As per the policy of the Company.

Pension / Superannuation fund

As per the policy of the Company.

Earned / Privilege leave

Leave accumulated but not availed during the tenure will be allowed to be encashed as per the policy of the Company.

Sitting Fees

The Executive Director shall not be paid any sitting fees for attending any meetings of the Board / Committee(s) / General Meeting(s) etc.

General

The Executive Director shall be subject to other service conditions, rules and regulations of the Company as may be prescribed from time to time.

(6) The proposed remuneration compares well with industry practices, size of the Company and individual profile.

(7) Neither Mr. T. S. Rajan nor any of his relative(s) holds any shares in the Company.

III. Other information:

The Capital Goods industry is the very foundation of a strong, resilient and vibrant manufacturing sector. The capital goods sector is of strategic importance in enabling robust manufacturing sector growth, and needs to

grow at a rate 5% to 6% higher than manufacturing growth. It has a multiplier effect on overall economic growth as it facilitates faster growth for a broad base of user industry inputs, i.e. machinery and equipment necessary for manufacturing. The progress of the capital goods sector is closely watched as it is a lead indicator for the investment conditions and the level of growth represents investor sentiments and signals the next level of growth. The industry has witnessed a slowdown in order booking due to rise in Chinese imports, increase in import of second hand machinery, etc.

The Company is engaged in the business of manufacturing and selling of plastic processing machines for Extrusion as well as Injection Moulding. During the year 2015-2016 the Company has sold 531 machines to achieve turnover of ₹ 277.43 crores. Since last few years the Company is doing well and has earned profits. However, the Company is dealing in capital goods and considering the challenges for the industry in view of its cyclical nature, the profit of the company may be diluted in coming few years depending on demand for capital goods which is directly linked to investment climate in the economy.

In spite of challenges, the Company has also taken steps for curtailing expenditure, product cost, introduction of high value added products, new product range, aggressive marketing. This would help the Company to improve its results further.

IV. Disclosures :

Information required to be disclosed under this part is disclosed in the Corporate Governance Report, an attachment to Directors' Report in 53rd Annual Report.

Except Mr. T. S. Rajan & his relatives, none of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The copy of the Service Agreement to be entered into between the Company and Mr. T. S. Rajan as the Executive Director of the Company is open for inspection by the Members during the normal working hours of the Company at its Registered Office up to the date of the Meeting.

The Board of Directors recommends passing of the Resolution as set out as Item No. 5 of the accompanying Notice.

ITEM NO. 6 : Approval of remuneration to be paid to the Cost Auditors.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On recommendation of the Audit Committee at its meeting held on May 25, 2016, the Board has approved the appointment of M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) as the Cost Auditors of the Company for the financial year ending on March 31, 2017 at a remuneration of ₹ 80,000 (Rupees Eighty Thousand Only), exclusive of reimbursement of Service Tax and all out of pocket expenses incurred, if any, in connection with the Cost Audit. The appointment and remuneration of the Cost Auditors is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Ordinary Resolution at Item No. 6 is recommended for approval of the Members.

ITEM NO. 7 : Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".

Employees Stock Options ("Stock Options") are considered an effective tool to attract, reward, retain and incentivise the best talent in the industry. Stock Options, inter alia, serve to motivate, reward and retain employees, attract specialists/senior professionals, recognize and reward exceptional performance and facilitate continued building of co-created organization where the objectives of the employees are aligned with that of the Company on the longer term.

Stock Options provide for a right and an option to the grantees to exercise them and thereby acquire equity shares of the Company.

Accordingly, it is proposed to institute a scheme for stock options ("Stock Options") called Windsor Stock Options Plan 2016 ("the Plan") for such of the eligible employees (as defined under the Plan), in such manner, on such terms and of such quantity as determined by the Compensation Committee at its sole discretion from time to time under the overall supervision of the Board. The Compensation Committee shall have full powers to administer and implement the Plan for Stock Options of the Company in accordance with and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and guidelines/circulars prescribed/ issued thereunder and subject to the overall supervision of the Board. Within the framework of applicable law, the Board/Compensation Committee shall have full powers to set up, administer and implement the Plan with such terms as it may at its discretion deem fit. The scheme shall involve issuance of Stock Options to eligible employees on specified terms and allotment of equity shares of the Company on exercise of the Stock Options in due compliance of the specified terms.

The Company had earlier obtained approval of the shareholders in the annual general meeting of the Company held on September 29, 2014 for setting up of a scheme for issuance of stock options. The Company has till date not issued any stock options under the said scheme. However, the SEBI had soon thereafter notified the Regulations that provided for amended requirements for issuance of stock options. Accordingly, the Company has decided to set up a fresh scheme, in replacement of the earlier scheme, which shall be in compliance with such newly notified Regulations.

The information as required under Clause 6.2 of the Regulations setting out the salient features of the Windsor Stock Options Plan 2016 and further explaining proposal is given below:

- a. Brief Description of the scheme: The Board of Directors with the view of implementing a globally recognized tool of incentivising, rewarding and retaining employees and to encourage value creation and value sharing with the employees, has proposed to institute the Windsor Stock Options Plan 2016 and grant stock options thereunder. The Stock Options would be granted to such persons, being Eligible Employees as defined in such Plan (other than those disqualified under the Regulations), on such terms and of such quantity as the Compensation Committee may determine from time to time. The Stock Options, on exercise in accordance with the terms thereof, shall be eligible for issuance and allotment of one fully paid up equity share for every Stock Option so exercised. The said Plan shall conform to applicable Regulations and applicable provisions of the Companies Act, 2013 and such other provisions of law as are applicable.
- b. Total Number of Stock Options to be granted: The aggregate number of Stock Options proposed to be granted under the Plan, from time to time, shall not exceed 30,00,000 (Thirty Lacs only) (or such other adjusted figure for any re-organization of capital structure or corporate actions in accordance with the provisions of the Plan).
- c. Identification of classes of employees entitled to participate and be beneficiaries in the Plan: The Plan shall generally extend to all Eligible Employees as defined in the Plan and the Stock Options shall be granted to such of them, of such quantity, in such manner and at such terms as the Compensation Committee may decide at its discretion from time to time. Eligible Employees mean the permanent employees of the Company and its directors (excluding Independent Directors and promoters/members of the Promoter Group of the Company & other ineligible persons under the Regulations), as may be determined by the Compensation Committee at its discretion.
- d. Requirements of vesting, period of vesting and maximum period subject to the Regulations within which the Stock Options shall be vested: The continuation of an employee in the services of the Company shall be the primary requirement of the vesting of the Stock Options, except under such situations as the Compensation Committee may decide and as permissible/required under the Regulations. The minimum vesting period would be one year from the date of grant and the maximum vesting period shall be five years from the date of grant.

Within this minimum and maximum vesting period, the Compensation Committee may decide varying terms for different tranches of Stock Options and generally for different categories of employees or individual employees.

- e. Exercise price or pricing formula: The Exercise Price per Stock Option shall be calculated by deducting a specified discount from the closing market price on stock exchange as on the day immediately prior to the date of the meeting of the Compensation Committee at which such Stock Option was granted. The specified discount shall be as follows:-

In respect of upto 7,50,000 Stock Options, the discount shall be 25% of the closing market price as specified above.

In respect of upto 22,50,000 Stock Options, the discount shall be 10% of the closing market price as specified above.

The Company may amend the Exercise Price only after following the procedure prescribed under, and subject to the restrictions contained in, the Regulations.

- f. Exercise period and process for exercise: The Stock Options granted under the Plan shall be exercisable within a maximum period of one year from the date of vesting as specified in the respective grant letters to individual employees and as determined by the Compensation Committee and shall be exercisable under such conditions and in such manner as may be determined by the Compensation Committee from time to time and as per the Letter of Grant issued for such Stock Options.
- g. The appraisal process for determining the eligibility of employees to the Plan: The Compensation Committee shall formulate and implement from time to time an appraisal process for determining the categories/individuals amongst the Eligible Employees who should be granted Stock Options, the quantity of Stock Options that may be granted to them and on the terms of such Stock Options. Such process shall include past performance and tenure, work profile, performance targets where relevant, and such other quantitative, qualitative and discretionary criteria as the Compensation Committee may generally or specifically lay down. The Compensation Committee shall also periodically monitor the performance of employees in accordance with criteria laid down.
- h. Maximum number of units to be issued per employee and in aggregate and the maximum quantum of benefits to be provided per employee under the Plan: The maximum number of Stock Options or equity shares issued to any identified Eligible Employee under the Plan shall not exceed in any one year, one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options/ equity shares. The total number of Stock Options to be granted shall not exceed 30,00,000 (Thirty Lacs Only) (as adjusted for any changes in capital structure/corporate actions in the manner as provided in the Plan).
- i. Whether the Plan is to be implemented and administered directly by the Company or through Trust: The Plan shall be implemented and administered directly by the Company.
- j. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both: The Plan involves new issue of shares by the Company. The Company does not propose to provide for secondary acquisition.
- k. The amount of loan to be provided for implementation of the scheme(s) by company to the trust, its tenure, its utilization, repayment terms, etc.: The Company may at its sole discretion provide loans, from time to time, to the grantees of Stock Options which shall be utilized for/adjusted towards the sole purpose of purchase of equity shares of the Company by way of exercise of the Stock Options. The terms and amount of such loans shall be such as the Compensation Committee may decide from time to time in accordance with applicable law.
- l. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s): Not applicable as the Company does not propose to make secondary acquisition for the Plan.
- m. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15: The Company undertakes that it shall conform to the accounting policies specified in Regulation 15 of the Regulations.



- n. The method which the company shall use to value its Stock Options : The Company shall use the Intrinsic Value method to value its Stock Options in accordance with the Regulations.
- o. Statement regarding accounting policy/disclosure as prescribed in the Regulations: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

The Board of Directors recommends the resolutions set out in Item number 7 of the Notice for the approval of the members by means of special resolutions.

Interest of Director & Key Managerial Personnel: Mr. T. S. Rajan, Executive Director, Mr. Vatsal Parekh, Chief Financial Officer and Ms. Priti Patel, Company Secretary, and their respective relatives, may be deemed to be interested in the resolutions by virtue of being employees of the Company and potential beneficiaries under the Plan. None of the other directors of the Company are interested in the resolutions.

Registered Office:
102/103, Devmilan Co. Op. Housing Society,
Next to TipTop Plaza,
L B S Road,
Thane (w) – 400 604.

By Order of the Board of Directors

Priti Patel
Company Secretary

Date : May 25,2016
Place : Mumbai

NOTES :

(a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item No. 4-7 of the accompanying Notice and the details in respect of the Directors proposed to be appointed/re-appointed at the Annual General Meeting to be provided under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange(s) where the shares of the Company are listed, are annexed hereto.

(b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

(c) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from **September 25, 2016 to September 29, 2016** (both days inclusive).

(d) Members desirous of obtaining any information in respect of Annual Accounts and operations of the Company are requested to write to the Company atleast one week before the Meeting, to enable the Company to make available the required information at the Meeting.

(e) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's Registrar and Share Transfer Agent, LinkIntime India Private Limited, (Unit-Windsor Machines Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078, Tel.No.:+91-22-25963838, Fax No.: +91-22-25946969.

(f) Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2015-16 is being sent in the permitted mode.

(g) Members are requested to notify immediately, any change in their address registered with the Company to Link Intime India Private Limited, (Unit-Windsor Machines Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078, Tel.No.: +91-22-25963838, Fax No.: +91-22-25946969, the Registrar and Share Transfer Agent of the Company, in respect of equity shares held in physical form and to the irrespective Depository Participants (DPs) in respect of equity shares held in electronic form.

(h) Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/ her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, (Unit – Windsor Machines Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, Tel. No.: +91-22-25963838, Fax No.: +91-22-25946969 and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).

(i) Consequent to Sections 124 and 125 of the Companies Act, 2013, the amount remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

- (j) In order to render better and efficient services, Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any Member(s) decide to consolidate his/her/their folios, he/she/they is/are requested to forward his/her/their share certificates, alongwith a request letter, to the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, (Unit–Windsor Machines Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078, Tel. No.: +91-22-25963838, Fax No.: +91-22-25946969.
- (k) Electronic copy of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (l) Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report for 2015–16 will also be available on the Company's website www.windsormachines.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on any working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@windsormachines.com.

(m) Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 w.e.f. March 19, 2015 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility for voting through ballot paper will be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be above to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- (n) Ms. Rama Subramanian, Proprietor of M/s Rama Subramanian, Company Secretaries (Membership No. ACS-15923, C.P. No. 10964, who had consented to act as the Scrutinizer, was appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process (electronically or otherwise) for the 53rd Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (as printed on the label on the envelop) in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions :

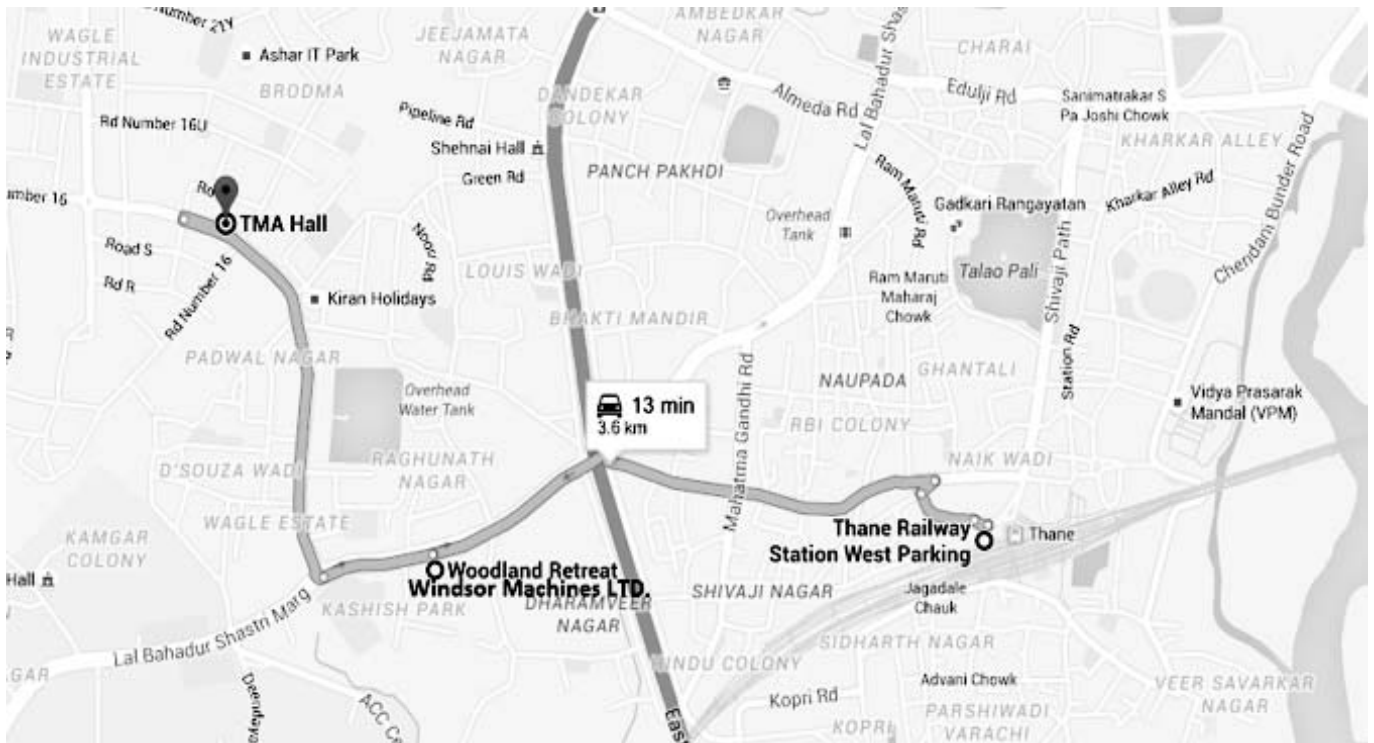
- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the September 22, 2016 (record date), may obtain their user ID and password for e-voting from Company’s Registrar & Transfer Agents, Link Intime India Private Limited, (Unit–Windsor Machines Limited), C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078, Tel.No.:+91-22-25963838, Fax No.: +91-22-25946969.
- II. The remote e-voting period starts on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2016, may cast their votes electronically. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently. In case the members cast their votes through both the modes, votes casted by remote e-voting shall prevail and votes casted through Ballot Form shall be treated as invalid.
- III. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of September 22, 2016 shall only be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
- IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2016. In case of joint holders, only one of the joint holders may cast his vote.
- V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system/ballot. The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. Those share holders who have become the shareholders after August 26, 2016 the cut-off date of sending Annual Report may refer to the Notice which is available on the company’s website www.windsormachines.com and also on the website of CDSL i.e. www.cdslindia.com.
- VII. The Results of the e-voting will be declared not later than three days of conclusion of the AGM i.e. September 29, 2016. The declared results alongwith the Scrutinizer’s Report will be available on the Company’s website at www.windsormachines.com and on the website of CDSL at www.cdslindia.com and will also be forwarded to the Stock Exchanges where the Company’s shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Details of the Director(s) seeking appointment:

Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following information is provided to the shareholders regarding appointment of the Executive Director and re-appointment of a Director:

Name of Director	Mr. T. S. Rajan	Mr. P. C. Kundalia
Date of Birth	May 3, 1960	June 27, 1946
Date of appointment	April 1, 2016.	January 28, 2008
Qualifications	Graduate in Mechanical Engineering from SVNIT, Surat. Post Graduate in Financial Management from JBIMS, Mumbai.	M.A. in English Literature from Harvard University.
Experience in special functional areas	He is associated with Windsor Machines Limited since 2010 and has a good experience in Developing Corporate and Business strategy for the company and ensures that the budgets and profits for each business are achieved. He has built the key processes in the company in both the divisions (Vatva and Chhatral). He Manages risk in all aspects of the business and ensures financial and management governance of the company. He also ensures that the company realizes strategic partnerships and gains from international acquisitions. With his appointment the Company would benefit through his extensive experience and expertise in Technical Areas as well as Financial Aspects.	He is an industrialist having vast experience in business, having promoted some companies internationally as well. With his appointment the Company would benefit through his extensive experience and expertise in business management.
Chairman/Director of other companies	Plastic Machinery Manufacturers Association of India	Universal Insurance Brokers Services Private Limited
Chairman/Member of Committees of the Board of Companies of which he or she is a Director.	Windsor Machines Ltd. - Banking & Execution Committee – Chairman - Operation Committee – Chairman - Corporate Social Responsibility Committee – Member - Fund Raising Committee - Member - Stakeholders Relationship Committee – Member. - Risk Management Committee – Member. - Share Allotment Committee - Member.	Windsor Machines Ltd. - Stakeholders Relationship Committee – Chairman. - Banking and Execution Committee Member. - Operations Committee – Member. - Share Allotment Committee – Member
No.of Shares of the Company.	Nil	Nil
Disclosure of relationship between Director inter-se & KMP.	Nil	Nil

ROUTE MAP TO VENUE OF AGM AS PER REQUIREMENTS OF SECRETARIAL STANDARDS (SS-2)



LANDMARK : HOTEL DWARKA



WINDSOR MACHINES LIMITED

CIN L99999MH1963PLC012642

Regd. Office: 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza, L B S Road, Thane (w) – 400604. Tel.: +91 022 2583 6592, Fax: +91 022 2583 6285, email: contact@windsormachines.com Website: www.windsormachines.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

Name and address of the registered member:	
DP Id* :	Folio No. :
Client Id* :	No. of Shares :

I hereby record my presence at the 53rd Annual General Meeting of the Company held on Thursday, September 29, 2016, at 11.30 a.m. at Thane Manufacturers' Association, Plot No. 6 TMA House, Main Road, Wagle Estate, Thane (w) - 400604.

Signature of Shareholder/ Proxy

*Applicable for investors holding shares in electronic form.

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.



WINDSOR MACHINES LIMITED

CIN L99999MH1963PLC012642

Regd. Office: 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza, L B S Road, Thane (w) – 400604. Tel.: +91 022 2583 6592, Fax: +91 022 2583 6285, email: contact@windsormachines.com Website: www.windsormachines.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and administration) Rules, 2014)

Name of the member(s):	e-mail Id:
Registered address:	Folio No/ *Client Id: * DP Id:

I/We, being the member (s): of _____ Shares of Windsor Machines Limited (the Company), hereby appoint:

- 1) _____ Having e-mail id _____ or failing him
- 2) _____ Having e-mail id _____ or failing him
- 3) _____ Having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting of the Company held on Thursday, the September 29, 2015, at 11.30 a.m. at Thane Manufacturers' Association, Plot No. 6 TMA House, Main Road, Wagle Estate, Thane(w) -400604 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For	Against
1	Adoption of financial statements for the year ended March 31, 2016.		
2	Appointment of a Director in place of Mr. P. C. Kundalia (DIN 00323801), who retires by rotation and being eligible, has offered himself for re-appointment.		
3	Appointment of M/s. Haribhakti & Co., LLP Chartered Accountants as Statutory Auditors.		
4	Appointment of Mr. T. S. Rajan (DIN 05217297), as Director of the Company.		
5	Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.		
6	Approval of remuneration to be paid to the Cost Accountants for the year 2016-17.		
7.	Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".		

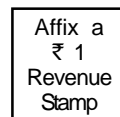
Signed this.....day of.....2016

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder



NOTES:

1. This form of proxy in order to be effective should be duly completed and signed, deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as proxy holder thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she wishes.
6. In the case of joint holders, the signature of anyone holder will be sufficient but names of all the joint holders should be stated.

WINDSOR MACHINES LIMITED

CIN L99999MH1963PLC012642

Regd. Office: 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza, L B S Road,
Thane (w) – 400604. Tel.: +91 022 2583 6592, Fax: +91 022 2583 6285,
email : contact@windsormachines.com Website: www.windsormachines.com

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolutions(s) as specified in the Notice of Windsor Machines Limited dated May 25, 2016, to be passed at the Annual General Meeting of the Company, for the businesses stated in the said notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Resolution No.	Resolution	Type of resolution (Ordinary/Special)	I/We assent to the resolution (For)	I/We assent to the resolution (Against)	I/We abstain to vote on the resolution (Abstain)
Ordinary Business					
1.	Adoption of financial statements for the year ended March 31, 2016.	Ordinary			
2.	Appointment of a Director in place of Mr. P. C. Kundalia (DIN 00323801), who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary			
3.	Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors.	Ordinary			
Special Business					
4.	Appointment of Mr. T. S. Rajan (DIN 05217297), as Director of the Company.	Ordinary			
5.	Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.	Special			
6.	Approval of remuneration to be paid to the cost accountants for the year 2016-17.	Ordinary			
7.	Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".	Special			

Place :

Date :

Signature of Member