



## 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.

Phone: +91 22 25836592| Fax: +91 22 25836285| Website: [www.windsormachines.com](http://www.windsormachines.com)

E-mail: [contact@windsormachines.com](mailto:contact@windsormachines.com); [investors@windsormachines.com](mailto:investors@windsormachines.com)

### POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE IS HEREBY GIVEN PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS “THE ACT”), READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (HEREINAFTER REFERRED TO AS “THE RULES”), TO THE SHAREHOLDERS OF WINDSOR MACHINES LIMITED (HEREINAFTER REFERRED TO AS “THE COMPANY”), TO SEEK THEIR APPROVAL BY WAY OF POSTAL BALLOT FOR THE FOLLOWING BUSINESS AS SPECIAL BUSINESS.**

#### **SPECIAL BUSINESS:**

##### **1. Amendment in the Object Clause of the Memorandum of Association of the Company.**

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, & Rules framed thereto, and other provisions of applicable law, the Memorandum of Association of the Company be and is hereby amended by insertion of the following sub-clause 5A (immediately following existing sub-clause 5 and immediately preceding existing sub-clause 6) in Clause III :

5A. *To carry on activities of manufacture, trading, services, research and development, contracting/sub-contracting, contracting out, export, import, granting and obtaining license/rights of technical know-how of any product, component, machinery or other activity in the field/business of energy storage systems solutions, including, without limitation, storage batteries of every kind, whether by setting up own unit or sub-contracting or rendering any technical or other services or by way of joint venture, subsidiary or other collaboration/undertaking of any kind and for carrying out all activities incidental, ancillary or connected thereto.*

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any of its Director(s) or officer(s) of the Company to file necessary forms/documents with the Registrar of Companies, Maharashtra, SEBI and/or any of the Government/Regulatory authority and to do all such acts, deeds and things as may be necessary, incidental, ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

##### **2. Increasing the limit for making investments, providing loans, guarantee and security under Section 186.**

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with applicable rules of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any other applicable rules and regulations framed under the Companies Act, 2013), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, to give loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with any loan, as may be required from time to time, exceeding 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company, whichever is more, as the Board of Directors may think fit, in one or more tranches, not exceeding ₹ 40 Crores (Rupees Forty Crores) only over and above the limits prescribed under the above said section.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or an authorized Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary incidental or ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

Registered Office:  
102/103, Devmilan Co. Op. Housing Soc.,  
Next to Tip Top Plaza, L.B.S. Road,  
Thane (w) - 400 604

By Order of the Board of Directors

Priti Patel  
Company Secretary

Place : Mumbai

Date : December 5, 2017

**NOTES:**

- (a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business specified in the Postal Ballot Notice is annexed hereto.
- (b) The Notice is being sent to all Members, whose names appear on the Register of members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, January 5, 2018. The dispatch of notice alongwith Postal Ballot Form will be completed on Tuesday, January 9, 2018.
- (c) Members who have registered their email ids for receipt of the documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent the Notice of Postal Ballot by email and others are being sent by post along with the Postal ballot Form.
- (d) In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Item of Business set out in the Postal Ballot Notice are sought to be passed by Postal Ballot.
- (e) The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members who wish to cast their votes electronically.
- (f) The Company has appointed Mr. Premnarayan Tripathi, Company Secretary in Practice (FCS No. 8851, C.P. No. 10029) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- (g) **The Members can opt only one mode of voting, i.e., either by physical Postal Ballot or E-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.**
- (h) Members desiring to exercise vote by physical postal ballot are requested to carefully read the instructions printed on the attached Postal Ballot Form. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on February 8, 2018. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
- (i) The result of the Postal Ballot shall be declared by the Executive Director during the working hours on Saturday, February 10, 2018 and shall be displayed at the Registered Office, Corporate Office, on the Company's website at [www.windsormachines.com](http://www.windsormachines.com) and shall also be displayed on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) in terms of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.
- (j) Members, who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form, can download Postal Ballot Form, from the Company's website [www.windsormachines.com](http://www.windsormachines.com) or from CDSL's website [www.evotingindia.com](http://www.evotingindia.com) or by writing to Link Intime India Pvt. Ltd., RTA of the Company located at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 (Ph. No. +91-22-4918 6000/6270) or from Corporate Office of the Company (Windsor Machines Limited, Plot No. 5402-5403, Phase IV, GIDC Vatva, Ahmedabad- 382 445 (Ph. No. 079- 30262100, 079-25841111, 079-25841591-2-3)).

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on January 10, 2018 at 9:00 a.m. and ends on February 8, 2018 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 January 5, 2018 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

(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 use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).**

**(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Energy and power of various kinds continues to be scarce on one hand and faces ever increasing demand on the other. Erratic supply of power and non-availability of power generally too remains a concern in India and abroad. Portable devices, vehicles, gadgets of various kinds, etc. too are increasingly in demand. Energy storage devices of various kinds thus present an attractive and long-term business proposition and also as an eco-friendly business to be in. The Company already has expertise and infrastructure in respect of some of the materials that may be used in these products. The Company has been actively exploring this field and has taken provisional decision, in addition to investing in another company engaged in such business, subject to necessary approvals, to engage in the activity of research, manufacture and trading in such products and engaging in activities related thereto. This may be done by way of teaming up with business/experts already in this field to begin with. To permit and enable the Company to do so, a specific object sub-clause is proposed to be inserted in the Memorandum of Association of the Company.

Further, revised Memorandum of Association, after incorporating above amendment, is available for inspection at the Registered Office of the Company on any working day between 10:00 a.m. to 2:00 p.m. up to the date of declaration of postal ballot result.

The Board recommends this resolution as a special resolution to the members for approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

### **Item No. 2**

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

In order to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make strategic investments in shares, debentures and/or any other securities of any other body corporates including enabling the Company to invest in a company carrying the business activities in the field of energy storage solutions including batteries (as stated in Item No. 1 of the Explanatory statement above), it is necessary to obtain approval of the shareholders by means of a Special Resolution for authorizing the Board of Directors to exercise aforesaid powers, in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to the maximum limit of ₹ 40 Crores (Rupees Forty Crores) only over and above the limits prescribed under the said section.

The Board recommends this resolution as a special resolution to the members for approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

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By Order of the Board of Directors

Priti Patel  
Company Secretary

Place : Mumbai

Date : December 5, 2017