



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) - 400 604. Phone : +91 22 2583 6592

Fax : +91 22 2583 6285 | Website : www.windsormachines.com

E-mail : contact@windsormachines.com; 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. Continuation of directorship of Mr. M. K. Arora (DIN : 00031777), Non-Executive Independent Director who has attained the age of 75 years.

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 Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations"), other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the Company be and is hereby accorded to continue the directorship of Mr. M. K. Arora (DIN : 00031777), as the Non-Executive Independent Director of the Company, who has attained age of 75 years, from the effective date of the said Amendment Regulations i.e., April 01, 2019 till the expiry of his term i.e., upto the conclusion of the 56th Annual General Meeting of the Company to be held in the year 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company 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 : February 11, 2019

NOTES :

- 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.
- The Postal Ballot 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, February 8, 2019. The dispatch of notice alongwith Postal Ballot Form will be completed on Saturday, February 23, 2019.
- Only a Member holding shares as on the cut-off date (i.e., February 8, 2019) is entitled to exercise his vote through E-Voting/Postal Ballot and send it to the scrutinizer at the addressed mentioned in Business Reply Envelope.
- In accordance with the provisions of Section 101 of the Act, read with, rules 18 and 22 of the Companies (Management and Administration) rules, 2014, this postal ballot notice is being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the company by the Depositories. Members who have not registered their e-mail address will receive this postal ballot notice along with the postal ballot form through courier.

- (e) 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 Obligations & Disclosure Requirements) Regulations, 2015, the Item of Business set out in the Postal Ballot Notice is sought to be passed by Postal Ballot.
- (f) The Company has entered into an agreement with CDSL for facilitating E-Voting to enable the Members who wish to cast their votes electronically.
- (g) 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.
- (h) **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.**
- (i) 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 March 25, 2019. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
- (j) The result of the Postal Ballot shall be declared by the Executive Director during the working hours on Tuesday, March 26, 2019 and shall be displayed at the Registered Office, Corporate Office, on the Company's website at www.windsormachines.com and shall also be displayed on the website of CDSL at www.evotingindia.com in terms of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.
- (k) 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 or from CDSL's website 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. 079-3026 2100, 079-2584 1111, 079-2584 1591-2-3)).

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER :

- (i) The voting period begins on February 24, 2019 at 9:00 a.m. and ends on March 25, 2019 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 February 8, 2019 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 which is printed on Postal Ballot / Attendance Slip indicated 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 use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and 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 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, 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.

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

Item No. 1 :

Continuation of Directorship of Mr. M. K. Arora (DIN : 00031777), who has attained the age of 75 years :

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director (which includes directorship of Independent Directors) who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. M. K. Arora, (DIN : 00031777) is 75 years old. He is post graduate in Commerce, Law Graduate, qualified Company Secretary (ACS) and Cost & Works Accountant (AICWA).

Mr. M. K. Arora was appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Schedule IV and rules made thereunder to hold office from the conclusion of 51st Annual General Meeting held on September 29, 2014 till the conclusion of 56th AGM, to be held in the year 2019. He is not liable to retire by rotation.

The brief profile of Mr. M. K. Arora, pursuant to Regulation 36 (3) of Listing Regulations and Secretarial Standard 2 on General Meetings, is as under :

Name of Director	Mr. M. K. Arora	
Date of Birth	September 21, 1943	
Date of appointment	September 29, 2014.	
Qualifications	He is a post graduate in Commerce, Law Graduate, qualified Company Secretary (ACS) and Cost & Works Accountant (AICWA).	
Expertise in specific functional areas	Corporate Law & General Management	
Experience	He has vast experience of more than four decades in Corporate Law and General Management.	
Directorship in other Listed Companies (As per Regulation 36(3) of SEBI LODR, Directorship in listed companies are considered.)	<ul style="list-style-type: none"> - Kemp and Company Limited - Priya International Limited - Priya Limited 	
Chairmanship/Membership of Committees. (As per Regulation 36(3) of SEBI LODR, chairmanship / membership of committees of listed companies are considered.)	<p>Windsor Machines Limited</p> <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholders Relationship Committee - Member <p>Priya Ltd.</p> <ul style="list-style-type: none"> - Audit Committee - Member - Stakeholders Relationship Committee - Chairman <p>Priya International Limited</p> <ul style="list-style-type: none"> - Audit Committee - Member <p>KEMP and Company Limited</p> <ul style="list-style-type: none"> - Stakeholders Relationship Committee – Member 	
Remuneration sought to be paid	Sitting fees	
No. of Shares of the Company	Nil	
Disclosure of relationship between Director inter-se & KMP	None	
Number of Board Meetings attended during the financial year 2018-19 till the date of Notice.	Held	4
	Attended	4

The terms and conditions of appointment of Mr. M. K. Arora shall be open for inspection by the members at the registered office & corporate office of the Company during normal business hours on any working day up to Monday, March 25, 2019.

In the opinion of the Board, Mr. M. K. Arora fulfills the conditions specified in the Act and rules made thereunder for his appointment/ continuation as an Independent Director of the Company.

The Board of Directors of the Company considering the need for providing advice, guidance and mentorship to the Company's executive management, is of the opinion that Mr. M. K. Arora possesses relevant expertise and vast experience. His continued association as non-executive independent director will be beneficial and in the best interest of the Company.

Except Mr. M. K. Arora, none of the Directors or Key Managerial Personnel (KMP) of the Company or any relatives of such Directors or KMPs are in any way concerned or interested, or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

The Board of directors accordingly recommends the Special Resolution as mentioned at item no. 1 of this notice for approval of the members of the Company.

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 : February 11, 2019



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L B S Road, Thane (w) - 400 604. Phone : +91 22 2583 6592

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E-mail : contact@windsormachines.com; investors@windsormachines.com

POSTAL BALLOT FORM

Serial No. :

- 1) Name(s) of Member(s) :
(including Joint-holders, if any)
- 2) Registered Address of the Sole / :
First named Member
- 3) Registered Folio No./ :
DP ID No./Client ID No.*
(*Applicable to investors holding
Shares in dematerialized form)
- 4) Number of Shares held :
(on February 8, 2019)
- 5) I/ we hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated February 11, 2019 by conveying my/ our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below :

Sr. No.	Description of Special Resolution	No. of shares held by Member	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Continuation of Directorship of Mr. M. K. Arora (DIN: 00031777), Non-Executive Independent Director, who has attained the age of 75 years.			

Place :

Date :

Signature of Member

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	User ID	Password
190219002		

NOTE :

1. Kindly read the instructions printed overleaf before filling the form.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is March 25, 2019 up to 5:00 p.m.

INSTRUCTIONS

- 1) A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose), sign and send it to the Scrutinizer at the address of the Company in the attached prepaid Business Reply self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in Person at Registered Office of Company or if sent by courier at the expense of the Member, shall also be accepted.
- 2) This Form should be completed and signed by the member (as per specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case shares are jointly held, this form should be completed and signed by the first named Member and in his / her absence by the next named shareholder.
- 3) The self-addressed envelopes bear the name of the Scrutinizer appointed by the Board of Directors/ Committee of the Company.
- 4) This Postal Ballot form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed (as per the specimen signature(s) registered with the Company/ furnished by the Depositories) by the first named Member and in his/her absence, by the next named Member(s). Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
- 5) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected.
- 6) The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s).
- 7) Duly completed Postal Ballot forms should reach the Company not later than 5:00 p.m. on March 25, 2019. Postal Ballot forms received after this time and date will be strictly treated as if the reply from such Members has not been received.
- 8) In the case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution /Authorisation.
- 9) Unsigned Postal Ballot Form will be rejected. Incomplete, improperly or incorrectly ticked (✓) Postal Ballot Form will be liable to be rejected. Postal Ballot Form bearing tick (✓) marks in both the columns i.e. in assent and in dissent will render the Postal Ballot Form invalid.
- 10) Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Share Capital of the Company on Friday, February 8, 2019, which is the cut-off date fixed for this purpose.
- 11) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self- addressed postage prepaid Business Reply envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 12) The Scrutinizer's decision on the validity of Postal Ballot shall be final and binding. The result of the Postal Ballot shall be declared by the Executive Director during the working hours on Tuesday, March 26, 2019 and shall be displayed at the Registered Office, Corporate Office, uploaded on the Company's website at www.windsormachines.com and shall also be displayed on the website of CDSL at www.evotingindia.com in terms of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.
- 13) Votes will be considered invalid on the following grounds :
 - (a) if the Member's signature does not tally;
 - (b) if the Member has marked both in favour and against;
 - (c) if the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;
 - (d) on such grounds which in the opinion of the scrutinizer makes the vote invalid.
- 14) In terms of Secretarial Standard-2, the Resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-Voting i.e. Monday, March 25, 2019, in the event, the draft resolution is assented to by the requisite majority of shareholders.

In terms of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided E-Voting facility for all the Members of the Company to enable them to cast their votes electronically. The detailed procedure regarding E-Voting is enumerated in the Notes of the Postal Ballot Notice.