

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 58TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WINDSOR MACHINES LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 23, 2021, AT 11.30 A.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) 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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jayant Thakur (DIN 01328746) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare final dividend on equity shares for the financial year 2020-21.

## **SPECIAL BUSINESS:**

4. Appointment of Mr. Vinay Bansod (DIN 09168450), 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. Vinay Bansod (DIN 09168450), who was appointed as an Additional Director of the Company with effect from May 13, 2021 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. Vinay Bansod 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. Vinay Bansod (DIN 09168450), 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 the provisions of Sections 196, 197 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-enactment(s) thereof for the time being in force) (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and article 165 of Article of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. Vinay Bansod (holding DIN 09168450) as the Whole-time Director designated as the Executive Director of the Company for a period of three (3) years w.e.f. May 13, 2021 to May 12, 2024 (both days inclusive) on such terms and conditions, including remuneration, as set out in his Service Agreement and which have been approved by Nomination & Remuneration Committee and Board of Directors at its meeting held on May 13, 2021 and as mentioned in the Explanatory Statement attached to this notice.”

**“RESOLVED FURTHER THAT** Mr. Vinay Bansod 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. Vinay Bansod 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. Vinay Bansod, the remuneration as mentioned in Service Agreement shall be paid to Mr. Vinay Bansod as minimum remuneration.”

**“RESOLVED FURTHER THAT** Mr. Vinay Bansod, Executive Director & CEO shall also be entitled for the reimbursement of actual entertainment, traveling, 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 Directors 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 consider 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 said 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 2021-22:

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, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of ₹ 92,000 (Rupees Ninety Two 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, 2022, be and is hereby ratified and approved."

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

By Order of the Board of Directors

Priti Patel  
Company Secretary  
Membership No.: FCS 8392

Place : Mumbai  
Date : June 30, 2021

**NOTES :**

- (a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (MCA Circulars) permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and MCA Circulars, the AGM of the Company is going to held through VC / OAVM. The deemed venue for the AGM shall be the Registered office of the Company.
- (b) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No.4 to 6 of the accompanying Notice and the details in respect of the Directors proposed to be appointed/re-appointed as required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
- (c) 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- (d) Institutional Corporate Shareholders are required to send a scanned copy of its Board or Governing Body resolution/ Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution authorization shall be sent to scrutinizer by email through its registered email address to [rama@csrama.com](mailto:rama@csrama.com) with a copy marked to [priti.patel@windsormachines.com](mailto:priti.patel@windsormachines.com).
- (e) 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 17, 2021 to September 23, 2021** (both days inclusive)
- (f) Members desirous of obtaining any information in respect of Annual Accounts and operations of the Company are requested to write to the Company at least one week before the Meeting, to enable the Company to make available the required information at the Meeting.
- (g) 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, Link Intime India Private Limited, (Unit-Windsor Machines Limited), C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060.
- (h) SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which from April 1, 2019, onwards securities can transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risk associated with physical shares. SEBI vide press release dated March 27, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of March 31, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer. Further, SEBI via its circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds & the shares that are re-lodged for transfer shall henceforth be issued in demat mode only.
- (i) Electronic copy of the Annual Report for the year 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes as per SEBI Circular dated May 12, 2020 requirements of sending physical copies of Annual Report to shareholders have been dispensed with for listed Companies.
- (j) 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060, the Registrar and Share Transfer Agent of the Company, in respect of equity shares held in physical form and to the respective Depository Participants (DPs) in respect of equity shares held in electronic form.
- (k) 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060 and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).
- (l) 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.
- (m) 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060.

(n) In compliance with SEBI Circular dated January 15, 2021 read with circular dated May 12, 2020, electronic copy of the Notice of the 58<sup>th</sup> Annual General Meeting along with Annual Report 2020-21, of the Company for the year 2020-21 is being sent through electronic mode to those members/shareholders whose email IDs are registered with the Company/Depository Participants(s). Members may also note that the Notice of the 58<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2020-21 will also be available on the Company's website [www.windsormachines.com](http://www.windsormachines.com), website of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

**(o) Voting through electronic means**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.windsormachines.com](http://www.windsormachines.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Monday, September 20, 2021 at **9:00 A.M** and ends on Wednesday, September 22, 2021 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 Thursday, September 16, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ul style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ul>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <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 (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

**(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [rama@csrama.com](mailto:rama@csrama.com) with a copy marked to [prii.patel@windsormachines.com](mailto:prii.patel@windsormachines.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance between September 16, 2021 to September 18, 2021 mentioning their name, demat account number/folio number, email id, mobile number at [investors@windsormachines.com](mailto:investors@windsormachines.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@windsormachines.com](mailto:investors@windsormachines.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**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 September 16, 2021 (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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060.
- II. The remote e-voting period starts on September 20, 2021 at 9:00 a.m. and ends on September 22, 2021 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 16, 2021 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.
- 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 16, 2021 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 16, 2021. 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 shareholders who have become the shareholders after August 20, 2021 the cut-off date of sending Annual Report may refer to the Notice which is available on the company's website [www.windsormachines.com](http://www.windsormachines.com) and also on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- VII. The Results of the e-voting will be declared not later than 48 Hours of conclusion of the AGM i.e. September 25, 2021. The declared results along with the Scrutinizer's Report will be available on the Company's website at [www.windsormachines.com](http://www.windsormachines.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.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.

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

### **ITEM NO.4: Appointment of Mr. Vinay Bansod (DIN 09168450), as a Director of the Company.**

Mr. Vinay Bansod was appointed as an Additional Director of the Company with effect from May 13, 2021, 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. Vinay Bansod is a bachelor of engineering graduated from Govt. College of Engineering, Amravati (Maharashtra). He is having a vast experience of over 26 years with core skills of strategic planning & execution, costs cutting, technology development & AI etc. He is associated with the Company from last Ten years, from February 01, 2011 onwards and is well aware of the operations of the Company. Earlier he was Business Head of the Company and his appointment as a Director would immensely benefit the company through his knowledge and experience.

Mr. Vinay Bansod 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. Vinay Bansod 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. Vinay Bansod & 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. Vinay Bansod (DIN 09168450), 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 May 13, 2021 has, subject to the approval of members, appointed Mr. Vinay Bansod (holding DIN 09168450) as Whole-time Director designated as the Executive Director, for a period of 3 (Three) years w.e.f. May 13, 2021. The terms of appointment and remuneration as recommended by Nomination and Remuneration Committee and approved by the Board and payable to Mr. Vinay Bansod (holding DIN 09168450) 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 THIRD 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:**

Summary Financial Performance of the Company is provided in point no. 1 of Directors' Report of the Company.

#### **4. Foreign Investment or Collaborations:**

Information regarding foreign investment or Collaborations has been provided in Directors' Report of the Company.

### **II. Information about the appointee:**

#### **1. Background details:**

Mr. Vinay Bansod is a bachelor of engineering graduated from Govt. College of Engineering, Amravati (Maharashtra) having a vast experience of over 26 years with core skills of strategic planning & execution, costs cutting, technology development & AI etc.

He is associated with the Company from last Ten years, from February 01, 2011 onwards.

**2. Past Remuneration:**

As the Business Head of the Company he was drawing a remuneration (CTC) of ₹ 45.28 lacs p.a.

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 26 years of experience as a bachelor of engineering. He had joined Windsor Machines Ltd. on February 01, 2011 as Deputy General Manager and rose to become Business Head. He is associated with our company for a long while & is well aware of Business Operations of the Company. He is an expert in Strategic planning, Business Development, setting up Green field projects. He 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 ₹ 2,41,667/- per month.

**Perquisites**

Perquisites consist of:

- i. Furnished accommodation or house rent allowance, along with 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 ₹ 22,800/- per annum.

**HRA**

Mr. Vinay Bansod will receive ₹ 1,20,834/- 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. Vinay Bansod nor any of his relative(s) holds any shares in the Company. Mr. Vinay Bansod neither directly nor indirectly related to any Board member of the Company.

### **III. Other information:**

#### **Reason of loss or inadequate profits & Steps taken or proposed to be taken for improvement.**

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 Covid 19 pandemic.

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 2020-2021 the Company has sold 400 machines to achieve turnover of ₹ 283.35 Cr. In spite of Covid 19 pandemic, the company has performed well in the year 2020-21 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. Covid 19 pandemic & its after effect have also created uncertainty for the business activities now a days.

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 58<sup>th</sup> Annual Report.

Except Mr. Vinay Bansod & his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or any relative 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 copy of the Service Agreement to be entered into between the Company and Mr. Vinay Bansod as the Executive Director of the Company is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends the Special Resolution as set out as Item No. 5 of this Notice for approval of the member of the Company.

#### **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 June 30, 2021 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, 2022 at a remuneration of ₹ 92,000/-, 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.

None of the Directors, Key Managerial Personnel and their relatives are concern or interested or deemed to be concern or interested in the said resolution.

**Annexure -1**  
**Details of the Director(s) seeking Appointment /Re-appointment**  
**(Pursuant to regulation 36(3) of the SEBI (LODR) Regulations, 2015 and**  
**Secretarial Standard 2 on General Meetings)**

<b>Name of Director</b>	<b>Mr. Jayant Thakur</b>	<b>Mr. Vinay Bansod</b>		
Date of Birth	June 19, 1965	August 19, 1972		
Date of first appointment on the Board	March 30, 2011	May 13, 2021		
Qualifications	B.Com, FCA.	Bachelor of Engineering (Electrical)		
Expertise in specific functional areas	Expertise in Finance & Taxation	Electrical, Mechanical		
Experience	He is a qualified Chartered Accountant and practicing in Mumbai since 30 years. He has wide experience in the field of securities and corporate laws, tax etc.	He is a bachelor of engineering graduated from Govt. College of Engineering, Amravati (Maharashtra) having a vast experience of over 26 years with core skills of strategic planning & execution, costs cutting, technology development & AI etc. He is associated with the Company from last Ten years, from February 01, 2011 onwards.		
Chairman/ Directorship in other Companies (As per Regulation 36 (3) of SEBI (LODR) Regulations, Directorship in listed companies are considered.)	Nil	Nil		
Chairmanship/Membership of Committees. (As per Regulation 36 (3) of SEBI (LODR) Regulations, chairmanship/membership of listed companies are considered.)	Nil	Nil		
Remuneration last drawn	Sitting fee of ₹ 60,000 per Board Meeting.	₹ 45.48 Lakhs p.a. (as business head of the Company)		
Terms & Condition of appointment/re- appointment & remuneration sought to be paid	Appointment as non-executive Director liable for retire by rotation & remuneration by way of sitting fee would be payable to him.	Appointment as Executive Director for a term of three years & remuneration payable by way of salary.		
No. of Shares of the Company (including Beneficial Ownership)	500 equity shares of ₹ 2/- each.	NIL		
Disclosure of relationship between Director inter-se & KMP	None	None		
Board Meetings attended during the financial year 2020-21.	Held	6	Held	-
	Attended	6	Attended	-

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

By Order of the Board of Directors

Priti Patel  
Company Secretary  
Membership No.: FCS 8392

Place : Mumbai  
Date : June 30, 2021