

November 09, 2024

The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 522029

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/ 1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Trading Symbol: WINDMACHIN

POSTAL BALLOT NOTICE
[Pursuant to Regulation 30 of the SEBI (LODR), 2015]

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice along with the Explanatory Statement, seeking approval of the Members by way of a remote e-voting process for the following resolutions:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	Appointment of Ms. Garima Malhotra (DIN: 10762983) as an Independent Director of the Company
2	Special Resolution	Appointment of Mr. Manoj Antani (DIN: 05177142) as an Independent Director of the Company
3	Special Resolution	Appointment of Mr. Subhendu Roy (DIN: 10763149) as an Independent Director of the Company
4	Ordinary Resolution	Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive Non- Independent Director of the Company
5	Ordinary Resolution	Appointment of Mr. Vinit Bediya (DIN: 07915192) as a Non-Executive Non- Independent Director of the Company

Please note that the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial Owners as of Friday, November 01, 2024, and whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period will commence at 9:00 AM (IST) on Sunday, November 10, 2024, and conclude at 5:00 PM (IST) on Monday, December 09, 2024. The results of the postal ballot will be declared on or before Wednesday, December 11, 2024.

Please take the same on your record.

Thanking you,
Yours faithfully,

For WINDSOR MACHINES LIMITED

NIKHILKUMAR VADERA
COMPANY SECRETARY

Encl.: as above



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

E-mail: cs@windsormachines.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and the latest one being General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), Windsor Machines Limited (the Company) is seeking consent of its Members on the following matters through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following resolutions:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	Appointment of Ms. Garima Malhotra (DIN: 10762983) as an Independent Director of the Company
2	Special Resolution	Appointment of Mr. Manoj Antani (DIN: 05177142) as an Independent Director of the Company
3	Special Resolution	Appointment of Mr. Subhendu Roy (DIN: 10763149) as an Independent Director of the Company
4	Ordinary Resolution	Appointment of Mr. Vivek Chopra (DIN: 10240558) as a Non-Executive Non-Independent Director of the Company
5	Ordinary Resolution	Appointment of Mr. Vinit Bediya (DIN: 07915192) as a Non-Executive Non-Independent Director of the Company

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. By casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and COP No: 10964) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting Period	9.00 A.M. (IST) on Sunday, November 10, 2024
Conclusion of e-voting period	5.00 P.M. (IST) on Monday, December 09, 2024
Cut-off date for eligibility to vote	Friday, November 01, 2024

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Monday, December 09, 2024 and will be disallowed thereafter.

The Scrutinizer will submit her report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The results will also be displayed on the Company’s website i.e. <https://windsormachines.com/>.

The last date of e-voting, i.e. Saturday, December 09, 2024 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. APPOINTMENT OF MS. GARIMA MALHOTRA (DIN: 10762983) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Ms. Garima Malhotra (DIN: 10762983), who was appointed as an Additional Director, designated as an Independent Director, by the Board of Directors (“the Board”) based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, from September 21, 2024 to September 20, 2029, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

2. APPOINTMENT OF MR. MANOJ ANTANI (DIN: 05177142) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Manoj Antani (DIN: 05177142), who was appointed as an Additional Director, designated as an Independent Director, by the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, from September 21, 2024 to September 20, 2029, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

3. APPOINTMENT OF MR. SUBHENDU ROY (DIN: 10763149) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Subhendu Roy (DIN: 10763149), who was appointed as an Additional Director, designated as an Independent Director, by the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, from September 21, 2024 to September 20, 2029, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

4. APPOINTMENT OF MR. VIVEK CHOPRA (DIN: 10240558) AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, Mr. Vivek Chopra (DIN: 10240558), who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an Additional Director (designated as 'Non-Executive Non-Independent Director') with effect from September 21, 2024, and who holds office up to the conclusion of the next Annual General Meeting of the Company pursuant to Section 161 and other applicable provisions of the Act, and who is eligible for appointment, and in respect of whom a notice in writing under Section 160 of the Act has been received from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. APPOINTMENT OF MR. VINIT BEDIYA (DIN: 07915192) AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, Mr. Vinit Bediya (DIN: 07915192), who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an Additional Director (designated as 'Non-Executive Non-Independent Director') with effect from September 21, 2024, and who holds office up to the conclusion of the next Annual General Meeting of the Company pursuant to Section 161 and other applicable provisions of the Act, and who is eligible for appointment, and in respect of whom a notice in writing under Section 160 of the Act has been received from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Date: November 08, 2024
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
Sd/-
Nikhilkumar Vadera
Company Secretary and
Compliance Officer
ACS: 49435

Notes:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
- (2) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
- (3) The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, the November 01, 2024 (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited (“RTA”).
- (4) As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Company has engaged the services of CDSL to provide remote e-voting facility to its members.
- (5) A copy of the Postal Ballot Notice is available on the website of the Company at <https://windsormachines.com/> website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-voting agency i.e. CDSL e-voting website at www.evoting.cdsi.com.
- (6) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- (7) After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company’s website: <https://windsormachines.com/>.
- (8) The remote E Voting will commence on 9.00 A.M. (IST) on Sunday, November 10, 2024 and will end on 5.00 P.M. (IST) on Monday, December 09, 2024. The remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.
- (9) Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
- (10) The Company has appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS-15923 and COP No: 10964), to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner. The scrutinizer has communicated her willingness for such appointment and will be available for the same.

(11) The Scrutinizer will submit her report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, within 2 (two) working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

(12) The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Monday, December 09, 2024, i.e. the last date specified for receipt of votes through the remote e-voting process.

Information at a Glance:

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	Friday, November 01, 2024
Voting start date and time	9.00 A.M. (IST) on Sunday, November 10, 2024
Voting end date and time	5.00 P.M. (IST) on Monday, December 09, 2024
Name, address and Contact details of Registrar and Share Transfer Agent	Link Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Website: www.linkintime.co.in E-mail: rnt.helpdesk@linkintime.co.in Contact Tel: +91 22 4918 6200,
Name, address and contact details of e-voting service provider	Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Website: www.cdslindia.com E-mail: helpdesk.evoting@cdslindia.com Contact Tel: 1800 22 55 33
Name and contact details for clarifications	Nikhil Vadera Company Secretary Windsor Machines Limited Corporate Office: Plot No. 5402-5403, Phase IV, GIDC Vatva, Ahmedabad-382445. E-mail: cs@windsormachines.com Contact Tel: 079-35002700 079-35002704

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 9.00 A.M. (IST) on Sunday, November 10, 2024 and ends on 5.00 P.M. (IST) on Monday, December 09, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

November 01, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) 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 shareholders/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.

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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: https://eservices.nsd.com 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.</p>

<p>Individual Shareholders (holding securities in demat mode) login through their</p> <p>Depository Participants (DP)</p>	<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.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at : 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> 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.
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"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 viz; cs@windsormachines.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF THE POSTAL BALLOT

1. APPOINTMENT OF MS. GARIMA MALHOTRA (DIN: 10762983) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company ("Board") at its meeting held on September 12, 2024 had appointed Ms. Garima Malhotra (DIN: 10762983) as Independent Director of the Company for a first term of 5 (five) years effective from September 21, 2024 not liable to retire by rotation, subject to approval of the shareholders of the company.

Further in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective From January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors shall be taken either at the next general meeting or within a time period of three months from the date of appointment whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Ms Garima Malhotra

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & qualification of Directors) Rules, 2014
- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under Section 164(2) of the Act and
- iii) A declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations

Additional information in respect of Ms. Garima Malhotra, including her brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Ms. Garima Malhotra is a law graduate and practicing advocate with over a decade of experience in civil, criminal, matrimonial, and insolvency matters. She possesses expertise in implementing various legal strategies and has extensive experience across a variety of legal matters.

She shall be paid remuneration by way of fees for attending meetings of the Board or its Committees, or for any other purpose as may be decided by the Board, along with reimbursement of expenses for participating in the Board and other meetings, if any.

Ms. Garima Malhotra and her relatives are deemed to be interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The Board recommends this Special Resolution for the approval of the members.

2. APPOINTMENT OF MR. MANOJ ANTANI (DIN: 05177142) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company ("Board") at its meeting held on September 12, 2024 had appointed Mr. Manoj Antani (DIN: 05177142) as Independent Director of the Company for a first term of 5 (five) years effective from September 21, 2024 not liable to retire by rotation, subject to approval of the shareholders of the company.

Further in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective From January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors shall be taken either at the next general meeting or within a time period of three months from the date of appointment whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Manoj Antani

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & qualification of Directors) Rules, 2014
- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Act and
- iii) A declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations

Additional information in respect of Mr. Manoj Antani, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Mr. Manoj Antani is a retired IPS officer with over five decades of experience spanning law and order, administration, civil services, and management. He is a recipient of two presidential medals for distinguished service and a UNO award for excellence in the administration of law and order.

He shall be paid remuneration by way of fees for attending meetings of the Board or its Committees, or for any other purpose as may be decided by the Board, along with reimbursement of expenses for participating in the Board and other meetings, if any.

Mr. Manoj Antani and his relatives are deemed to be interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The Board recommends this Special Resolution for the approval of the members.

3. APPOINTMENT OF MR. SUBHENDU ROY (DIN: 10763149) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company ("Board") at its meeting held on September 12, 2024 had appointed Mr. Subhendu Roy (DIN: 10763149) as Independent Director of the Company for a first term of 5 (five) years effective from September 21, 2024 not liable to retire by rotation, subject to approval of the shareholders of the company.

Further in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for

appointment of a person on the Board of Directors shall be taken either at the next general meeting or within a time period of three months from the date of appointment whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Subhendu Roy:

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & qualification of Directors) Rules, 2014
- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Act and
- iii) A declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations

Additional information in respect of Mr. Subhendu Roy, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Mr. Subhendu Roy holds a Bachelor's degree from IIT Delhi and a Post Graduate Diploma from IIM Ahmedabad. He is currently associated with a leading global management consultancy firm, where he works with various multinational companies to execute growth strategies, drive performance transformations, and build new capabilities.

He shall be paid remuneration by way of fees for attending meetings of the Board or its Committees, or for any other purpose as may be decided by the Board, along with reimbursement of expenses for participating in the Board and other meetings, if any.

Mr. Subhendu Roy and his relatives are deemed to be interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The Board recommends this Special Resolution for the approval of the members.

4. APPOINTMENT OF MR. VIVEK CHOPRA (DIN: 10240558) AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and in accordance with the Articles of Association of the Company, the Board of Directors ("the Board"), at its meeting held on September 12, 2024, appointed Mr. Vivek Chopra as an Additional Director of the Company, effective from September 21, 2024, subject to Member approval.

The Company has received a notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director. Additionally, Mr. Vivek Chopra has provided his consent to act as a Director and submitted a declaration confirming that he is not disqualified under Section 164 of the Companies Act, 2013, to act as a Director of the Company, nor is he debarred from holding the office of Director by any SEBI order or any other authority.

The principal terms and conditions of Mr. Vivek Chopra's appointment are as follows:

1. Category: Non-Executive and Non-Independent Director
2. Remuneration: Mr. Chopra will receive no remuneration other than sitting fees and reimbursement of expenses for attending meetings, as approved by the Board from time to time.
3. Other Perks: None
4. Retirement by Rotation: He shall be liable to retire by rotation.

A detailed profile of Mr. Vivek Chopra is provided under the section, "Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India," which forms part of this Notice.

As per Regulation 17(1C) of the SEBI Listing Regulations, the listed entity must obtain the approval of Members for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. In consideration of this requirement and based on the NRC's recommendation, the Board of Directors recommends passing the Ordinary Resolution as set out in Item No. 4 of this Notice for approval by the Members of the Company.

Mr. Vivek Chopra and his relatives are deemed to be interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

5. APPOINTMENT OF MR. VINIT BEDIYA (DIN: 07915192) AS A NON-EXECUTIVE NON- INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and in accordance with the Articles of Association of the Company, the Board of Directors ("the Board"), at its meeting held on September 12, 2024, appointed Mr. Vinit Bediya as an Additional Director of the Company, effective from September 21, 2024, subject to Member approval.

The Company has received a notice in writing, pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director. Additionally, Mr. Vinit Bediya has provided his consent to act as a Director and submitted a declaration confirming that he is not disqualified under Section 164 of the Companies Act, 2013, to act as a Director of the Company, nor is he debarred from holding the office of Director by any SEBI order or any other authority.

The principal terms and conditions of Mr. Vinit Bediya's appointment are as follows:

1. Category: Non-Executive and Non-Independent Director
2. Remuneration: Mr. Bediya will receive no remuneration other than sitting fees and reimbursement of expenses for attending meetings, as approved by the Board from time to time.
3. Other Perks: None
4. Retirement by Rotation: He shall be liable to retire by rotation.

A detailed profile of Mr. Vinit Bediya is provided under the section, "Additional Information of Directors being appointed as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India," which forms part of this Notice.

As per Regulation 17(1C) of the SEBI Listing Regulations, the listed entity must obtain the approval of Members for the appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. In consideration of this requirement and based on the NRC's recommendation, the Board of Directors recommends passing the Ordinary Resolution as set out in Item No. 5 of this Notice for approval by the Members of the Company.

Mr. Vinit Bediya and his relatives are deemed to be interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution.

The details of Directors recommended for appointment / reappointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings.

Name	Ms. Garima Malhotra
Director Identification Number (DIN)	10762983
Designation	Independent Director
Date of Birth	September 17,1986
Nationality	Indian
Date of appointment on the Board (Original)	September 21, 2024
Shares held as on date	NIL
Qualifications	Law Graduate
Expertise in specific functional areas	Expertise in implementing various legal strategies and has extensive experience across a variety of legal matters.
Terms and Conditions of Appointment/re-appointment	Appointment as an Independent Director of the Company for a period of 5 consecutive years commencing from September 21, 2024, and ending on September 20, 2029, during which she shall not be liable to retire by rotation (refer to Item No. 1 of this Notice, read with the explanatory statement thereto).
Details of Remuneration sought to be paid	Refer Remuneration Proposed furnished in item no.1 in the Explanatory statement.
Remuneration last drawn	Nil
Number of Meetings of the Board attended	Nil
Name of listed entities in which board position currently held	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable
Directorship held in other companies (excluding foreign companies)	Nil
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives.

Name	Mr. Manoj Antani
Director Identification Number (DIN)	05177142
Designation	Independent Director
Date of Birth	May 30,1954

Nationality	Indian
Date of appointment on the Board (Original)	September 21, 2024
Shares held as on date	NIL
Qualifications	Diploma in Industrial Relation & Personnel Management
Expertise in specific functional areas	Expertise in spanning law & order, administration, civil services, and management.
Terms and Conditions of Appointment/re-appointment	Appointment as an Independent Director of the Company for a term of 5 consecutive years, commencing from September 21, 2024, and ending on September 20, 2029, during which he shall not be liable to retire by rotation (refer to Item No. 2 of this Notice, read with the explanatory statement thereto).
Details of Remuneration sought to be paid	Refer Remuneration Proposed furnished in item no. 2 in the Explanatory statement.
Remuneration last drawn	Nil
Number of Meetings of the Board attended	Nil
Name of listed entities in which board position currently held	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable
Directorship held in other companies (excluding foreign companies)	Nil
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives.

Name	Mr. Subhendu Roy
Director Identification Number (DIN)	10763149
Designation	Independent Director
Date of Birth	May 19, 1978
Nationality	Indian
Date of appointment on the Board (Original)	September 21, 2024
Shares held as on date	NIL
Qualifications	Post Graduate Diploma in Management
Expertise in specific functional areas	Expertise in execute growth strategies, drive performance transformations, and build new capabilities.
Terms and Conditions of Appointment/re-appointment	Appointment as an Independent Director of the Company for a term of 5 consecutive years, commencing from September 21, 2024, and ending on September 20, 2029, during which he shall not be liable to retire by rotation (refer to Item No. 3 of this Notice, read with the explanatory statement thereto).

Details of Remuneration sought to be paid	Refer Remuneration Proposed furnished in item no. 3 in the Explanatory statement.
Remuneration last drawn	Nil
Number of Meetings of the Board attended	Nil
Name of listed entities in which board position currently held	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable
Directorship held in other companies (excluding foreign companies)	Nil
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives.

Name	Mr. Vivek Chopra
Director Identification Number (DIN)	10240558
Designation	Non-Executive, Non-Independent Director
Date of Birth	March 28,1984
Nationality	Indian
Date of appointment on the Board (Original)	September 21, 2024
Shares held as on date	NIL
Qualifications	Bachelor of Arts with Honours in Economics
Expertise in specific functional areas	Expertise in business transformation initiatives, helping companies enhance revenue, profitability, and operational processes.
Brief Profile of the Director	<p>Mr. Vivek Chopra brings with him over 15 years of rich experience in consulting, corporate strategy, and investing. He has played an instrumental role in several large-scale business transformation initiatives, helping companies enhance revenue, profitability, and operational processes. He is currently serving as Executive Director – Investments at Plutus Wealth Management LLP, where he assists portfolio companies in implementing strategic initiatives for sustainable growth, improving profitability, and guiding companies in scaling up and optimizing their performance.</p> <p>Mr. Vivek Chopra holds a Bachelor of Arts with Honours in Economics from Shri Ram College of Commerce, Delhi, and a PGDM from IIM Indore.</p>

Terms and Conditions of Appointment/re-appointment	The terms and conditions are provided in item no. 4 in the explanatory statement.
Details of Remuneration sought to be paid	The remuneration details are provided in item no. 4 in the explanatory statement.
Remuneration last drawn	Nil
Number of Meetings of the Board attended	Nil
Name of listed entities in which board position currently held	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable
Directorship held in other companies (excluding foreign companies)	Nazara Technologies Limited Edterra Edventures Private Limited Provogue (India) Limited
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives.

Name	Mr. Vinit Bediya
Director Identification Number (DIN)	07915192
Designation	Non-Executive, Non-Independent Director
Date of Birth	June 02,1992
Nationality	Indian
Date of appointment on the Board (Original)	September 21, 2024
Shares held as on date	NIL
Qualifications	Bachelor of Engineering (Mechanical Engineering)
Expertise in specific functional areas	Mechanical
Brief Profile of the Director	<p>Mr. Vinit Bediya completed his Bachelor of Engineering in Mechanical Engineering from BITS Pilani, Dubai Campus.</p> <p>He is an active participant in various industry forums and associations, contributing thought leadership on global manufacturing and OEM trends. He is also engaged in mentoring and supporting young entrepreneurs through various platforms.</p> <p>Mr. Vinet was recognized in the Forbes 30 Under 30 list in 2022 for his outstanding contributions to the industry and his leadership in transforming Silver Consumer Electricals into a global brand.</p>

Terms and Conditions of Appointment/re-appointment	The terms and conditions are provided in item no. 5 in the explanatory statement.
Details of Remuneration sought to be paid	The remuneration details are provided in item no. 5 in the explanatory statement.
Remuneration last drawn	Nil
Number of Meetings of the Board attended	Nil
Name of listed entities in which board position currently held	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable
Directorship held in other companies (excluding foreign companies)	Bediya Wires & Cables Private Limited Bediya Automation Private Limited Bediya Packaging Private Limited Bediya Technocast Private Limited Silver Consumer Electricals Private Limited
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives.

Date: November 08, 2024
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
Sd/-
Nikhilkumar Vadera
Company Secretary and
Compliance Officer
ACS: 49435