



WINDSOR MACHINES LIMITED

CIN: L99999MH1963PLC012642

**Regd. Office: 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza,
LBS 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, 110 and other applicable provisions, if any, 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 General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and the latest one being General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), 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), to transact the items of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of Windsor Machines Limited (“The Company”) (as on the **Cut-off Date**), through Postal Ballot (“the Postal Ballot”) by voting through electronic means (“remote e-voting”) only for the following resolution:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	To Appoint Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579) as an Executive Director of the Company.

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

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, SS-2 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 Wednesday, March 26, 2025
Conclusion of e-voting period	5.00 P.M. (IST) on Thursday, April 24, 2025
Cut-off date for eligibility to vote	Friday, March 21, 2025

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Thursday, April 24, 2025 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. Thursday, April 24, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

TO APPOINT MR. HITENDRABHAI HASMUKHBHAI PATEL (DIN: 09176579) AS AN EXECUTIVE 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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing regulations**”) as amended from time to time, and the Articles of Association of the Company, Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579), who was appointed as an Additional Director, and designated as an Executive Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, in their meeting held on February 01, 2025, pursuant to the provisions of Section 161 of the Act, and on such terms and conditions, including remuneration as set out in his Service Agreement and in the explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment within the overall limit of Section 197 of the act with the liberty to the Board) 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, be and is hereby appointed as Executive Director of the Company with effect from February 01, 2025, who shall be liable to retire by rotation;

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Act and Rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Regulation 17 of Listing Regulations, as recommended by Nomination & Remuneration Committee and approved by Board of Directors, the consent of Members be and is hereby accorded for payment of Remuneration not exceeding Rs. 96,00,004 per annum to Mr. Hitendrabhai Hasmukhbhai Patel, as Executive Director of the Company which may in respect of any financial year/(s) exceed the limit provided under regulation 17(6)(e) of the Listing Regulation and Section 197 of the Act or any such amendment thereto;

“RESOLVED FURTHER THAT Mr. Hitendrabhai Hasmukhbhai Patel, Executive Director (DIN: 09176579) 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 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 its 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.”

Date: March 15, 2025
Place: Ahmedabad

By Order of the Board of Directors
For Windsor Machines Limited

Registered Office:
102/103, Devmilan Co. op Housing Society,
Next to Tip Top Plaza, L B S Road,
Thane (W) 400 604
CIN: L99999MH1963PLC012642
Email: cs@windsormachines.com
Contact: +91 79 30262100
Website: www.windsormachines.com

Rohit Sojitra
Company Secretary
& Compliance Officer
ICSI Membership Number: A53623

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 Resolution 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, March 21, 2025 (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. MUFG 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.cdsl.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 Wednesday, March 26, 2025 and will end on 5.00 P.M. (IST) on Thursday, April 24, 2025. 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 Thursday, April 24, 2025, 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, March 21, 2025
Voting start date and time	9.00 A.M. (IST) on Wednesday, March 26, 2025
Voting end date and time	5.00 P.M. (IST) on Thursday, April 24, 2025
Name, address and Contact details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Website: www.in.mpms.mufg.com E-mail: rnt.helpdesk@in.mpms.mufg.com 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	Rohit Sojitra Company Secretary & Compliance Officer Windsor Machines Limited Corporate Office: Plot No. 5402-5403, Phase IV, GIDC Vatva, Ahmedabad-382445. E-mail: cs@windsormachines.com Contact Tel: 079-35002700

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 Wednesday, March 26, 2025 and ends on 5.00 P.M. (IST) on Thursday, April 24, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date March 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Master Circular No. **SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**, 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 Master Circular No. **SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**, 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 Master 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	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.nsdl.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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.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.nsdl.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 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>

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	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"> • 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 **EVS**N 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 Futorex, 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 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE LISTING REGULATIONS AND CIRCULARS ISSUED THEREUNDER FORMING PART OF THE NOTICE OF THE POSTAL BALLOT

TO APPOINT MR. HITENDRABHAI HASMUKHBHAI PATEL (DIN: 09176579) AS A DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 01, 2025 has appointed Mr. Hitendrabhai Hasmukhbhai Patel as an Additional Director of the Company with effect from February 01, 2025 subject to the approval of the shareholders.

Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, Therefore, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

The Company has received a notice in writing under the provision of Section 160 of the Act, from a member proposing the candidature of Mr. Hitendrabhai Hasmukhbhai Patel for the office of Director of the Company.

Mr. Hitendrabhai Hasmukhbhai Patel has given his consent to act as an Executive Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act or not debarred from holding or being appointed to the office of director pursuant to any SEBI order or any other authority or department and has not been convicted of any offence in connection with the said appointment.

INFORMATION STATEMENT AS PER SCHEDULE V OF THE COMPANIES ACT, 2013.

I. General Information:		
Nature of Industry	Manufacturing of Injection, Pipe Extrusion and Blown Film Machines	
Date or expected date of commencement of commercial production	Not Applicable as Company is existing company	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators as per audited financial results for the year ended March 31, 2024	Particulars of Standalone Financial Statement	
	FY 2023-24	
	Rs. In Lakhs	
	Total Turnover	34,225.23
Net Profit After Tax	342.09	
Net worth	29,597.85	
Foreign investments or collaborations, if any.	As on date, there is no such foreign investment and collaborations as on date.	
II. Information about the appointee: the details of Mr. Hitendrabhai Hasmukhbhai Patel as provided in the table as per SEBI Listing Regulation and SS-2 to this explanatory statement		
III. Other information:		
Reasons of loss or inadequate profits	On a consolidated basis, the Company made a loss of Rs.771.38 crores as on March 31, 2024. The performance for the year under review was adversely affected due to huge competition at peer group level, international geopolitical uncertainty, and high foreign currency fluctuations as a sharp depreciation of local currency vis-à-vis the US Dollar.	
Steps taken or proposed to be taken for improvement	The Company has taken necessary steps to mitigate these losses and is confident that currency fluctuations would be managed by hedging forex exposures.	
Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavour to achieve.	

In accordance with provisions of Regulation 17(6) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Provisions of Section 197 of the Companies Act, 2013, Remuneration payable to Mr. Hitendrabhai Hasmukhbhai Patel, requires approval of Members by way of Special Resolution. Therefore, the Board recommends the Special Resolution as set out in the Notice for approval by the Members.

In terms of Section 102(1) of the Companies Act, 2013, except Mr. Hitendrabhai Hasmukhbhai Patel, additional director of the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The details of Mr. Hitendrabhai Hasmukhbhai Patel for appointment pursuant to Regulation 36 of the Listing Regulations and SS-2 – Secretarial Standards on General Meetings are as under.

Name	Mr. Hitendrabhai Hasmukhbhai Patel		
Director Identification Number (DIN)	09176579		
Designation	Executive Director		
Date of Birth	November 03,1977		
Nationality	Indian		
Date of appointment on the Board (Original)	February 01, 2025		
Shares held as on date	58,63,956 equity shares 5.70 % of the share capital (Diluted basis)		
Qualifications or Recognition	Bachelor of Engineering (Mechanical)		
Background, Profile, Experience and Expertise in specific functional areas.	Mr. Hitendrabhai Hasmukhbhai Patel (DIN: 09176579) is Bachelor's degree in Mechanical Engineering. He has wide experience of more than 2 decades in the field of engineering and specialize knowledge in manufacturing of CNC, VMC, and SPM machines. As on date, he is a director on the Board of Global CNC Private Limited, Apas Cosmotech Private Limited and Markon Lifecare Private Limited.		
Past Remuneration	None		
Details of remuneration sought to be paid or remuneration proposed	Total CTC (including fixed and variable) not exceeding Rs. 96,00,004 per annum		
Name of listed entities in which board position currently held	None		
Name of listed entities from which the person has resigned in the past three years	None		
Directorship held in other companies (excluding foreign companies)	Name of the Company	Designation	Date of Appointment
	Global CNC Private Limited	Director	17/05/2021
	Apas Cosmotech Private Limited	Director	28/09/2024
	Markon Lifecare Private Limited	Director	31/08/2021
Memberships/ Chairmanships of other committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	As on date, he is no chairman or member of committee of any other public company.		
Relationship between Directors/ Key Management Personnel and their relatives	He is not a relative of any of the directors of the Company.		
Terms and Conditions of Appointment/re-appointment	As set out in Resolution and Explanatory Statement.		
Job profile and his suitability	He shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company. Considering his		

	knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his services should be available to the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	He has vast experience in machine industry and handling various areas of the business for more than two decade. His respective skill sets and experience place him in a correspondingly equal position at the industry level in India. Considering of the said, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Except for the proposed remuneration and his shareholding in the Company, he does not have any pecuniary relationship with the Company or with any Managerial personnel or other directors.

Date: March 15, 2025
Place: Ahmedabad

By Order of the Board of Directors
For Windsor Machines Limited

Registered Office:
102/103, Devmilan Co. op Housing Society,
Next to Tip Top Plaza, L B S Road,
Thane (W) 400 604
CIN: L99999MH1963PLC012642
Email: cs@windsormachines.com
Contact: +91 79 30262100
Website: www.windsormachines.com

Rohit Sojitra
Company Secretary
& Compliance Officer
ICSI Membership Number: A53623