



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, 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), and with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, and the latest one being General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs 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. Ravi Mamodiya (DIN: 07609452) as a Non-Executive Independent Director for the term of five years.
2	Special Resolution	To approve the Shifting of the Registered Office of the Company from The “State of Maharashtra” to The “State of Gujarat” and consequential amendment to the Memorandum of Association of the Company pertaining to the state of Registered Office 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 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, June 04, 2025
Conclusion of e-voting period	5.00 P.M. (IST) on Thursday, July 03, 2025
Cut-off date for eligibility to vote	Friday, May 30, 2025

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Thursday, July 03, 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, July 03, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

ITEM NO 01: TO APPOINT MR. RAVI MAMODIYA (DIN: 07609452) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE YEARS.

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, 150, 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), 25 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. Ravi Mamodiya (DIN: 07609452), who was appointed as an Additional Director and designated as an Non-Executive Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, in their meeting held on April 10, 2025, pursuant to the provisions of Section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment 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 a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from April 10, 2025.

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

ITEM NO 02: TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE “STATE OF MAHARASHTRA” TO THE “STATE OF GUJARAT” AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PERTAINING TO THE STATE OF REGISTERED OFFICE 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 12(4), 12(5), 12(6) & 13(1), 13(4) and other applicable provision(s), if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, and subject to the approval of the Regional Director (Western Region) and/or any other competent authority as may be prescribed under the Act or any rules framed thereunder, and subject to such other approvals, permissions, sanctions, consents as may be required from regulatory or statutory authorities the consent of the Members of the Company be and is hereby accorded, to shift the Registered Office of the Company from the State of Maharashtra located at 102/103, Devmilan Co. Op Housing Soc., Next to Tip Top Plaza, L.B.S. Road, Thane West, Maharashtra, India, 400604 to the State of Gujarat at Floor 3 & 4, Block B, Magnet Corporate Park, Thaltej, Ghatlodia, Ahmedabad-380051.

RESOLVED FURTHER THAT, consequent to the change in the Registered Office of the Company, the Clause II of the Memorandum of Association of the Company, be substituted by the following clause:

“II. The Registered Office of the Company will be situated in the State of Gujarat.”

RESOLVED FURTHER THAT, the Board of Directors of the Company (including nay of its duly constituted committee) or Mr. Vinay Bansod (DIN: 09168450), Whole Time Director & CEO, Mr. Hitendrabhai Hasmukhbhai Patel, Executive Director (DIN: 09176579), Mr. Anand Jain, Chief Financial Officer, or Mr. Rohit Sojitra, Company Secretary of the Company or other person so authorized by the Board, be and are hereby severally authorized to prepare, finalize, sign and file the necessary petition, applications, affidavits, declarations, forms/returns and all other necessary documents including e-forms with the Regional Director, Registrar of Companies, Ministry of Corporate Affairs or any other statutory or regulatory authority as may be necessary and appear and represent the Company in the matter of petition, application related to change in the Registered Office of the Company and alteration of the Memorandum of Association of the Company before the Registrar of Companies and the Regional Director and also authorised to appoint any consultant / Practicing Company Secretary / Advocate / Attorney / Other professionals to appear and represent the Company before such authorities and to do all acts, deeds, matters and things as are necessary to give effect to the above Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs, finalizing and executing necessary documents, etc.”

Date: May 26, 2025

Place: Ahmedabad

Registered Office:

102/103, Devmilan Co. op Housing Society,

Next to Tip Top Plaza, L B S Road

Thane (W) 400 604

Contact: +91-79-35002700

Email: cs@windsormachines.com

Website: www.windsormachines.com

CIN: L99999MH1963PLC012642

**By Order of the Board
Windsor Machines Limited**

Sd/-

Rohit Sojitra

Company Secretary &

Compliance Officer

ICSI Membership No: 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, May 30, 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.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 Wednesday, June 04, 2025 and will end on 5.00 P.M. (IST) on Thursday, July 03, 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, July 03, 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, May 30, 2025
Voting start date and time	9.00 A.M. (IST) on Wednesday, June 04, 2025
Voting end date and time	5.00 P.M. (IST) on Thursday, July 03, 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.mufig.com E-mail: rnt.helpdesk@in.mpms.mufig.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 079-35002705

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, June 04, 2025 and ends on 5.00 P.M. (IST) on Thursday, July 03, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, May 30, 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	<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.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>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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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	<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	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.

OR Date of Birth (DOB)	<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.
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- (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

ITEM NO 01: TO APPOINT MR. RAVI MAMODIYA (DIN: 07609452) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE YEARS.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on April 10, 2025 has appointed Mr. Ravi Mamodiya (DIN: 07609452) as Non-Executive Independent Director of the Company for a consecutive term of five years with effect from April 10, 2025 subject to the approval of the members of the Company.

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. Ravi Mamodiya (DIN: 07609452) as Non-Executive Independent Director of the Company.

Mr. Ravi Mamodiya (DIN: 07609452) has given a declaration to the Board of the Directors that he meets the criteria of independence as provided under Section 149 (6) of the Companies Act 2013 and Regulation 25 (8) of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Ravi Mamodiya (DIN: 07609452) fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management. He 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.

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.

The Board recommends passing of the Special Resolution as set out in item no 01 of the Notice for approval by the Members.

None of the directors, or key managerial personnel or their relatives, except Mr. Ravi Mamodiya (whose appointment is proposed in the resolution) and his relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

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

Name	Mr. Ravi Mamodiya
Director Identification Number (DIN)	07609452
Designation	Non-Executive Independent Director

Date of Birth	June 25, 1990
Age	34 years
Nationality	Indian
Date of appointment on the Board (Original)	April 10, 2025
Shares held as on date	NIL
Qualifications	Chartered Accountant
Profile, Experience and Expertise in specific functional areas	<p>Mr. Ravi Mamodiya is a Chartered Accountant, Strategic Thinker, and Author with deep expertise in Business Consultancy and Succession Planning. He founded M/s A R Mamodiya & Co. in 2016 and brings over a decade of rich experience in Auditing, Taxation, and Management Consulting.</p> <p>Having worked with renowned organizations such as Hindustan Zinc Limited and Ernst & Young, Mr. Ravi Mamodiya has developed a strong ability to deliver practical, ground-level solutions tailored to business needs.</p> <p>An enthusiastic entrepreneur and the author of the best-selling book “Business Succession Planning” published by Taxmann, he is widely recognized for his work with family-owned businesses—guiding them in structuring their operations and establishing robust governance frameworks.</p>
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)	As on date, he is no chairman or member of committee of other public company.
Relationship with other Directors/ Key Management Personnel of the Company.	He is not relative of directors/Key Managerial Personnel of the Company.
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of Appointment/re-appointment	As set out in Resolution and Explanatory Statement.
Details of Remuneration sought to be paid	He is eligible for remuneration by way of sitting fees as may be decided by the Board, along with reimbursement of expenses for participating in the Board and other committee meetings, if any
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer to the Item no. 1 of the explanatory statement.

ITEM NO 02: TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM “STATE OF MAHARASHTRA” TO “STATE OF GUJARAT” AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PERTAINING TO THE STATE OF REGISTERED OFFICE OF THE COMPANY.

The Registered Office of the Company is presently situated in the “State of Maharashtra” at 102/103, Devmilan Co. Op Housing Soc., Next to Tip Top Plaza, L.B.S. Road, Thane West, Maharashtra, India, 400604.

The Board of Directors of the Company ('the Board') at its meeting held on Monday, May 26, 2025, has approved shifting of Registered Office of the Company from the State of Maharashtra to the State of Gujarat, at Floor 3 & 4, Block B, Magnet Corporate Park, Thaltej, Ghatlodia, Ahmedabad-380051 subject to approval of the members and Central Government and other authorities as required, with an aim to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of its affairs.

The shifting of Registered Office from the State of Maharashtra to the State of Gujarat is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever. The operations of the Company will not be affected adversely and there will be no retrenchment of or transfer of employees consequent to the proposed change in Registered Office of the Company.

Pursuant to the provisions of Sections 12, 13, 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the shifting of Registered Office is from one State to another with prior approval of the members of the Company by way of passing of a Special Resolution and the approval of Regional Director (Central Government) and Registrar of Companies are required to be obtained. Further, consequent to the change of Registered Office of the Company, it is also proposed to alter the Clause II of the Memorandum of Association as follows:

II. The Registered Office of the Company will be situated in the State of Gujarat.

Accordingly, in view of the above, the approval of the members is sought through Postal Ballot / e-voting for shifting the Registered Office of the Company from the State of Maharashtra to the State of Gujarat and consequently, alteration of Clause II of the Memorandum of Association of the Company.

The existing Memorandum of Association of the Company as well as the draft Memorandum of Association with the proposed amendments will be available for inspection at the Registered Office of the Company situated at 102/103, Devmilan Co. Op Housing Soc., Next to Tip Top Plaza, L.B.S. Road, Thane West, Maharashtra, India, 400604, from 10.00 a.m. (IST) to 01.00 p.m. (IST) on all working days from date of dispatch of this notice till the last date of e-voting i.e. July 03, 2025.

The Board recommends passing of the Special Resolution as set out in item no 02 of the Notice for approval by the Members.

None of the Director or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no 02 of the Notice respectively, except to the extent of their shareholding, if any, in the Company.

Date: May 26, 2025

Place: Ahmedabad

Registered Office:

102/103, Devmilan Co. op Housing Society,

Next to Tip Top Plaza, L B S Road

Thane (W) 400 604

Contact: +91-79-35002700

Email: cs@windsormachines.com

Website: www.windsormachines.com

CIN: L99999MH1963PLC012642

**By Order of the Board
Windsor Machines Limited**

Sd/-

Rohit Sojitra

Company Secretary &

Compliance Officer

ICSI Membership No: A53623