

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

WINDSOR MACHINES LIMITED*

- I. The name of the Company is **WINDSOR MACHINES LIMITED.***
- II. The Registered Office of the Company will be situated in the State of Gujarat.**
- III. The objects for which the Company is established are:-
 1. To carry on business as precision engineers, mechanical engineers, electrical and general engineers, and manufacturers of injection moulding and extrusion machines, engraving machines, die sinking machines, machinery implements and tools of every description.
 - 1A.***To establish, own, run, take on lease and to carry on the business in India or elsewhere as manufacturers, assemblers, fabricators, designers, processors, suppliers, consultants, exporters, repairers, distributors, buyers, sellers, traders, consignor, consignee, agents and dealers in all types, size, kinds and description of machinery and plants of every kind and in particular CNC (Computerized Numeric Control) Machines, CNC Milling Machine, CNC Vertical Turning Lathe, CNC Horizontal Machining Center, CNC Automation, SPM Machine and machine tools and implements and to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, explore, let out on hire, trade and deal in CNC machine tools and implements, other machinery, plant equipments, articles, apparatus, component parts, accessories, fittings, and things in any stage or degree manufacture, process or refinement, which is ancillary for the attainment of the main business activities.
 2. To import, export, buy, sell and deal in and with, whether as principals, agents, brokers, or otherwise, substances and articles of every or any description, and to carry on all or any of the businesses of importers and exporters, manufacturers, buying and selling agents, wholesale and retail dealers in all and every kind of general produce, substances, goods, materials, merchandise and articles from, in and to all parts of the world.
 3. To carry on business and to act as traders, ship-owners, carriers by land, air or water, warehousemen, wharfingers, forwarding agents, underwriters and insurers, ice merchants, store-keepers, or in any other capacity and as manufacturers, bleachers, dyers and printers of yarn cloth and other fabrics made from cotton, jute, wool and other suitable materials and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in all kinds of commodities, substances, articles and merchandise.
 4. To carry on business as iron-masters, iron-founders, iron-workers, steel-makers, blast furnace proprietors, brass-founders and metal-makers, refiners and workers generally, shipbuilders and shipwrights, dock and wharf proprietors, colliery proprietors, ore importers and workers, sand-blast workers, mechanical engineers, motor engineers, electrical engineers, oil fuel engineers, constructional engineers, marine engineers, civil engineers, consulting engineers, mill-wrights, wheel-wrights, cement and asbestos manufacturers, wood and timber merchants, joiners, woodworkers, manufacturing chemists, quarry owners, brick and tile manufacturers, galvanizers, machinists, japanners, annealers, welders, enamellers, electro and chromium platers, polishers, painters, warehousemen, storage contractors, garage proprietors, and oil merchants, and contractors generally.

* Name changed from Windsor Engineering Private Limited to R.H. Windsor (India) Limited on 14-4-1964 and to Klockner Windsor India Limited on 7-3-1986 and to DGP Windsor India Limited on 3-6-1994 and to Windsor Machines Limited on 15.2.2005.

** Amended vide Special Resolution passed by the members of the Company on July 03, 2025 through postal ballot and pursuant to the approval of the Central Government (Regional Director, Western Region) vide order dated September 15, 2025 for change of the registered office of the Company from the State of Maharashtra to the State of Gujarat.

*** Clause III(1A) has been added pursuant to Order C.P.(CAA)/2(AHM)2026 in C.A.(CAA)/59(AHM)2025 pronounced by the National Company Law Tribunal, Ahmedabad Bench, on March 19, 2026 in the matter of Scheme of Amalgamation of Global CNC Private Limited, wholly owned subsidiary of Windsor Machines Limited, with Windsor Machines Limited and their respective shareholders and creditors under Section 230 to 232 of the Companies Act, 2013.

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5. To carry on business as manufacturers and repairers of, and dealers in, forgings, castings, guns, projectiles, plates, boilers engines, stoves, screws, nails, sewing machines, machinery, presses, implements, gears, tools, motor cars, motor lorries, omnibuses, coaches, tramcars, locomotives, railway carriages and trucks, and other vehicles, aeroplanes, airships and other aircraft, ironmongery and hardware, and wireless goods.
6. To carry on business as manufacturers, and importers of, and dealers in, abrasive materials and wheels, acetylene lamps, and cutting and welding equipment, bellows, belting, belt fasteners, belt dressings, blow lamps, blue print requisites, boiler compounds and fluids, water softening apparatus, testing apparatus, drawing instruments, emery paper and cloth, steam, water and engine packings, washers, asbestos, fibre, rubber and composition goods, jig, tools, gauges, overalls, patterns models files, pressure gauges, grindstones, jointings, boiler and pipe coverings and engineers' and woodworkers' supplies, requisites and equipment of all descriptions.
7. To carry on business as colliery proprietors and mine owners, quarry owners, ironfounders, smelters, steel makers and converters, makers and refiners of, and workers in, metal of all kinds; oil, petrol and grease producers, manufacturers, refiners; preparers and dealers; boiler, engine and machine makers; engineers, wood and timbre merchants, sawyers, carpenters, joiners and woodworkers, belt makers, steel, iron, brass; machinery and metal merchants, ironmongers, and hardware dealers, clothiers, manufacturing and wholesale and retail stationers, paper manufacturers, rubber manufacturers, manufacturing chemists, and general contractors.
8. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
9. To search for, get, win, work, raise, make merchantable, buy; sell or otherwise deal in metals, minerals, oils, gases, and fuels whether found in a natural state or obtained by processing from other substances, and to carry on business relating to the winning, production, working, manufacture and preparation of any materials used in the manufacture of any of the above mentioned items or which may usefully or conveniently be combined with the manufacturing or engineering business of the Company or any contracts undertaken by the Company and either for only such purposes or as an independent business.
10. To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers of merchandise, goods, materials and machinery of all kinds, spare parts accessories and equipments.
11. To repair, alter, remodel clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
12. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and others and generally to undertake and carry out agency work of any kind whatsoever and transact all manner of agency and commission business.
13. To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and secretaries for any other company, firm, corporation or person.
14. To undertake the custody of merchandise, goods and materials and any secretarial, accountancy, clerical or similar work.
15. To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, life, accident, burglary, workmen's compensation, indemnity and motor.
16. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisers.
17. To carry on any other business, which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights for the time being.
18. To acquire and undertake the whole or any part of the business, property and liabilities of any

Joseph P. Smith



person or company carrying on any business which the Company is authorized to carry on, or possessed of property suitable for the purpose of this Company.

19. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
20. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade; and either to retain any property so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
21. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or works, or any roads, ways, tramways, railways, branches or sidings, bridges, wells, Reservoirs, watercourses, wharves, warehouses, electric works, shops, stores, chawls and other buildings for housing work, people and others or other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
22. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of, and to manage land, buildings, and other property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes, and to collect rents and income and to supply to tenants and occupiers and others refreshments, attendances, clubs, public halls, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages, stables and other advantages.
23. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by and obligations of any persons or companies and to give all kinds of indemnities.
24. To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information so acquired.
25. To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, and tests of all kinds, and to promote studies and research, both scientific and technical, investigations and invention by proving, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
26. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
27. To establish branches or appoint agencies for or in connection with any of the objects of the Company and to transact all kinds of agency business, and in particular in relation to the investment of money, the sale of property and the collection and receipt of money, and to act as Managing Agents of any firm or company.
28. To adopt such means of making known the business of the Company as may seem expedient,

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COMPANY SECRETARY



and in particular by advertising in the press, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

29. To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company, or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances, and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object.
30. To enter into any arrangement with any Government; or authority supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
31. To obtain any provisional order or Act of the Government of India or any State Government for enabling the Company to carry on any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
32. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in or about to carry on, or engage in, or being authorized to carry on or engage in any business or transactions which this Company is authorized to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
33. To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose off, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company.
34. To amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm carrying on a business included in the objects of the Company, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
35. To underwrite, acquire, take-up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country; and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Ruler, Commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
36. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
37. To promote or join in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to underwrite shares and

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securities therein.

38. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or political or other institutions objects or for any exhibition or for any public general or other objects and to establish and support or aid in the establishment, and support of associations, institutions, funds, trusts and convenience for the benefit of the employee or of persons having dealings with the Company or the dependents, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pensions allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
39. To refer or agree to refer any claims, demands, disputes or any other questions, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third party, to arbitration in India or at any place outside India either under Indian law or any foreign system of law and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
40. To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
41. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by mortgage or by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem, and pay off any such securities.
42. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
43. To draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments of securities.
44. To remunerate any person or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company, or in or about the formation or promotion of the Company, or the acquisition of property by the Company, or the conduct of its business.
45. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
46. To distribute any of the property of the Company in Specie among the members.
47. To insure the whole or any part of the property of the Company either fully or partially; to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
48. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise, and by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.
49. To do all such other things as may be incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" (save when used in reference to this Company) in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not and wherever domiciled, and the intention is that the objects set forth in any sub-clause of this clause shall receive the widest construction and that the objects set forth in each sub-clause of this clause shall be independent and shall be in no wise limited or restricted by a reference to or inference from the terms of any other sub-clause or the name

Signature



of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed sub-sidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking property or acts, proposed to be transacted, acquired dealt with or performed do not fall within the objects of the first sub-clause of this clause

IV. The liability of the members is limited.

*V. The equity share capital of the Company consists of Rs.40,10,00,000/- (Rupees Forty crores Ten Lakh only) divided into 15,05,00,000 (Fifteen Crores Five Lakh only) ordinary Equity Shares of Rs.2/- each (Rupees two only) and 5,00,00,000 (five crores only) Differential Voting Rights shares of Rs. 2/- each (Rupees two only) on such terms that the Board of Directors (or a Committee thereof) may decide, such that any shares of the original or increased capital may from time to time be issued with guarantee or any rights of preference, whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any share previously issued or then about to be issued or with deferred or qualified rights as compared with any shares previously issued or then about to be issued or subject to any provisions or conditions and with any special right or limited right or without any right of voting, and generally on such terms as the Company may from time to time determine.

The right of the holders of any class of shares, for the time being forming part of the capital of the Company, may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of a special Resolution passed at a separate meeting of the holders of those shares.

- * increased from Rs.30 lakhs to Rs. 50 lakhs by a special resolution dated 29-9-1967.
- * further increased from Rs. 50 lakhs to Rs. 75 lakhs by a special resolution dated 18.5.1972.
- * further increased from Rs. 75 lakhs to Rs. 1 crore by a special resolution dated 23-6-1978.
- * further increased from Rs. 1 crore to Rs. 1.5 crores by a special resolution dated 11-4-1981.
- * further increased from Rs. 1.5 crores to Rs. 5 crores by a special resolution dated 24.4.1985.
- * further increased from Rs. 5 crores to Rs. 15 crores by a special resolution dated 6-8-1990.
- * further increased from Rs. 15 crores to Rs. 20 crores by a special resolution dated 26.4.1998.
- * reduction in share value by 60% vide the BIFR order dated 21st September, 2010.
- * Sub-divided entire equity share capital of face value of Rs. 4/- each into two equity shares of Rs. 2/- each by a special Resolution dated 12.5.2011.
- * further increased from Rs. 20 crores to Rs. 40 crores by a special resolution dated 12.5.2011.
- * Clause V has been amended and the authorised share capital has been increased from Rs. 40.00 crores to Rs. 40.10 crores divided into 15,05,00,000 (Fifteen Crores Five Lakh only) ordinary Equity Shares of Rs.2/- each (Rupees two only) and 5,00,00,000 (five crores only) Differential Voting Rights shares of Rs. 2/- each (Rupees two only) pursuant to Order C.P.(CAA)/2(AHM)2026 in C.A.(CAA)/59(AHM) 2025 pronounced by the National Company Law Tribunal, Ahmedabad Bench, on March 19, 2026 in the matter of Scheme of Amalgamation of Global CNC Private Limited, wholly owned subsidiary of Windsor Machines Limited, with Windsor Machines Limited and their respective shareholders and creditors under Section 230 to 232 of the Companies Act, 2013.

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We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Signature, name, address, description and occupation of the witness
1.	<p>Sd/- Madhubhai Shivabhai Patel, Madhubhai Shivabhai Patel, S/o Shivabhai Shankerbhai Patel residing at : 53-A/54-A, Suryakiran, Bombay - 26.</p> <p>Business.</p>	<p>50 Equity (Fifty Equity only)</p>	<p>Sd/- Govind Guno Desai, Govind Guno Desai, S/o, Guno Govind Desai, Residing at : 174/14, Sir Bhalchandra Road, Dadar, Bombay - 14</p> <p>Advocate</p>
	<p>Sd/- Narsinhbhai Patel, Narsinhbhai Patel, S/o. Kalyanbhai Dosabhai Patel, Residing at : 8/120, Adarshnagar, Bombay - 18</p> <p>Engineer.</p>	<p>50 Equity (Fifty Equity only)</p>	
	TOTAL	<p>100 Equity (Hundred Equity)</p>	

Dated this 4th day of April, 1963

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