WINDSOR MACHINES LIMITED

Corporate Identification Number: L99999GJ1963PLC168458
Registered Office Address: Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat, **Website**: www.windsormachines.com
Email ID: contact@windsormachines.com, **Contact Number:** +91 79 69360300/01

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 ("Act"), 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, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 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 "**SEBI LODR Regulations**"), Secretarial Standards 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 remote voting through electronic means ("**remote e-voting**") only for the following resolutions:

Sr. No	Type of Resolution	Particulars
1	Ordinary Resolution	To approve the appointment of Mr. Mohan Ramachandran (DIN: 11973361) as a Director of the Company.
2	Special Resolution	To approve the appointment of Mr. Mohan Ramachandran (DIN: 11973361) as a Whole-time Director and Chief Executive Officer of the Company for a period of 3 (Three) years.

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 SEBI LODR 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 the remote e-voting i.e. by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for remote 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 through remote 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 Thursday, October 08, 2026
Conclusion of e-voting period	5.00 P.M. (IST) on Friday, November 06, 2026
Cut-off date for eligibility to vote	Friday, October 02, 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. (IST) on Friday, November 06, 2026 and will be disallowed thereafter.

The Scrutinizer will submit her report to the Chairman/authorised person of the Company ("the Chairman/authorised") as authorized by the Board of Directors of the Company, and the result will be announced within two 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. Friday, November 06, 2026 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 approve the appointment of Mr. Mohan Ramachandran (DIN: 11973361) as a Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohan Ramachandran, (DIN: 11973361) who was appointed by the Board of Directors as an Additional Director with effect from October 05, 2026 and who is eligible for appointment as a Director 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 the Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a duly constituted Committee thereof), and/ or the Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required to give effect to this resolution."

ITEM NO 02: To approve the appointment of Mr. Mohan Ramachandran (DIN: 11973361) as a Whole-time Director and Chief Executive Officer of the Company for a period of 3 (three) years w.e.f. October 05, 2026.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rule(s) made thereunder, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), read with the Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mohan Ramachandran (DIN: 11973361), Chief Executive Officer of the Company, be and is hereby appointed as a Whole-time Director designated as "Whole-time Director and Chief Executive Officer" of the Company to hold office for a period of 3 (three) years with effect from October 05, 2026 to October 04, 2029 (both days inclusive), whose term of office shall be liable to retire by rotation, up to Total Current Remuneration of ₹ 3.08 crore per annum comprising Fixed Pay and Variable Pay and on such terms and conditions of appointment and remuneration as contained in the Service Agreement, and in the explanatory statement attached to this notice of the Postal Ballot, with liberty and power to the Board of Directors (including a duly constituted Committee thereof) to consider revision/increment in his remuneration periodically / from time to time, and alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Mohan Ramachandran, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof).

RESOLVE FURTHER THAT pursuant to Section 197 read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Members be and is hereby accorded to the Board of Directors and/ or a duly constituted Committee thereof to decide on the revision / increase in the remuneration of Mr. Mohan Ramachandran, periodically / from time to time for the period starting from October 05, 2026 until his completion of period of office.

RESOLVED FURTHER THAT the Board of Directors and/ or a duly constituted Committee thereof and/ or the Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution, inter-alia, filings of required forms / documents with the Ministry of Corporate Affairs and Stock Exchanges and / or other authorities as may be required to give effect to this resolution."

Date: October 05, 2026
Place: Rajkot

By Order of the Board
Windsor Machines Limited

Sd/-
Rohit Sojitra
Company Secretary &
Compliance Officer
ICSI Membership No: A53623

Registered Office:
Floor 3 & 4, Corporate House No. 06, Block B,
Magnet Corporate Park, OFF. S G Highway,
Thaltej, Ahmedabad-380054, Gujarat
Contact: +91 79 69360300/01
Email: cs@windsormachines.com
Website: www.windsormachines.com
CIN: L99999GJ1963PLC168458

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"), Secretarial Standard-2 on General Meetings, the SEBI LODR Regulations 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 SEBI LODR 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, October 02, 2026 (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 copy 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 the remote 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 Gujarati 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 Thursday, October 08, 2026 and will end on 5:00 P.M. (IST) on Friday, November 06, 2026. 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 subject Resolution 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 Board of Directors 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 Friday, November 06, 2026, 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, October 02, 2026
Voting start date and time	9:00 A.M. (IST) on Thursday, October 08, 2026
Voting end date and time	5:00 P.M. (IST) on Friday, November 06, 2026
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 Registered Office Address: Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat E-mail: cs@windsormachines.com Contact Tel: +91 79 69360300/01

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 Thursday, October 08, 2026 and ends on 5:00 P.M. (IST) on Friday, November 06, 2026. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off

date Friday, October 02, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026,** 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. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, 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 cdsl 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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. 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 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.
Individual Shareholders (holding securities in demat mode) login through their	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.

Depository Participants (DP)	

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) • 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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "**SUBMIT**" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the **EVSN** for the relevant <Company Name> on which you choose to vote.

(ix) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

(xii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload **BR/POA** if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@windsormachines.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of The Companies Act, 2013 and Additional Information as required under The SEBI LODR Regulations, and circulars issued thereunder, and Secretarial Standard 2 forming part of the Notice of The Postal Ballot

ITEM NO 01 & 02:

Mr. Mohan Ramachandran (DIN: 11973361) was appointed as Chief Executive Officer ("CEO") of the Company with effect from July 16, 2026. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and after considering, Mr. Mohan Ramachandran's existing role as CEO, qualifications, experience, expertise, knowledge and the responsibilities being discharged by him in relation to the business and affairs of the Company, at its meeting held on October 05, 2026, approved the appointment of Mr. Mohan Ramachandran, currently CEO of the Company, as an additional Director and Whole-time Director & Chief Executive Officer ("KMP") of the Company, liable to retire by rotation, for period of three (3) years w.e.f. October 05, 2026, subject to the approval of the members of the Company, as part of strengthening the leadership and ensuring to align his executive responsibilities with his Board-level statutory responsibilities and foster enhanced and effective governance, operations and leadership of the Company. The terms and conditions relating to the appointment and remuneration of Mr. Mohan Ramachandran (DIN: 11973361) as a Whole Time Director & Chief Executive Officer of the Company as contained in the Service Agreement including the following:

Tenure: Three (3) years with effect from October 05, 2026 to October 04, 2029 (Both days inclusive)

Remuneration:

(i) Total current Remuneration up to ₹ 3.08 crore per annum comprising Fixed Pay and Variable Pay by way of Basic Salary, Allowance(s), fuel maintenance, driver expenses, Gratuity and National Pension Scheme, with liberty and power to the Board of Directors (including a duly constituted Committee thereof) to consider revision/increment in his remuneration periodically / from time to time, and alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Mohan Ramachandran, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof).

(ii) In addition to above, he will be eligible for ESOPs in accordance with the Company's ESOPs Scheme(s) and on such terms and conditions as may have been or may be approved by the Board of Directors (including a duly constituted Committee thereof) from time to time, during his tenure.

The Company shall pay to or reimburse to the Whole Time Director & CEO all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

In terms of the applicable provisions of the Act and SEBI LODR Regulations, the Company has received requisite disclosures / declarations from Mr. Mohan Ramachandran including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in Form DIR- 8 to the effect that he is not disqualified to become Director / Whole-time Director including a declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; and all other necessary information/declarations.

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Mohan Ramachandran for the office of Director, Whole-time Director & CEO (KMP) of the Company.

The details of Mr. Mohan Ramachandran (DIN: 11973361) for his appointment as a Director, Whole-time Director & CEO (KMP) of the Company pursuant to Regulation 36 of the SEBI LODR Regulations and Secretarial Standards-2 on General Meetings are enclosed as 'Annexure-A' and The Statement containing the additional information as required under Schedule V of the Companies Act, 2013 including brief profile is annexed as 'Annexure-B'.

Except Mr. Mohan Ramachandran and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions set out in this Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 01 and the Special Resolution as set out in Item no. 02 of this Notice for approval by the Members of the Company respectively.

Date: October 05, 2026
Place: Rajkot

By Order of the Board
Windsor Machines Limited

Sd/-
Rohit Sojitra
Company Secretary &
Compliance Officer
ICSI Membership No: A53623

Registered Office:
Floor 3 & 4, Corporate House No. 06, Block B,
Magnet Corporate Park, OFF. S G Highway,
Thaltej, Ahmedabad-380054, Gujarat
Contact: +91 79 69360300/01
Email: cs@windsormachines.com
Website: www.windsormachines.com
CIN: L99999GJ1963PLC168458

'Annexure-A'

The details of Mr. Mohan Ramachandran (DIN: 11973361) for his appointment pursuant to Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI LODR Regulations respectively as applicable are as under:

Name	Mr. Mohan Ramachandran
Director Identification Number (DIN)	11973361
Designation	Whole-time Director & Chief Executive Officer
Date of Birth	October 15, 1969
Age	56 years
Nationality	Indian
Date of first appointment on the Board of Directors	October 05, 2026
Shares held as on date of appointment	Nil
Brief Resume, Background, Profile, Experience, Nature of Expertise in specific functional areas, Skills and Qualifications or award or Recognition.	Mr. Mohan Ramachandran is a seasoned business leader with more than 32 years of experience across automotive and industrial manufacturing. He holds a Bachelor of Engineering from the National Institute of Technology, Tiruchirapalli, and a PGDM from the Goa Institute of Management. Over the course of his career, he has held leadership roles with Eicher Group, Mahindra & Mahindra, Cummins Technologies, and Milacron India. His experience spans business development, aftermarket expansion, distribution network build-out, product management, greenfield investments, capital planning, and strategy deployment, with a consistent focus on strengthening competitiveness, long-term resilience, and developing scalable models that create enduring value. Mr. Mohan Ramachandran is respected for his strategic judgement, disciplined execution, and ability to align organizations around clear priorities and measurable outcomes. He has also contributed to industry and academic platforms, including the Commercial Vehicle Forum, ET Auto, UBS Strategy, XLRI, SPJIMR, and Symbiosis, reflecting a broad perspective on sector evolution and leadership development.
Job profile and his suitability	He shall act as a Whole-time Director and Chief Executive Officer of the Company to run the day-to-day business and affairs of the Company subject to superintendence, control and directions of the Board of Directors of the Company in connection with and in the best interests of the Company and carry out such duties, functions and responsibilities as contained the Service Agreement.
Past Remuneration	Not Applicable
Details of remuneration sought to be paid or remuneration proposed	As mentioned above in the Item no. 02 of Special Business and the Explanatory Statement.
the number of Meetings of the Board attended during the year	Not Applicable

<table>
<tr><td>Name of listed entities in which board position currently held</td><td>Nil</td></tr>
<tr><td>Name of listed entities from which the person has resigned in the past three years</td><td>Nil</td></tr>
<tr><td>Directorship held in other companies (excluding foreign companies)</td><td><table><tr><th>Name of the Company</th><th>Designation</th><th>Date of Appointment</th></tr><tr><td colspan="3">Nil</td></tr></table></td></tr>
<tr><td>Memberships/ Chairmanships of other committees of other public companies</td><td>Nil, as on date, he is no chairman or member of any committee of any other public company.</td></tr>
<tr><td>Relationship between Directors/ Key Management Personnel and their relatives</td><td>He is not a relative of any of the directors/ Key Management Personnel and their relatives, of the Company.</td></tr>
<tr><td>Terms and Conditions of Appointment/~~re-appointment~~</td><td>Appointment for the period of three (3) years w.e.f. October 05, 2026 to October 04, 2029 and shall be liable to retire by rotation.</td></tr>
</table>

'Annexure-B'

Statement containing additional information as required in Schedule V of the Companies Act, 2013 is under:

<table>
<tr><td colspan="3">I GENERAL INFORMATION</td></tr>
<tr><td>1</td><td>Nature of Industry</td><td>The Company is engaged in the manufacturing, marketing, and selling of Plastic Processing Machinery including injection moulding, pipe extrusion, and blown film lines, and Computer Numerical Control (CNC), Vertical Machining Center (VMC) and Special Purpose Machines (SPM) in India and abroad.</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production</td><td>The Company was incorporated and commenced its business on May 04, 1963. The Corporate Identification Number (CIN) of the Company is L99999GJ1963PLC168458.</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4</td><td>Financial Performance based on Audited Standalone Financial Statements of the Company as under:</td><td>(Rs. In Lakhs)<table><tr><th>Particulars</th><th>March 31, 2026</th></tr><tr><td>Gross Turnover & Other Income</td><td>57,026.03</td></tr><tr><td>Net profit/(loss) after tax as per Statement of Profit & Loss</td><td>(443.35)</td></tr><tr><td>Net Worth</td><td>48,822.66</td></tr></table></td></tr>
<tr><td>5</td><td>Foreign investments or collaborators, if any</td><td>Not Applicable as the Company has not entered into any foreign collaboration.</td></tr>
<tr><td colspan="3">II INFORMATION ABOUT THE APPOINTEE:</td></tr>
<tr><td>Sr. No</td><td>Particulars</td><td>Mr. Mohan Ramachandran</td></tr>
<tr><td>1</td><td>Background details</td><td>As mentioned above in 'Annexure-A'</td></tr>
<tr><td>2</td><td>Past Remuneration</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Recognition or awards</td><td>As mentioned above in 'Annexure-A'</td></tr>
<tr><td>4</td><td>Job profile and his suitability</td><td>As mentioned above in 'Annexure-A'</td></tr>
<tr><td>5</td><td>Remuneration proposed</td><td>As mentioned above in the Item no. 02 of Special Business and the Explanatory Statement.</td></tr>
<tr><td>6</td><td>The proposed remuneration compares well with industry practices, size of the Company and individual profile</td><td>Mr. Mohan Ramachandran's existing role as CEO, qualifications, experience, expertise, skill, knowledge and the responsibilities being discharged by him in relation to carry out and handle the day-to-day business and affairs of the Company. his respective qualifications, experience, expertise, skill, knowledge set and place him in a correspondingly equal position at the industry level in India. Accordingly, the proposed remuneration is in line with the industry levels and that of comparatively placed the companies in India</td></tr>
<tr><td>7</td><td>The Details of the shareholding, along with his relative(s) in the Company</td><td>Nil</td></tr>
</table>

8	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.**	Except his remuneration, he does not have any pecuniary relationship with the Company or managerial personnel or other directors.
III OTHER INFORMATION:		
1	**Reasons of loss or inadequate profits**	The Company posted a loss of Rs. 4.43 crore on a standalone basis for the year ended March 31, 2026. This was primarily due to Exceptional items of Rs. 11.61 crore (refer note 7 to quarterly financials) accounted during the year for one time settlement amount paid to Vatva, Chattral & Thane workmen on plant shifting to Chibhda, Rajkot.
2	**Steps taken or proposed to be taken for improvement**	The aforesaid expenditure was exceptional and one-time in nature and is not expected to recur in future years. The consolidation and shifting of operations to Chibhda, Rajkot is expected to result in improved operational efficiency, cost optimization and better utilization of resources.
3	**Expected increase in productivity and profits in measurable terms**	The Company expects improvement in operational productivity and profitability in the coming years on account of streamlined operations, reduction in overhead costs and enhanced efficiencies arising from consolidation of manufacturing activities at Chibhda, Rajkot.