

Machines that **WIN** your trust



53rd ANNUAL REPORT

2015 - 16

WINDSOR MACHINES LIMITED



BOARD OF DIRECTORS

Mr. K. C. Gupte - Executive Director (up to March 31, 2016)
Mr. T. S. Rajan - Executive Director & CEO (w.e.f April 1, 2016)
Mr. P. C. Kundalia
Mr. M. K Arora
Mr. Jayant Thakur
Mr. Pushp Raj Singhvi
Mr. Shishir Dalal
Ms. Mahua Roy Chowdhury

COMPANY SECRETARY

Ms. Priti Patel

CHIEF FINANCIAL OFFICER

Mr. Vatsal Parekh

AUDITORS

M/s. Haribhakti & Co. LLP
Chartered Accountants

BANKER

YES Bank Ltd.

REGISTERED OFFICE

102/103, Devmilan Co. op. Housing Society,
Next to Tip Top Plaza, L B S Road, Thane (w) - 400 604.

CORPORATE OFFICE

Plot No. 5402 - 5403, Phase IV, GIDC, Vatva, Ahmedabad - 382 445.

PLANT LOCATION

THANE:
Plot No. E-6, U2 Road, Wagle Industrial Estate, Thane - 400 604.

VATVA:
Plot No. 5402 - 5403, Phase IV, GIDC, Vatva, Ahmedabad - 382 445.

CHHATRAL:
Plot No. 6 & 7, GIDC Ind. Estate, Chhatral Tal. Kalol,
Dist. Gandhinagar - 382 729.

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt. Ltd.
C - 13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (w), Mumbai - 400 078.
Tel.: 022 2596 3838
Fax: 022 2594 6969
E-mail: rnt.helpdesk@linkintime.co.in

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53rd ANNUAL GENERAL MEETING

Date : September 29, 2016

Day : Thursday

Time : 11.30 a.m.

Place : Thane Manufactures' Association
Plot No. 6, TMA House,
Main Road, Wagle Estate,
Thane (w) - 400 604.

Members are requested to bring their copies of Annual Report to the Annual General Meeting.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 53RD ANNUAL GENERAL MEETING OF THE MEMBERS OF WINDSOR MACHINES LIMITED WILL BE HELD AT THANE MANUFACTURERS' ASSOCIATION, PLOT NO. 6 TMA HOUSE, MAIN ROAD, WAGLE ESTATE, THANE(W)-400604 ON THURSDAY, SEPTEMBER 29, 2016 AT 11:30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and consolidated basis for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. P. C. Kundalia (DIN 00323801) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and for the purpose, 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 139, 141 & 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder and pursuant to the recommendations of the Audit Committee, M/s. Haribhakti & Co. LLP, Chartered Accountants, (FRN. 103523W), the retiring auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of Fifty Third (53rd) Annual General Meeting until the conclusion of the Fifty Fourth (54th) Annual General Meeting of the Company, and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the financial year ending March 31, 2017 in addition to the reimbursement of actual out of pocket expenses, as may be incurred by them in the performance of their duties."

SPECIAL BUSINESS:

4. Appointment of Mr. T. S. Rajan (DIN 05217297), 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 Mr. T. S. Rajan (DIN 05217297), who was appointed as an Additional Director of the Company with effect from April 1, 2016 in terms of Section 161 of the Companies Act, 2013 read with Article 139 of Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice under section 160 of the Companies Act, 2013 & Rules framed thereunder has been received from a member signifying his intention to propose Mr. T. S. Rajan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

5. Appointment of Mr. T. S. Rajan (DIN 05217297) as the Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-appointment(s) thereof for the time being in force) (the Act), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and Article 165 of Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. T. S. Rajan (DIN 05217297), as Whole-time Director designated as

the Executive Director of the Company for a period of three years w.e.f April 1, 2016 to March 31, 2019 (both days inclusive) on such terms and conditions, including remuneration, perquisites etc., which have been approved by Nomination and Remuneration Committee at its meeting held on April 1, 2016 and provided in detail in the Draft Agreement of appointment submitted to this meeting, duly initialled by the Chairman for identification.”

“RESOLVED FURTHER THAT Mr. T. S. Rajan shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement, attached to this notice, be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 & Rules framed thereunder in force for the payment of managerial remuneration during the tenure of Mr. T. S. Rajan as the Whole-time Director designated as the Executive Director without the matter being referred to the Company in General Meeting again.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. T. S. Rajan, the remuneration permissible under Section II of Part II of Schedule V of the Companies Act, 2013, shall be paid as minimum remuneration.”

“RESOLVED FURTHER THAT Mr. T. S. Rajan, Executive Director and CEO shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company, as per Company Policy.”

“RESOLVED FURTHER THAT the Board of Director be and is hereby authorised to do all such acts, deeds, matters and things or delegate all or any of his powers in favour of any committee/ company official, as in its absolute discretion, it may considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

6. Approval of remuneration to be paid to the Cost Accountants for the year 2016-17:

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 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, and as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of ₹ 80,000 (Rupees Eighty Thousand only) plus applicable Service Tax and reimbursement of out of pocket expenses at actuals to M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) who were appointed by the Board of Directors of the Company, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for the Financial Year ending on March 31, 2017, be and is hereby ratified and approved.”

7. Issue, Offer and Allotment of Stock Options under scheme titled “Windsor Stock Options Plan - 2016”.

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

“RESOLVED THAT pursuant to Section 62 of the Companies Act, 2013, Rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules made thereunder, the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the Regulations”), the guidelines / circulars prescribed / issued thereunder by the Securities and Exchange Board of India (SEBI) and other SEBI Regulations and such other provisions of law as may be applicable in this regard and in accordance with the provisions of the Memorandum and Articles of Association of the Company

and subject to such approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee which the Board has authorized in this behalf including authorization of the powers conferred by this resolution), and in supersession of special resolution passed in AGM-2014 of the Company with regard to issue of stock options to the employees of the Company, approval and consent of the members of the Company be and is hereby accorded to the Company to set up and implement "Windsor ESOPs Plan 2016" (hereinafter referred to as "the Plan") and issue Stock Options pursuant to and issue and allot equity shares of the Company on exercise of such Stock Options and the Board (including Committee(s) of the Board to which it may delegate powers in this respect or to whom powers are bestowed by applicable law in this respect) be and is hereby authorized to offer and grant Stock Options (and allot equity shares on exercise of such Stock Options) from time to time in one or more tranches to or for the benefit of such of Eligible Employees (as defined under the Plan) who are in the permanent employment of the Company (including the managing / whole-time / executive director(s)) and directors of the Company who are not Independent Directors / promoters / part of the promoter group of the company and persons ineligible under the SEBI SBEB Regulations), as determined by the Board/Committee from time to time on such terms as the Board/Committee may determine and where such Stock Options shall entitle the holders to exercise them in accordance with their terms and be allotted fully paid up equity shares of the Company provided that the total number of such Stock Options shall not exceed 30,00,000 (Thirty Lacs only) (as adjusted for any changes in capital structure and for corporate actions as may be provided in the Plan)."

"RESOLVED FURTHER THAT the maximum number of Stock Options or equity shares issued to any identified Eligible Employee under the Plan shall not exceed in any one year, one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options/equity shares."

"RESOLVED FURTHER THAT the Board/Committee be and is hereby also authorized at any time to make such amendments including suspension or termination of the Plan, provided such amendments are required to be carried out pursuant to changes in the laws or otherwise are made after following such procedure and after obtaining such approvals as are required under applicable law."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard."

Registered Office:
102/103, Devmilan Co. Op. Housing Society,
Next to TipTop Plaza,
L B S Road,
Thane (w) – 400 604.

By Order of the Board of Directors

Priti Patel
Company Secretary

Date : May 25,2016
Place : Mumbai

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013)**

ITEM NO.4: Appointment of Mr. T. S. Rajan as a Director.

Mr. T. S. Rajan was appointed as an Additional Director of the Company with effect from April 1, 2016, in terms of section 161 of the Companies Act, 2013 and Rules framed thereunder read with Article No. 139 of the Articles of Association of the Company, holds office only up to the date of the forthcoming Annual General Meeting.

Mr. T. S. Rajan is 56 years old. He is Graduate in Mechanical Engineering and has completed his Post Graduate in Financial Management. He has 34 years of vast industrial experience, and has worked with leading organisations like Godrej & Boyce Manufacturing Co. Ltd, Sundaram Clayton (TVS Group), Tata Auto Comp Systems Ltd., and Dagger Forst Tools (Yash Birla Group). He has been looking after the entire operations of Windsor Machines Limited since April 1, 2010 as CEO of the Company. His appointment as a Director would immensely benefit the company through his vast knowledge and experience.

Mr. T. S. Rajan is not disqualified from being appointed as Director in terms of Section 164 and 184 of the Companies Act, 2013 and has given his consent to act as Director.

Notice pursuant to section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose the appointment of Mr. T. S. Rajan as a Director of the Company. This may also be treated as individual notice to the members of his candidature.

Your Directors recommend the resolution set out in the Notice for your approval.

Except Mr. T. S. Rajan & his relatives, none of the Directors & relatives of Directors or Key Managerial Personnel & relatives of Key Managerial Personnel are concerned or interested or deemed to be concerned or interested in the said resolution.

ITEM NO. 5: Appointment of Mr. T. S. Rajan as the Whole Time Director of the Company.

The Board of Directors of the Company (the 'Board'), on the recommendation of the Nominations and Remuneration Committee at its meeting held on April 1, 2016 has, subject to the approval of members, appointed Mr. T. S. Rajan as Whole-time Director designated as the Executive Director, for a period of 3 (Three) years w.e.f. April 1, 2016. The terms of appointment and remuneration, recommended by Nomination and Remuneration Committee and approved by the Board and payable to Mr. T. S. Rajan are enumerated in point no. 5 of Remuneration Proposed.

Statement as required under the said Schedule V of the Companies act, 2013 is given below. Your Directors hereby declare that the Company is not made any default in repayment of any of its debts and the Company has not accepted any public deposits.

STATEMENT AS PER 3RD PROVISOR TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. General Information :

1. Nature of Industry: Manufacturing, Marketing and selling of Plastic Processing Machineries in India & abroad.
2. The commercial production/operation has already begun long back.

3. Financial performance :

(₹ In lacs)

FINANCIAL HIGHLIGHTS	2015-16	2014-15
Sales, Income from operations and other income-Net of excise.	28,648.40	23,575.27
Profit/(Loss) before Interest & Depreciation	3,227.35	1,826.89
Less: Interest and Financial expenses	299.90	278.95
Less : Depreciation	364.09	407.36
Profit/(Loss) before Extra-Ordinary items and tax	2,563.36	1,140.58
Extra Ordinary Items (net)	-	-
Profit/(Loss) before Tax	2,563.36	1,140.58
Add/(Less): Deferred Tax	(551.82)	(351.26)
Provision for Taxation	(580.00)	-
Profit/(Loss) after Tax	1,431.55	789.32
Add :Balance brought forward from previous year	4,656.93	3,940.99
Less: Carrying value of assets where useful life is nil as on 01.04.2014 (after considering residual value) (Net of deferred tax of ₹ 37.78 Lacs)	(37.77)	(73.38)
Balance carried to Balance Sheet	6,050.71	4,656.93

4. **Foreign Investment or Collaborations:**

The Company has Wholly Owned Subsidiary namely Wintech B.V. Up to March 31, 2016, Windsor Machines Limited has invested ₹ 6.47 Cr. in ordinary shares ₹ 24.34 Cr. in Preference shares of WOS.

During the year, Wintal Machines S.R.L., a second layer subsidiary company of Windsor Machines Limited has fulfilled the conditions of the "Preliminary Transfer of Business Agreement", entered into with Italian Authorities under Bankruptcy Law and acquired the business of Italtech S.p.A on an ownership basis by entering into a New Agreement with the Italian Authorities under Bankruptcy Law.

II. **Information about the appointee :**

(1) **Background details:**

Mr. T. S. Rajan is a Graduate in Mechanical Engineering from SVNIT, Surat and Post Graduate in Financial Management from JBIMS, Mumbai. Mr. T. S. Rajan has vast experience spanning across Technical and Administrative functions and has worked with leading organisations like Godrej & Boyce Manufacturing Co. Ltd, Sundaram Clayton (TVS Group), Tata Auto Comp Systems Ltd and Dagger Forst Tools (Yash Birla Group). Since April 1, 2010 he is associated, as CEO, with the Company and responsible for operations of the Company.

(2) **Past Remuneration:**

As a Chief Executive Officer of the Company he was drawing a remuneration of ₹ 75 lacs (including variable payment of ₹ 15 lacs)

As an employee of the Company he was availing other benefits for which he was eligible.

(3) **Recognition or awards :** **None**

(4) **Job profile and his suitability:**

He has nearly 34 years of experience as a mechanical engineer. He had joined Windsor Machines Ltd. on April 1, 2010 as Chief Operating Officer and rose to become Chief Executive Officer. During last few years, under his guidance and supervision, the Company has turned around and grown the business, improved

product offerings, entered into technology transfer agreements with foreign companies and acquired an Italian Company Italtech S.p.a. He is an expert in Strategic planning, Business Development, Setting up Green field projects and is also a Leader who leads from the front taking ownership and motivating the team to achieve and surpass the goals. His familiarization with the business of the Company helps to achieve new goals/ milestones in this competitive market and era.

(5) Remuneration proposed:

The proposed remuneration consists of:

Salary

Basic Salary of ₹ 4,00,000/- per month.

Perquisites

Perquisites consist of:

- i Furnished accommodation or house rent allowance, alongwith house maintenance allowance together with utilities such as gas, electricity, water, furniture, furnishings and repairs.
- ii Reimbursement of medical expenses incurred for self and family, subject to the ceiling of ₹15,000 per annum.
- iii Leave travel for self and family once in a year, as per rules of the Company.
- iv Personal Accident Insurance.
- v Medical Insurance Premium under group mediclaim policy of the Company.
- vi Conveyance allowance of ₹ 18,000/- per annum.

HRA

Mr. T. S. Rajan will receive ₹1,60,000/- as the HRA per month.

Other Allowances

As per the policy of the Company.

Provident Fund

As per the policy of the Company.

Pension / Superannuation fund

As per the policy of the Company.

Earned / Privilege leave

Leave accumulated but not availed during the tenure will be allowed to be encashed as per the policy of the Company.

Sitting Fees

The Executive Director shall not be paid any sitting fees for attending any meetings of the Board / Committee(s) / General Meeting(s) etc.

General

The Executive Director shall be subject to other service conditions, rules and regulations of the Company as may be prescribed from time to time.

- (6)** The proposed remuneration compares well with industry practices, size of the Company and individual profile.

- (7)** Neither Mr. T. S. Rajan nor any of his relative(s) holds any shares in the Company.

III. Other information:

The Capital Goods industry is the very foundation of a strong, resilient and vibrant manufacturing sector. The capital goods sector is of strategic importance in enabling robust manufacturing sector growth, and needs to

grow at a rate 5% to 6% higher than manufacturing growth. It has a multiplier effect on overall economic growth as it facilitates faster growth for a broad base of user industry inputs, i.e. machinery and equipment necessary for manufacturing. The progress of the capital goods sector is closely watched as it is a lead indicator for the investment conditions and the level of growth represents investor sentiments and signals the next level of growth. The industry has witnessed a slowdown in order booking due to rise in Chinese imports, increase in import of second hand machinery, etc.

The Company is engaged in the business of manufacturing and selling of plastic processing machines for Extrusion as well as Injection Moulding. During the year 2015-2016 the Company has sold 531 machines to achieve turnover of ₹ 277.43 crores. Since last few years the Company is doing well and has earned profits. However, the Company is dealing in capital goods and considering the challenges for the industry in view of its cyclical nature, the profit of the company may be diluted in coming few years depending on demand for capital goods which is directly linked to investment climate in the economy.

In spite of challenges, the Company has also taken steps for curtailing expenditure, product cost, introduction of high value added products, new product range, aggressive marketing. This would help the Company to improve its results further.

IV. Disclosures :

Information required to be disclosed under this part is disclosed in the Corporate Governance Report, an attachment to Directors' Report in 53rd Annual Report.

Except Mr. T. S. Rajan & his relatives, none of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The copy of the Service Agreement to be entered into between the Company and Mr. T. S. Rajan as the Executive Director of the Company is open for inspection by the Members during the normal working hours of the Company at its Registered Office up to the date of the Meeting.

The Board of Directors recommends passing of the Resolution as set out as Item No. 5 of the accompanying Notice.

ITEM NO. 6 : Approval of remuneration to be paid to the Cost Auditors.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On recommendation of the Audit Committee at its meeting held on May 25, 2016, the Board has approved the appointment of M/s. Ashish Bhavsar & Associates, Cost Accountants (Firm Registration No. 000387) as the Cost Auditors of the Company for the financial year ending on March 31, 2017 at a remuneration of ₹ 80,000 (Rupees Eighty Thousand Only), exclusive of reimbursement of Service Tax and all out of pocket expenses incurred, if any, in connection with the Cost Audit. The appointment and remuneration of the Cost Auditors is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Ordinary Resolution at Item No. 6 is recommended for approval of the Members.

ITEM NO. 7 : Issue, Offer and Allotment of Stock Options under scheme titled "Windsor Stock Options Plan - 2016".

Employees Stock Options ("Stock Options") are considered an effective tool to attract, reward, retain and incentivise the best talent in the industry. Stock Options, inter alia, serve to motivate, reward and retain employees, attract specialists/senior professionals, recognize and reward exceptional performance and facilitate continued building of co-created organization where the objectives of the employees are aligned with that of the Company on the longer term.

Stock Options provide for a right and an option to the grantees to exercise them and thereby acquire equity shares of the Company.

Accordingly, it is proposed to institute a scheme for stock options ("Stock Options") called Windsor Stock Options Plan 2016 ("the Plan") for such of the eligible employees (as defined under the Plan), in such manner, on such terms and of such quantity as determined by the Compensation Committee at its sole discretion from time to time under the overall supervision of the Board. The Compensation Committee shall have full powers to administer and implement the Plan for Stock Options of the Company in accordance with and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and guidelines/circulars prescribed/issued thereunder and subject to the overall supervision of the Board. Within the framework of applicable law, the Board/Compensation Committee shall have full powers to set up, administer and implement the Plan with such terms as it may at its discretion deem fit. The scheme shall involve issuance of Stock Options to eligible employees on specified terms and allotment of equity shares of the Company on exercise of the Stock Options in due compliance of the specified terms.

The Company had earlier obtained approval of the shareholders in the annual general meeting of the Company held on September 29, 2014 for setting up of a scheme for issuance of stock options. The Company has till date not issued any stock options under the said scheme. However, the SEBI had soon thereafter notified the Regulations that provided for amended requirements for issuance of stock options. Accordingly, the Company has decided to set up a fresh scheme, in replacement of the earlier scheme, which shall be in compliance with such newly notified Regulations.

The information as required under Clause 6.2 of the Regulations setting out the salient features of the Windsor Stock Options Plan 2016 and further explaining proposal is given below:

- a. Brief Description of the scheme: The Board of Directors with the view of implementing a globally recognized tool of incentivising, rewarding and retaining employees and to encourage value creation and value sharing with the employees, has proposed to institute the Windsor Stock Options Plan 2016 and grant stock options thereunder. The Stock Options would be granted to such persons, being Eligible Employees as defined in such Plan (other than those disqualified under the Regulations), on such terms and of such quantity as the Compensation Committee may determine from time to time. The Stock Options, on exercise in accordance with the terms thereof, shall be eligible for issuance and allotment of one fully paid up equity share for every Stock Option so exercised. The said Plan shall conform to applicable Regulations and applicable provisions of the Companies Act, 2013 and such other provisions of law as are applicable.
- b. Total Number of Stock Options to be granted: The aggregate number of Stock Options proposed to be granted under the Plan, from time to time, shall not exceed 30,00,000 (Thirty Lacs only) (or such other adjusted figure for any re-organization of capital structure or corporate actions in accordance with the provisions of the Plan).
- c. Identification of classes of employees entitled to participate and be beneficiaries in the Plan: The Plan shall generally extend to all Eligible Employees as defined in the Plan and the Stock Options shall be granted to such of them, of such quantity, in such manner and at such terms as the Compensation Committee may decide at its discretion from time to time. Eligible Employees mean the permanent employees of the Company and its directors (excluding Independent Directors and promoters/members of the Promoter Group of the Company & other ineligible persons under the Regulations), as may be determined by the Compensation Committee at its discretion.
- d. Requirements of vesting, period of vesting and maximum period subject to the Regulations within which the Stock Options shall be vested: The continuation of an employee in the services of the Company shall be the primary requirement of the vesting of the Stock Options, except under such situations as the Compensation Committee may decide and as permissible/required under the Regulations. The minimum vesting period would be one year from the date of grant and the maximum vesting period shall be five years from the date of grant.

Within this minimum and maximum vesting period, the Compensation Committee may decide varying terms for different tranches of Stock Options and generally for different categories of employees or individual employees.