



## 55<sup>th</sup> ANNUAL REPORT 2017 - 18

**WINDSOR MACHINES LIMITED**

#### BOARD OF DIRECTORS

Mr. T. S. Rajan - Executive Director & CEO  
Mr. Shishir Dalal  
Mr. P. C. Kundalia  
Mr. M. K. Arora  
Mr. Jayant Thakur  
Mr. Pushp Raj Singhvi  
Ms. Mahua Roy Chowdhury

#### COMPANY SECRETARY

Ms. Priti Patel

#### CHIEF FINANCIAL OFFICER

Mr. Vatsal Parekh

#### AUDITORS

M/s. Niraj D. Adatia & Associates  
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, Chhatral, Tal. Kalol, Dist. Gandhinagar - 382 729.

##### ITALY

##### Wintal Machines Srl

Viale Enrico Mattei, 16 25080 Mazzano (BS) - Italy.

#### REGISTRAR & TRANSFER AGENTS

##### Link Intime India Pvt. Ltd.

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

Tel.: 022 4918 6000/6270 | Fax: 022 4918 6060

E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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

CONTENT	PAGE
Notice	01
Directors' Report	09
Corporate Governance Report	45
Certificate on Corporate Governance	61
Management Discussion & Analysis	62
<b>Financial Statements</b>	
Independent Auditors' Report & Annexure	64
Balance Sheet	70
Statement of Profit & Loss	71
Cash Flow Statement	72
Notes to Accounts	75
<b>Consolidated Financial Statements</b>	
Independent Auditors' Report	120
Balance Sheet	123
Statement of Profit & Loss	124
Cash Flow Statement	125
Notes to Accounts	128

## 55<sup>th</sup> ANNUAL REPORT 2017 - 18

### 55<sup>th</sup> ANNUAL GENERAL MEETING

**Date** : September 11, 2018

**Day** : Tuesday

**Time** : 11:30 a.m.

**Place** : Tip Top Plaza, Near Check Naka,  
L.B.S. Marg, Opp. Raheja Garden,  
Thane (W) - 400 604.

# AMA Metrochem Outstanding Manager of the Year 2017 awarded to Mr. T. S. Rajan, Executive Director and CEO

"True Leaders do not create followers, they create more Leaders." They lead by example. The visionary leadership at Windsor is the strength behind our journey of excellence. AMA awarded Mr. T. S. Rajan, our Executive Director & CEO, with the "AMA Metrochem Outstanding Manager of the Year 2017 Award."

The AMA Metrochem Outstanding Manager Award recognizes those who have been associated with any organisation and contribute to managerial profession, motivate upcoming professionals, enhance the prestige of the profession by exercising their skills and competencies in the best possible manner, directly or indirectly contribute towards improvement of managerial effectiveness in different spheres.

Mr. Rajan has been awarded for his exceptional determination, foresight and a strong system & process approach which has revived Windsor Machines Limited to a profit making company. As a CEO, he has built fundamental strengths in the company and regained confidence of suppliers, bankers, customers and turning around the mind set of employees, rejuvenated their spirits, infused a cultural change and streamlined the processes at the company.



## 7<sup>th</sup> Design Excellence Award 2017-18 for KL Machine by CII

KL machines has been awarded WINNER for the 7th CII Design Excellence Award in Industrial Design category. When we think design, we think future. Our machines not only look great, but also excel in performance and efficiency to cater to the customer's changing needs. Windsor Machines Limited won the 7th CII Design Excellence Award in the 'Industrial Design' category for the KL Series.



## National Award for Strong Commitment in Employee Relations 2017 by Employers Federation of India

An organization is only as good as its people. At Windsor, we take pride in them and ensure that they stay empowered, motivated and happy. This year we bagged the National Award for Strong Commitment in Employee Relations 2017 presented by Employers Federation of India.

## Sustainability Award for Best Green Product in Petrochemical Sector for the year 2017

To address climate change, businesses must change too. Windsor Machines Limited sets an example by winning the Sustainability Award for Best Green product in Petrochemical Sector 2017 by the Federation of Indian Chambers of Commerce and Industry – FICCI for our faster, cleaner and more energy efficient WINELEC machine.



# NOTICE

NOTICE IS HEREBY GIVEN THAT THE 55TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WINDSOR MACHINES LIMITED WILL BE HELD AT TIP TOP PLAZA, NEAR CHECK NAKA, L.B.S. MARG, OPP. RAHEJA GARDEN, THANE (W) - 400 604 ON TUESDAY, SEPTEMBER 11, 2018 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, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2017-18.
3. 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.

## SPECIAL BUSINESS:

4. Approval of remuneration to be paid to the Cost Accountants for the year 2018-19:  
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, as amended from time to time, and such other permissions as may be necessary, the payment of the remuneration of ₹ 92,000 (Rupees Ninety Two 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, 2019, be and is hereby ratified and approved.”

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

By Order of the Board of Directors

Priti Patel  
Company Secretary

Place : Mumbai  
Date : May 28, 2018

## NOTES :

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 of the accompanying Notice and the details in respect of the Directors proposed to be appointed/ re-appointed at the Annual General Meeting to be provided under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange(s) where the shares of the Company are listed, are annexed hereto.

- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

- (c) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from **September 5, 2018 to September 11, 2018** (both days inclusive) for the purpose of payment of final dividend for financial year 2017-18 and 55<sup>th</sup> Annual General Meeting of the Company.

- (d) The Dividend for the financial year ended March 31, 2018, if declared at the meeting, will be paid on or after September 15, 2018 to those members of the Company holding shares in physical form, whose names appear on the Register of Members of the Company on September 4, 2018. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 4, 2018.

- (e) Members desirous of obtaining any information in respect of Annual Accounts and operations of the Company are requested to write to the Company at least one week before the Meeting, to enable the Company to make available the required information at the Meeting.

- (f) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, (Unit-Windsor Machines Limited), C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060.

- (g) Members holding shares in physical mode:

- i. are required to submit their Permanent Account Number (PAN) and bank account details, to the Registrars and Share Transfer Agent, Link Intime India Private Limited, if not registered with the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, as mandated by SEBI vide its circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.
- ii. are informed that the Company has directed Link Intime India Private Limited to send KYC Form & subsequently 2 reminders thereof after gap of 30 days to every shareholder whose PAN & Bank Details is not available in the record of the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.
- iii. are requested to register/update their e-mail address & Mobile Number with the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited for receiving all communications from the Company electronically.

- (h) Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2017-18 is being sent in the permitted mode.

- (i) Members are requested to notify immediately, any change in their address registered with the Company to Link Intime India Private Limited, (Unit-Windsor Machines Limited), C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060, the Registrar and Share Transfer Agent of the Company, in respect of equity shares held in physical form and to the irrelative Depository Participants (DPs) in respect of equity shares held in electronic form.
- (j) Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/ her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, (Unit-Windsor Machines Limited), C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060 and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).
- (k) Consequent to Sections 124 and 125 of the Companies Act, 2013, the amount remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.
- (l) In order to render better and efficient services, Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any Member(s) decide to consolidate his/her/their folios, he/she/they is/are requested to forward his/her/their share certificates, alongwith a request letter, to the Company or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, (Unit-Windsor Machines Limited), C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060.
- (m) Electronic copy of the Notice of the 55<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 55<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (n) Members may also note that the Notice of the 55<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2017-18 will also be available on the Company's website [www.windsormachines.com](http://www.windsormachines.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on any working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@windsormachines.com](mailto:investors@windsormachines.com).
- (o) Members and proxies thereof are requested to bring the Folio No./DP Id-Client Id for identification.

**(p) Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility for voting through ballot paper will be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be above to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- (q) Ms. Rama Subramanian, Proprietor of M/s. Rama Subramanian (Membership No. ACS-15923, C. P. No. 10964, who had consented to act as the Scrutinizer, was appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process (electronically or otherwise) for the 55<sup>th</sup> Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutinizer's report of the total votes cast to the Chairman or a person authorised by him in writing.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on September 8, 2018 at 9:00 a.m. and ends on September 10, 2018 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 4, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).**
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **Other Instructions:**

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the September 4, 2018 (record date), may obtain their user ID and password for e-voting from Company's Registrar & Transfer Agents, Link Intime India Private Limited, (Unit-Windsor Machines Limited), C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel No: +91 22 4918 6000/6270 Fax: +91 22 4918 6060.
- II. The remote e-voting period starts on September 8, 2018 at 9:00 a.m. and ends on September 10, 2018 at 5:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 4, 2018, may cast their votes electronically. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently. In case the members cast their votes through both the modes, votes casted by remote e-voting shall prevail and votes casted through Ballot Form shall be treated as invalid.
- III. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of September 4, 2018 shall only be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
- IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 4, 2018. In case of joint holders, only one of the joint holders may cast his vote.
- V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system/ballot. The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. Those shareholders who have become the shareholders after August 10, 2018 the cut-off date of sending Annual Report may refer to the Notice which is available on the company's website [www.windsormachines.com](http://www.windsormachines.com) and also on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- VII. The Results of the e-voting will be declared not later than 48 Hours of conclusion of the AGM i.e. September 13, 2018. The declared results alongwith the Scrutinizer's Report will be available on the Company's website at [www.windsormachines.com](http://www.windsormachines.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

**Details of the Director(s) seeking appointment:**

**Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following information is provided to the shareholders regarding appointment of the Executive Director and re-appointment of a Director:**

<b>Name of Director</b>	<b>Mr. P. C. Kundalia</b>
Date of Birth	June 27, 1946
Date of appointment	January 28, 2008
Qualifications	M.A. in English Literature from Harvard University.
Experience in special functional areas	He is an industrialist having vast experience in business, having promoted some companies internationally as well. With his appointment the Company would benefit through his extensive experience and expertise in business management.
Chairman/Director of other companies	– Universal Insurance Brokers Services Private Limited
Chairman/Member of Committees of the Board of Companies of which he or she is a Director.	Windsor Machines Ltd. – Stakeholders Relationship Committee - Chairman – Banking and Execution Committee - Member – Operations Committee - Member – Share Allotment Committee - Member
No. of Shares of the Company.	Nil
Disclosure of relationship between Director inter-se & KMP.	Nil