



Windsor Makes it **POSSIBLE**

57th ANNUAL REPORT 2019 - 20

WINDSOR MACHINES LIMITED

BOARD OF DIRECTORS

Mr. T. S. Rajan - Executive Director & CEO
Mr. Shishir Dalal
Mr. Manoj Lodha (w.e.f. July 31, 2020)
Mr. P. C. Kundalia (Upto June 15, 2020)
Mr. M. K. Arora
Mr. Jayant Thakur
Ms. Mahua Roy Chowdhury

COMPANY SECRETARY

Ms. Priti Patel

CHIEF FINANCIAL OFFICER

Mr. Vatsal Parekh

AUDITORS

M/s. Niraj D. Adatia & Associates
Chartered Accountants
 (Resigned on July 31, 2020)

M/s. JBTM & Associates LLP
Chartered Accountants
 (Appointed on August 30, 2020)

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

57th ANNUAL REPORT 2019 - 20

57th ANNUAL GENERAL MEETING

Date : Sep. 30, 2020

Day : Wednesday

Time : 11:30 am

Place : Through Video Conferencing (VC)/
 Other Audio Visual Means (OAVM)

CONTENT	PAGE
Notice	01
Directors' Report	11
Corporate Governance Report	52
Certificate on Corporate Governance	69
Management Discussion & Analysis	71
Financial Statements	
Independent Auditors' Report & Annexure	74
Balance Sheet	82
Profit & Loss Account	83
Cash Flow Statement	84
Notes to Accounts	87
Consolidated Financial Statements	
Independent Auditors' Report	128
Balance Sheet	135
Profit & Loss Account	136
Cash Flow Statement	137
Notes to Accounts	140

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 57TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WINDSOR MACHINES LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 11:30 A.M THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS (VC) 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jayant Thakur (DIN 01328746) who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint statutory Auditors.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification.

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, rules, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. JBTM & Associates LLP, Chartered Accountants, Mumbai, having FRN.: 100365W, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Niraj Adatia & Associates, Chartered Accountants, Mumbai(FRN.: 129486W)”.

“RESOLVED FURTHER THAT M/s. JBTM & Associates LLP, Chartered Accountants, Mumbai, having FRN.: 100365W, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 30, 2020, until the conclusion of the ensuing 57th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors, considering recommendation of the Audit Committee of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. JBTM & Associates LLP, Chartered Accountants, Mumbai, having FRN.: 100365W, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 57th Annual General Meeting till the conclusion of 62nd Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors, considering recommendation of the Audit Committee of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Manoj Lodha (DIN 07349179) as Non-Executive Independent Director of the Company for a period of 5 years w.e.f. July 31, 2020 to July 30, 2025 :

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Manoj Lodha (DIN: 07349179) who was appointed as an Additional (Independent) Director of the Company pursuant to the provisions of Section 161(1) of the Act with effect from July 31, 2020 and who holds office up to the date of this Annual General Meeting and who qualifies for being appointed as an Independent 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 Non-executive, Independent Director of the

Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from July 31, 2020 to July 30, 2025.”

5. Approval of remuneration to be paid to the Cost Accountants for the year 2020-21:

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, 2021, 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
Membership No.: FCS 8392

Place : Mumbai
Date : August 30, 2020

NOTES :

- (a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020, April 8, 2020 and April 13, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and MCA Circulars, the AGM of the Company is going to held through VC / OAVM.
- (b) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 3 to 5 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.
- (c) As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
- (d) 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.

Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

- (e) Institutional Corporate Shareholders are required to send a scanned copy of its Board or Governing Body resolution/ Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution authorization shall be sent to scrutinizer by email through its registered email address to rama@csrama.com with a copy marked to priti.patel@windsormachines.com.

- (f) 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 24, 2020 to September 30, 2020** (both days inclusive)
- (g) 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.
- (h) 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.
- (i) SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to which from April 1, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risk associated with physical shares. SEBI vide press release dated March 27, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of March 31, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
- (j) Electronic copy of the Annual Report for the year 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. As per SEBI Circular dated May 12, 2020 requirements of sending physical copies of Annual Report to shareholders have been dispensed with for listed Companies.
- (k) 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 respective Depository Participant(s) in respect of equity shares held in electronic form.
- (l) 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 Participant(s) (DPs).
- (m) 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.
- (n) 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, along with 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.
- (o) Electronic copy of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. As SEBI vide Circular dated May 12, 2020 has granted

relaxations regarding requirements of sending physical copies of Annual Report to shareholders for listed Companies, physical copies of the Notice of the 57th Annual General Meeting of the Company shall not be sent.

- (p) Members may also note that the Notice of the 57th Annual General Meeting and the Annual Report for financial year 2019-20 will also be available on the Company's website www.windsormachines.com. Due to COVID-19 Pandemic and relaxation provided by SEBI vide Circular dated May 12, 2020 no physical copy of Annual Report has been printed and given to shareholders. If any shareholder is desirous of obtaining the Annual Report, than the shareholder must have to request for the same to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited or the Company Secretary of the Company for obtaining the copy of Annual Report by Email. For any communication, the shareholders may also send requests to the Company's investor email id: investors@windsormachines.com.

(q) Voting through electronic means

- i.) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
- ii.) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- iii.) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- iv.) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- v.) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

vi.) Process for those shareholders whose email ids are not registered:

- a) **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.
 - b) **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- (r) 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 57th 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 27, 2020 at 9:00 a.m. and ends on September 29, 2020 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 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The shareholders should log on to the e-voting website 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is conveyed thru email if email details are updated with the company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE AGM ON E-VOTING SYSTEM ARE AS UNDER: -

- i.) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii.) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- iii.) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- iv.) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i.) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii.) Members are encouraged to join the Meeting through Laptops for better experience.
- iii.) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv.) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v.) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request between **September 23, 2020 to September 25, 2020** mentioning their name, demat account number/folio number, email id, mobile number at investors@windsormachines.com.
- vi.) Shareholders who have questions may send their questions in advance **10 days prior to meeting** mentioning their name demat account number/folio number, email id, mobile number at investors@windsormachines.com. The same will be replied by the company suitably.
- vii.) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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 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.
- 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 should be mailed to 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.
- Alternatively, Non Individual shareholders are required 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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 23, 2020 (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 27, 2020 at 9:00 a.m. and ends on September 29, 2020 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 23, 2020 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 cast by remote e-voting shall prevail at the time of AGM.
- 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 23, 2020 shall only be entitled to avail the facility of remote e-voting as well as voting at 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 23, 2020. 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 September 4, 2020 the cut-off date of sending Annual Report may refer to the Notice which is available on the company's website www.windsormachines.com and also on the website of CDSL i.e. 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. October 2, 2020. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.windsormachines.com and on the website of CDSL at 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.

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

ITEM NO. 3: Appointment of Statutory Auditors for a period of 5 years.

The members of the Company at the 54th Annual General Meeting held on September 26, 2017 has approved the appointment of M/s. Niraj D. Adatia & Associates, Chartered Accountants, Mumbai, having FRN.: 129468W, as the Statutory Auditors of the Company for a term of five years till the conclusion of 59th Annual General Meeting. M/s. Niraj D. Adatia & Associates, Chartered Accountants, Mumbai, have tendered their resignation as the Statutory Auditors of the Company, as the Audit Committee has expressed its disagreement with the proposal of revision in Annual Audit fees and requested to M/s. Niraj D. Adatia & Associates to reconsider their proposal for revision in audit fees., which has resulted in a casual vacancy in the office of the Statutory Auditors of the Company, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and confirmation received from M/s. JBTM & Associates LLP, Chartered Accountants, Mumbai, having FRN.: 100365W on their eligibility, the Board recommends to the members for the appointment of M/s. JBTM & Associates LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Niraj D. Adatia & Associates, Chartered Accountants, Mumbai, & to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting and for a period of five years, from the conclusion of the 57th Annual General Meeting till the conclusion of 62nd Annual General Meeting of the Company to be held in the year 2025.

In regards to appointment of Statutory Auditors referred to in item no. 3 of the Notice, the brief profile of the Auditors is as under:

JBTM & Associates LLP is a syndicate of Chartered Accountants coming together and forming an all service firm under one roof. Mr. Mahendra Turakhia, Mr. Dhairya Bhuta & Ms. Yashika Jain are leading partners of the firm. The firm has expertise in wide areas and handles wide range of clients including various leading companies. The Firm is engaged in providing various services such as Statutory Audit, Internal Audit, Taxation, Stock Audit, Vendor Audit, Accounting and business support etc.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice of the 57th Annual General Meeting. The Directors recommend the resolution for approval by the members.

ITEM NO. 4: Appointment of Mr. Manoj Lodha as Non-Executive Independent Director of the Company.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on July 31, 2020, appointed Mr. Manoj Lodha (DIN 07349179) as an Additional Director (Non-Executive, Independent) of the Company for a period of 5 (five) years w.e.f July 31, 2020 to July 30, 2025, subject to member's approval.

Mr. Manoj Lodha is Chartered Accountant (CA) and Cost Accountant. He has 28 years of vast experience of in the field of accountancy, finance, taxation, banking etc.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Manoj Lodha for the office of Director of the Company. The Company has also received a declaration from Mr. Manoj Lodha that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. Manoj Lodha fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Manoj Lodha, is