



WINDSOR
Partner in Progress

WINDSOR MACHINES LIMITED

102/103, Devmillan CHS Next To Tip Top Plaza, LBS Road, Thane (W)-400604

Phone: + 91 022 2583 6592, | Fax No.: 022 2583 6285 | Web site: www.windsormachines.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 12TH MAY, 2011.

“RESOLVED THAT pursuant to the provisions of Sections 17, 31, 94 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of Article 4 and 5 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the authorised share capital of the Company be increased to Rs. 40,00,00,000 (Rupees Forty crores only) divided into 15,00,00,000 (Fifteen crores only) ordinary Equity Shares of Rs.2/- each (Rupees Two only) and 5,00,00,000 (five crores only) Differential Voting Rights shares of Rs. 2/- each (Rupees two only) and that Clause V (being the Capital Clause) of the Memorandum of Association and Article 4 of the Articles of Association (after alteration under the Scheme) of the Company to read as follows:-

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

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



WINDSOR
Partner in Progress

WINDSOR MACHINES LIMITED

102/103, Devmilan CHS Next To Tip Top Plaza, LBS Road, Thane (W)-400604

Phone: + 91 022 2583 6592, | Fax No.: 022 2583 6285 | Web site: www.windsormachines.com

RESOLVED FURTHER THAT pursuant to Section 94 and other applicable provisions of the Companies Act, 1956, after reduction in accordance with the Scheme sanctioned by the BIFR and after issue of further Equity Shares in accordance with the preceding resolutions, approval is hereby given, subject to such approvals as may be required under law, for sub-division of the Equity Shares whereby every equity share of Rs. 4/- each fully paid up shall be sub-divided and split into 2 (two) Equity Shares of Rs. 2/- each fully paid up.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and execute all such documents, instruments and writings as may be required in this connection to give effect to the aforesaid resolution and do all things that are required or incidental to carry out the foregoing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to issue appropriate instructions to the Depositories/Depository Participants and other persons, as required, to give effect to the above.

For **WINDSOR MACHINES LIMITED**

Priti Patel

Company Secretary



WINDSOR
Partner in Progress

WINDSOR MACHINES LIMITED

102/103, Devmillan CHS Next To Tip Top Plaza, LBS Road, Thane (W)-400604

Phone: + 91 022 2583 6592, | Fax No.: 022 2583 6285 | Web site: www.windsormachines.com

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The present authorised share capital of the Company is Rs. 20 crores after the sanction of the Scheme by BIFR. The Company proposes to issue Equity Shares which could eventually be more than Rs. 20 crores and hence it is proposed to increase the authorised share capital to a sufficiently higher amount. It is thus proposed to increase the authorised share capital to Rs. 40 crores of appropriate classification.

Further, the BIFR while sanctioning the Scheme has reduced the shares of the Company to a face value of Rs. 4/- each. However, for listed companies, a face value of Rs. 4/- per equity share is generally unprecedented and hence it is desired and proposed that the face value of the Equity Shares be sub-divided and split into shares of Rs. 2/- each.

The Board is also desirous of having an instrument which does not dilute the voting rights of existing shareholders for raising further capital in the future. Hence, the Company has designated as permissible about 25% of the equity share capital to be issued as shares with Differential Voting Rights, such rights being decided by the Board or a Committee thereof. This requires amendment to the relevant clauses of the Memorandum and Articles of Association of the Company.

As required by the provisions of Section 17, 31 and 94 and other applicable provisions of the Companies Act, 1956 approval of the shareholders is required at their General Meeting for alteration of the Capital Clause by way of a Special Resolution.

None of the Directors are interested in the resolution.

For WINDSOR MACHINES LIMITED



Priti Patel

Company Secretary