



WINDSOR MACHINES LIMITED

CIN: L99999MH1963PLC012642

Regd. Office : 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza, L B S Road, Thane(w) – 400604.

Phone: +91 22 25836592| Fax: +91 22 25836285| Website: www.windsormachines.com

e-mail: contact@windsormachines.com; investors@windsormachines.com

POSTAL BALLOT NOTICE

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN THAT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS “THE ACT”), READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (HEREINAFTER REFERRED TO AS “THE RULES”), TO THE SHAREHOLDERS OF WINDSOR MACHINES LIMITED (HEREINAFTER REFERRED TO AS “THE COMPANY”), TO SEEK THEIR APPROVAL BY WAY OF POSTAL BALLOT FOR THE FOLLOWING SPECIAL BUSINESS.

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution.

“RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 and, any other applicable provisions of the Companies Act, 2013 subject to requisite approvals, consents from the Company’s Bankers, Financial Institutions, Trustees to the Debenture holders and/ or other Institutions/ bodies, if and wherever necessary, to mortgage/ charge/ hypothecate or otherwise create an encumbrance, on such terms and conditions and in such form and manner, as it may think fit, whether as Interim or final security, on the whole or substantially the whole or substantially the whole of one or more of the Company’s undertakings, (whether by way of equitable or registered mortgage) including its movable and immovable properties, against Working Capital facilities, Non-Convertible Debentures (NCD), Rupee Short Term Loans, Rupee Long Term Loans, Corporate Loans and External Commercial Borrowings obtained/ to be obtained, together with interest thereon, at the respective rates agreed, additional/ further/ compound interest in the event of default, commitment charges, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company to Security Trustees for Joint Consortium Lenders, Financial Institutions, Banks, NCD subscribers and other lenders in terms of the letter of sanction and/or Loan agreement(s) or any other deeds or documents as are entered into by the Company or any modification in respect of the said Loans.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or an authorized committee thereof be and is hereby authorized to finalize the manner and method and all necessary agreements, deeds and documents and subsequent modifications thereto, for creating the aforesaid mortgage and/or charge etc. and to do all such acts, deeds, matters and things as may be necessary desirable or expedient for the purpose of giving effect to the resolution.”

By Order of the Board of Directors,

Registered Office:
102/103, Devmilan CHS.,
Next to Tip Top Plaza,
L B S Road, Thane (w) – 400 604

Priti Patel
Company Secretary

Date: November 14, 2014.
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company borrows from time to time through its Board of Directors within limits prescribed by the shareholders. The Shareholders had prescribed a limit of ₹ 200 Crores for borrowings by the Board of Directors, excluding temporary loans.

For borrowings, the Company has to create charge on its immovable and movable properties. Generally, the term lenders secure the borrowings of Company by first pari-passu charge on fixed assets of the Company by executing mortgage deeds (whether equitable or registered) and the working capital lenders in addition to hypothecation of stocks and receivables generally seek on additional second charge on the fixed assets of the Company.

The resolution seeks the permission of Shareholders for creation of mortgage / charge / encumbrance on assets / undertakings as is required under the provisions of Section 180(1)(a) of the Companies Act, 2013 and a possible disposal on invocation of the security by the lenders if any. Although, creation of such charge on assets of the Company does not by itself amount to "disposal" as is interpreted by various Courts, there is an alternative view which is prevalent in India, hence as a matter of abundant caution the approval of Shareholders is sought in terms of provisions of Section 180(1)(a) of the Companies Act, 2013 read with Section 110 and the Companies (Management and Administration) Rules, 2014.

The Company intends to raise an amount of ₹ 200 Crores by way of Non-Convertible Debentures/Rupee Short Term Loans / Rupee Long Term Loans / Corporate Loans/ External Commercial Borrowings. Hence, as the opportunity arises Company shall tie up the loans and offer adequate security to prospective lenders for the same as per terms agreed with them. This is just an enabling authority for security creation in case need arises.

Your Directors recommend to pass the proposed Resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel is, in any way, concerned or interested financially or otherwise, in passing of the Resolution.

NOTES:

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business specified in the Postal Ballot Notice is annexed hereto.
- The Notice is being sent to all Members, whose names appear on the Register of members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, November 7, 2014. The dispatch of notice alongwith Postal Ballot Form will be completed on Tuesday, November 18, 2014.
- Members who have registered their email ids for receipt of the documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent the Notice of Postal Ballot by email and others are being sent by post along with the Postal ballot Form.
- In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Clause 35 B of the Listing Agreement, the Item of Business set out in the Postal Ballot Notice is sought to be passed by Postal Ballot.
- The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members who wish to cast their votes electronically.
- The Company has appointed Mr. Premnarayan Tripathi., Company Secretary in Practice, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- **The Members can opt only one mode of voting, i.e., either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.**
- Members desiring to exercise vote by physical postal ballot are requested to carefully read the instructions printed on the attached Postal Ballot Form. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 2 p.m. on December 18, 2014. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
- The result of the Postal Ballot shall be declared by the Executive Director on December 20, 2014 and displayed on the Company's website at www.windsormachines.com and shall also be displayed on the website of NSDL at www.evoting.nsdl.com in terms of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.
- Members, who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form, can download Postal Ballot Form, from the Company's website www.windsormachines.com or from NSDL's website www.evoting.nsdl.com or by writing to Link Intime India Pvt. Ltd., RTA of the Company located at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078,- (Ph. No. +91-22-25963838) or from Corporate Office of the Company (Windsor Machines Limited, Plot No. 5402-5403, Phase IV, GIDC Vatva, Ahmedabad-382 445 (Ph. No. 079- 30262100, 079-25841111, 079-25841591-2-3)).
- The process of e-voting shall be as follows:

[A] Instructions in respect of e-voting to Members of the Company whose demat account / folio number has not been registered for e-voting services of NSDL and do not have their existing user id and password.

- i. Open e-mail and open PDF file viz; 'Windsor e-Voting. pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder "Login"
- iv. Put your user ID and password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of 'eVoting' opens. Click on "e-Voting" -Active Voting Cycles.
- vii. Select Electronic Voting Event Number (EVEN) of Windsor Machines Limited.

- viii. **Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from Wednesday, November 19, 2014 at 10 a.m. and ends on Thursday, December 18, 2014 at 2 p.m.**
- ix. Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the item(s) of business, you will not be allowed to modify your vote.
- xii. Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail premnarayan.cs@gmail.com with a copy marked to evoting@nsdl.co.in

[B] Instructions in respect of e-voting to Members of the Company whose demat account / folio number has already been registered for e-voting services of NSDL

- i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- ii. Click on shareholder- Login
- iii. Enter your User ID and existing password
- iv. Click Login
- v. Home page of "e-Voting" appears. Click on e-Voting - Active Voting Cycles
- vi. Select E-Voting Event Number (EVEN) of Windsor Machines Limited for casting your vote in favour or against the Item (s) of Business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e. up to close of December 18, 2014 at 2 p.m., whichever is earlier).
- vii. **Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from , November 19, 2014 at 10 a.m. and ends on Thursday, December 18, 2014 at 2 p.m.**
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
- x. Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at premnarayan.cs@gmail.com with a copy marked to evoting@nsdl.co.in

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and existing password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the Member.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Members can also update their mobile number and email id in the user profile details of the folio which may be used for sending future communications.

For any further details in this regard, you may contact Link intime India Pvt. Ltd., RTA of the Company located at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078,- (Tel: +91-22-25963838) or Corporate Office of the Company (Windsor Machines Limited, Plot No. 5402-5403, Phase IV, GIDC Vatva, Ahmedabad-382 445 (Tel: 079- 30262100, 079-25841111, 079-25841591-2-3)).



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Registered Office : 102/103, Dev Milan Co. Op. Housing, Society, Next to Tip Top Plaza,
L B S Road, Thane(w) - 400 604. Tel: 022 25836592; Fax: 022 25836285;

Website: www.windsormachines.com;

E-mail : contact@windsormachines.com; investors@windsormachines.com

POSTAL BALLOT FORM

Serial No. :

- 1) Name(s) of Member(s) :
(including Joint-holders, if any)

- 2) Registered Address of the Sole /
First named Member :

- 3) Registered Folio No./
DP ID No./Client ID No.* :
(*Applicable to investors holding
Shares in dematerialized form)

- 4) Number of Shares held :
(on November 7, 2014)

- 5) I/ we hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated November 14,2014 by conveying my/ our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below;

Sr. No.	Description	No. of shares held by Member	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Authority for charge by way of mortgage/ hypothecation of undertaking(s) of the Company u/s 180(1) (a) of the Companies Act, 2013 in favour of specified lenders/ Security Trustees			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password

NOTE: Kindly read the instructions printed overleaf before filling the form.

Last date for receipt of Postal Ballot Forms by Scrutinizer is Thursday, December 18, 2014 upto 2 p.m.

INSTRUCTION

- 1) A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose), sign and send it to the Scrutinizer at the address of the Company in the attached prepaid Business Reply self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in Person at Registered Office of Company or if sent by courier at the expense of the Member, shall also be accepted.
- 2) The self-addressed envelopes bears the name of the Scrutinizer appointed by the Board of Directors/ Committee of the Company.
- 3) This Postal Ballot form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed [as per the specimen signature(s) registered with the Company/ furnished by the Depositories] by the first named Member and in his/her absence, by the next named Member(s). Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
- 4) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected.
- 5) The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio /client ID irrespective of the number of Joint Member(s).
- 6) Duly completed Postal Ballot forms should reach the Company not later than 2 p . m. on December 18, 2014. Postal Ballot forms received after this time and date will be strictly treated as if the reply from such Members has not been received.
- 7) In the case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution /Authorisation.
- 8) Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Share Capital of the Company on Friday November 7, 2014, which is the cut-off date fixed for this purpose.
- 9) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self- addressed postage prepaid Business Reply envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 10) The Scrutinizer's decision on the validity of Postal Ballot shall be final and binding. The result of voting on the resolution will be declared at the Registered Office of the Company on or before December 20, 2014. The result will thereafter be published in newspapers, for the information of the Members.
- 11) The date of declaration of the result of Postal Ballot will be taken to be the date of passing of the special resolution.

In terms of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility for all the Members of the Company to enable them to cast their votes electronically. The detailed procedure regarding e-voting is enumerated in the Notes of the Postal Ballot Notice.