

Date: November 18, 2017

To,
The Secretary,
The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

Company Symbol: WINDMACHIN

Dear Sir,

Sub.: Notice of the Extra-Ordinary General Meeting.

This to inform you that the Extra-Ordinary General Meeting (EGM) of Windsor Machines Limited (the Company) will be held on Tuesday, December 12, 2017, at 3.00 P.M. at The Orchid, Nehru Road, Vile Parle (E), Mumbai - 400 099. Pursuant to regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Notice of EGM is enclosed herewith.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at www.evotingindia.com and the members holding shares either in physical form or in electronic form as on cut-off date (i.e., Tuesday, December 5, 2017) shall only be entitled for availing the remote e-voting facility. Please make note of the following dates for e- voting:

Date and time of commencement of remote e-voting: Saturday, December 9, 2017 at 9.00 A.M.

Date and time of end of remote e-voting: Monday, December 11, 2017 at 5.00 P.M.

The Notice of EGM along with Explanatory statement as required under Section 102 of the Companies Act, 2013 can be downloaded from website of the Company (www.windsormachines.com).

Thanking you,
Yours faithfully,

For WINDSOR MACHINES LIMITED


Priti Patel

Company Secretary and Compliance Officer



Encl.: Notice of EGM



WINDSOR MACHINES LIMITED

(CIN: L99999MH1963PLC012642)

Registered office: 102/103, Devmilan Co. Op. Housing Soc, Next to Tip Top Plaza
L.B.S. Road, Thane West, Maharashtra - 400 604

Tel.: 022 2583 6592, Fax: 022 2583 6285

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

Website: www.windsormachines.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA - ORDINARY GENERAL MEETING OF WINDSOR MACHINES LIMITED WILL BE HELD AT 3:00 P.M. ON TUESDAY, DECEMBER 12, 2017, AT THE ORCHID, NEHRU ROAD, VILE PARLE (E), MUMBAI - 400 099 TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS:

SPECIAL BUSINESS :

1. To amend Articles of Association to enable to issue stock options/share warrants.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), and other provisions of applicable law, the Articles of Association of the Company be and is hereby amended by insertion of the following clause as Clause 3(ba) (immediately following existing clause 3(b) and immediately preceding existing clause 3(c)).”

Powers to issue stock options/share warrants

Subject to the provisions of applicable law and subject to applicable statutory approvals, the Company may issue share warrants/options to any person (whether or not the share/security holders of the Company) which may entitle the holders thereof to subscribe to equity shares or such other securities with or without consideration, and with or without refundable/forfeitable deposit, for such exercise period and on such terms and conditions as the Board (or any Committee duly authorised by the Board) may deem fit. Accordingly the Board/Committee may in its discretion, with respect to any share which is fully paid, upon application in writing signed by the persons registered as holders of the share warrants and authenticated by such evidence (if any) as the Board/Committee may from time to time require as to identify the person signing the application, and on receiving the certificate (if any) of the share warrants and the amount of the stamp duty on the share warrant and such fee as the Board/Committee may from time to time require, issue and allot equity shares or other securities.

2. To issue convertible Warrants on preferential basis.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable rules of the Companies (Share capital and Debentures) Rules, 2014, and other rules as notified under the Companies Act, 2013, and rules and regulations framed thereunder and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI (ICDR) Regulations, 2009), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and enabling provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to requisite approvals, consents, permissions and/or sanctions, if any, of SEBI, the Stock Exchanges and other appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorized to create, issue and allot, from time to time, in one or more tranches, up to 72,14,644

Warrants on a preferential basis (and for the issue and allotment of equity shares on exercise of options attached to such Warrants), to the following allottees (such persons being referred to herein as the “Specified Allottees”) (in respect of whom further details have been provided in the Explanatory Statement to this item as annexed to and forming part of this Notice) entitling the holder of each Warrant, from time to time, to apply for and obtain allotment of one equity share of the face value of ₹ 2/- each against such Warrant (the total warrants collectively referred to hereinafter as the “Warrants”), in one or more tranches, in such manner and at such price and on such terms and conditions as stated in the Explanatory Statement annexed hereto to this Notice and as may be determined by the Board in due compliance with the SEBI (ICDR) Regulations, 2009 and other provisions of the law as may be prevailing at the time, provided that the minimum price at which the equity shares may be so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.”

Sr. No.	Name of Proposed Allottees	No. of Warrants to be Allotted
1	Chartered finance & leasing Limited	58,43,862
2	Mr. Dilip G. Piramal	3,25,000
3	DGP Securities Ltd.	5,65,782
4	Kiddy Plast Ltd.	4,80,000
Total		72,14,644

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Warrants may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to variation of the price or period of exercise of option by Warrant holder(s) as may be decided by the Board/Committee.”

“RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon due exercise of option of the Warrants by Warrant holder(s).”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Relevant Date, as per the SEBI (ICDR) Regulations, 2009, as amended up to date, for the determination of price of the Equity Shares to be issued and allotted upon exercise of right attached to the Warrants referred to above, that is 30 days prior to the date of this Extra - Ordinary General Meeting i.e. December 12, 2017.”

“RESOLVED FURTHER THAT the equity shares allotted on conversion of Warrants in terms of this resolution shall rank pari passu in all respects including as to dividends, with the existing fully paid up equity shares of face of value of ₹ 2/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/Committee be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants convertible into equal number of Equity Shares and issue and listing of the Equity Shares on conversion with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board/Committee in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolutions.”

Registered Office:
102/103, Devmilan Co. Op. Housing Soc.,
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 : Thane
Date : November 10, 2017

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extra - Ordinary General Meeting ("EGM") is annexed hereto.
2. 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.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of their Board Resolution/ Authorisation document authorizing their representatives to attend and vote on their behalf at the Extra - Ordinary General Meeting (EGM).
4. The members are requested to intimate to the Company, queries, if any, at least one week before the date of the meeting, to enable the management to keep the required information available at the meeting.
5. 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.
6. Electronic copy of the Notice of the EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 EGM is being sent in the permitted mode
7. 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 irrespective Depository Participants (DPs) in respect of equity shares held in electronic form.
8. 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).
9. 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.

10. Electronic copy of the Notice of the Extra - Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting along with 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 Extra - Ordinary General Meeting (EGM) 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.
11. Members may also note that the Notice of the Extra - Ordinary General Meeting (EGM) will also be available on the Company's website 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.

12. Voting through Electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies Management and Administration) Rules, 2015, and Regulation 44 of Listing Regulations, the Company is pleased to provide Members with a facility to exercise their right to vote at the Extra - Ordinary General Meeting (EGM) by electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Service Limited (CDSL). The facility for voting through ballot paper will be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be above to exercise their right at the EGM through ballot paper. The Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.

13. Ms. Rama Subramanian, Proprietor of M/s Rama Subramanian, Company Secretaries (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 Extra - Ordinary General Meeting (EGM) 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 December 9, 2017 at 9:00 a.m. and ends on December 11, 2017 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 December 5, 2017 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.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (as printed on the label on the envelop) in the PAN field.
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. 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).

(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 IOS, Android & 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 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.
- (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, under help section or write an email to 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 EGM but before the December 5, 2017 (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 December 9, 2017 at 9:00 a.m. and ends on December 11, 2017 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 December 5, 2017, 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 December 5, 2017 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 December 5, 2017. 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 November 10, 2017 the cut-off date of sending EGM Notice 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.cdslindia.com.
- VII. The Results of the e-voting will be declared not later than three days of conclusion of the EGM i.e. December 15, 2017. 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.cdslindia.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 EGM.

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

Item No. 1

The Company proposes to issue, subject to applicable law, stock options/warrants that would entitle the holder to acquire, on exercise of such options/warrants, equity shares of the Company. Accordingly, for this purpose, it is desired that an enabling/empowering clause may be inserted in the Articles of Association to issue stock options/ share warrants.

The Board recommends this resolution to the members for approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2

In terms of Section 102 of the Companies Act, 2013, Chapter VII of the SEBI (ICDR) Regulations, 2009 and other provisions of applicable law, the following Explanatory Statement sets out all the material facts relating to the Item No. 2 of the accompanying Notice dated November 10, 2017.

Your Company, Windsor Machines Limited ("the Company"), has been exploring options for expansion in existing and allied activities and also investments in profitable avenues that can be combined with existing activities and to raise funds therefor and also generally raise monies for augmenting the requirements of long terms finance to supplement existing funds and debt. The Company is considering and exploring investing in a Company engaged in the business of energy storage solutions including batteries and for this purpose has been in talks with various persons/partners in the industry. The Company has tentatively identified such an entity engaged in such activities where it can strategically invest in and which can be profitably combine with existing activities of the Company. The Company is in discussions and negotiations with them for taking a significant and strategic stake in such entity in such form or manner, of such amount of around ₹ 18 crores for the time being (in tranches) and at such terms and conditions as the Board of Directors may finally decide (such investment being referred to herein as "the Proposed Investment"). The Company will need to raise long term funds for such purpose. The Company also needs to raise long term finance capital expenditure and for other general corporate purposes towards this, the Company considers that long term funds can be raised in the form of equity shares in phases as per requirements so that funds are available as per needs. The Company has considered issue of share warrants ("Warrants") to persons who have expressed interest which will permit raising of initial funds and thereafter raise further funds at later stage on exercise of Warrants by such Warrants holders.

Accordingly, the Company has desired that such funds be raised by way of a preferential issue of Warrants convertible into equity shares to certain specified persons who have expressed interest (as detailed later herein).

Accordingly, the Board of Directors of the Company, at its meeting held on November 10, 2017 had decided that, subject to necessary approval(s), an issue of 72,14,644 Warrants by way of a preferential offer and which would entitle the holders of such Warrants to exercise and acquire into equity shares. The Warrants would be issued to certain specified persons ("the Specified Allottees") as listed later herein. The price at which equity shares shall be issued ("the Issue Price") on exercise of such Warrants over a period of 18 months from the date of allotment shall be the price as determined by the Board of Directors of the Company (or a Committee duly authorised by the Board) but which shall not be less than the price determined as per the SEBI (ICDR) Regulations, 2009.

The Equity Shares allotted pursuant to the Resolution no. 2 (as mentioned in notice dated November 10, 2017) and on exercise of option by Warrant holder shall rank pari- passu in all respects with the existing Equity Shares of the Company. The said equity shares arising on such exercise are proposed to be listed, subject to regulatory approvals and due compliances, on recognised stock exchanges where the equity shares of the Company are presently listed.

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013 and other provisions of applicable law, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by a Special Resolution.

The details of the issue and other particulars as required in terms of SEBI (ICDR) Regulations, 2009 and other provisions of applicable law in relation to the resolution proposed under Item No 2 are given as under:

i. The Objects of the issue through preferential issue:

The proceeds of the preferential issue are proposed to be used to invest in proposed Investment and related purposes, for capital expenditure and for other general corporate purposes.

ii. The intention of the Promoters/Directors/Key Management Personnel to subscribe to the issue:

The preferential issue of Warrants is being made to the Specified Allottees who are not the Promoters of the Company and do not form part of the Promoter Group of the Company. The Promoters and/or the members of the Promoter Group of the Company and the Directors/Key Management Personnel of the Company do not intend to subscribe to the issue of such Warrants.

iii. The Company hereby undertakes that:

- It would re-compute the price of the Warrants specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

iv. Number of Warrants to be issued:

The resolution set out at Item No. 2 of the accompanying Notice authorises the Board to issue to the Specified Allottees upto 72,14,644 Warrants entitling the holder of each Warrant to apply for and obtain allotment of one equity share of face value of ₹ 2/- each against each Warrant in such manner and on such price, terms and conditions as may be determined by the Board in due compliance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and other provisions of applicable law provided that such price shall not be less than the minimum price calculated in accordance with the said Regulations.

It is proposed to issue upto the following number of Warrants to the respective allottees.

Sr. No.	Name of Proposed Allottees	Maximum No. of Warrants to be Allotted
1	Chartered Finance & Leasing Limited	58,43,862
2	Mr. Dilip G. Piramal	3,25,000
3	DGP Securities Ltd.	5,65,782
4	Kiddy Plast Ltd.	4,80,000
Total		72,14,644

v. Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares arising out of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is November 10, 2017, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary general meeting.

vi. Terms including price of Issue of Share Warrants and equity shares arising on conversion of Share Warrants to the Specified Allottees:

- The proposed allottees of Share Warrants shall, on the date of allotment, pay an amount equivalent to at least 25% of the Issue Price fixed per Warrant by the Board of Directors of the Company ("the Issue Price") which price shall not be less than the minimum price calculated in accordance with the of the SEBI (ICDR) Regulations, 2009.

2. The holder of each Warrant will be entitled to apply for and obtain allotment of one equity share of face value of ₹ 2/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches/lots. At the time of exercise of entitlement, the Warrant holder(s) shall pay the balance of the Issue Price towards the subscription to each equity share. The amount so paid will be adjusted/ set-off against the issue price of the resultant Equity shares.
3. If the entitlement against any of the Warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the Warrant holders on such Warrants to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per Warrant by appropriating ₹ 2/- towards equity share capital and the balance of the Issue Price paid against each Warrant, towards securities premium.
5. In the event of the Company making a bonus issue by way of capitalisation of its reserves, prior to allotment of Equity shares resulting from the exercise of the option under the Warrants, the number of shares to be allotted against such Warrants shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium shall stand reduced pro tanto.
6. In the event of the Company making a rights offer by way of issue of new equity shares prior to allotment of Equity shares resulting from the exercise of the option under the Warrants, the entitlement of the Equity shares under the Warrants shall stand increased in the same proportion in the rights offer and such additional equity shares will be offered to the warrant holder(s) at the same price at which the existing shareholders are offered equity shares. Further, in case of any other transaction or event as specified in Regulation 76B of the SEBI (ICDR) Regulations, 2009 takes place, the Issue Price/quantity of equity shares to be issued on exercise of Warrants shall be subject to appropriate adjustments.
7. The Warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
8. The equity shares issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

vii. Basis on which the Issue Price for issue of equity shares on exercise/conversion of the Warrants has been arrived at:

The Issue Price for issue of equity shares on exercise/conversion of the Warrants shall be decided by the Board of Directors but shall not be less than the minimum price calculated in accordance with the of the SEBI (ICDR) Regulations, 2009.

viii. Particulars of subscribers to Warrants/the class or classes of persons to whom the allotment is proposed to be made:

The following are the persons to whom the issue/allotment of Warrants and equity shares arising on conversion of such Warrants is proposed to be made ("the Specified Allottees"):-

Sr. No.	Name of the Proposed Allottees	Maximum number of Warrants proposed to be allotted
1	Chartered Finance & Leasing Limited	58,43,862
2	Mr. Dilip G. Piramal	3,25,000
3	DGP Securities Ltd.	5,65,782
4	Kiddy Plast Ltd.	4,80,000
Total		72,14,644

ix. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the proposed issue of Warrants/equity shares

No issue of Warrants/equity shares is proposed to any Promoters or persons belonging to the Promoter Group or to any Key Managerial Person or any Director.

x. The names/identity of the proposed allottees and the Shareholding Pattern Pre and Post Preferential offer of the equity share capital that may be held by them :

Detail of Proposed allottees/Person Acting in Concert (PAC)/Ultimate Beneficial Owner/their Pre-Post allotment Shareholding are as under:

<u>Group - A</u>								
Sr. No.	Name of the Proposed Allottees	Maximum No. of Warrants to be Allotted	Pre-allotment Holding		Post-allotment Holding		Ultimate Beneficial Owner (UBO)	Sale of equity shares of the company during Six Months preceding the relevant date
			No. of Shares	% of Holding	No. of Shares	% of Holding		
(1)	Chartered Finance & Leasing Limited	58,43,862	Nil	Nil	58,43,862	8.10	Mr. Sanjay Kothari	Nil
Total Shares to be allotted to Group A (1)		58,43,862	Nil	Nil	58,43,862	8.10	-	-
(a)	Detail of Person Acting in Concert (PAC) of Group A (1) is as follows:							
Sr. No.	Name of the PAC	Maximum No. of Warrants to be Allotted	Pre-allotment Holding along with proposed allottee Group A(1)		Post- allotment Holding along with proposed allottee Group A(1)		Ultimate Beneficial Owner (UBO)	Sale of equity shares of the company during Six Months preceding the relevant date
			No. of Shares	% of Holding	No. of Shares	% of Holding		
(i)	-	-	Nil	Nil	Nil	Nil	-	Nil
Total Shares allotted to PAC		-	Nil	Nil	Nil	Nil	-	-
Total Shares to Group A along with PAC		58,43,862	Nil	Nil	58,43,862	8.10	-	-

Group - B								
Sr. No.	Name of the Proposed Allottees	Maximum No. of Warrants to be Allotted	Pre-allotment Holding		Post-allotment Holding		Ultimate Beneficial Owner (UBO)	Sale of equity shares of the company during Six Months preceding the relevant date
			No. of Shares	% of Holding	No. of Shares	% of Holding		
1	Mr. Dilip G Piramal	3,25,000	5,41,000	0.83	8,66,000	1.20	Mr. Dilip G. Piramal	Nil
2	DGP Securities Ltd.	5,65,782	18,05,000	2.78	23,70,782	3.29		
3	Kiddy Plast Ltd.	4,80,000	5,400	0.01	4,85,400	0.67		
Total Shares to be allotted to Group B		13,70,782	23,51,400	3.62	37,22,182	5.16	-	-
(a)	Details of Person Acting in Concert (PAC) of Group B (1), B(2) & B(3) are as follows:							
Sr. No.	Name of the PAC	Maximum No. of Warrants to be Allotted	Pre-allotment Holding along with proposed allottees of Group B(1), B(2) & B(3)		Post- allotment Holding along with proposed allottees of Group B(1), B(2) & B(3)		Ultimate Beneficial Owner (UBO)	Sale of equity shares of the company during Six Months preceding the relevant date
			No. of Shares	% of Holding	No. of Shares	% of Holding		
(i)	DGP Enterprises Pvt. Ltd	Nil	5,00,000	0.77	5,00,000	0.69	Mr. Dilip G. Piramal	Nil
(ii)	DGP Capital Management Ltd.		4,37,236	0.67	4,37,236	0.61		
(iii)	Vibhuti Investments Company Ltd.		31,78,331	4.90	31,78,331	4.41		
(iv)	VIP Industries Ltd.		1,000	0.00	1,000	0.00		
Total shares of PAC of Group B		Nil	41,16,567	6.34	41,16,567	5.71	-	-
Total Shares to Group B along with PAC		13,70,782	64,67,967	9.96	78,38,749	10.87	-	-

The Shareholding pattern giving the present position as also considering full allotment of warrants to the Specified Allottees and equity shares arising out of full conversion of all the Warrants is given below:

Pre-Allotment holding Post-Allotment holding

Sr. No.	Category of shareholders	Pre-allotment Holding		Post-allotment Holding	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Promoter & Promoter group				
	Indian				
a.	Bodies Corporate	3,80,00,012	58.52	3,80,00,012	52.67
	Sub Total (A)	3,80,00,012	58.52	3,80,00,012	52.67
2	Non-Promoters Holding				
a.	Mutual Funds/UTI	15,066	0.02	15,066	0.02
b.	Financial Institutions/Banks	11,812	0.02	11,812	0.02
c.	Foreign Institutional Investors	0	0.00	0	0.00
d.	Individual	87,28,077	13.45	87,28,077	12.10
-	Mr. Dilip G. Piramal	5,41,000	0.83	8,66,000	1.20
e.	Other				
	Trusts	600	0.00	600	0.00
	Hindu Undivided Family	9,24,777	1.42	9,24,777	1.28
	Directors	650	0.00	650	0.00
	Non Resident Indians (Non Repatriable)	77,741	0.12	77,741	0.11
	Non Resident Indians (Repatriable)	60,11,973	9.26	60,11,973	8.33
	Foreign Banks	600	0.00	600	0.00
	Overseas Corporate Bodies	226	0.00	226	0.00
	Clearing Members	7,92,545	1.22	7,92,545	1.10
	Bodies Corporate	80,16,321	12.35	80,16,321	11.11
-	Chartered Finance & Leasing Ltd.	0	0.00	58,43,862	8.10
-	Kiddy Plast Ltd.	5,400	0.01	4,85,400	0.67
-	DGP Securities Limited	18,05,000	2.78	23,70,782	3.29
	Sub-total (B)	2,69,31,788	41.48	3,41,46,432	47.33
	Total	6,49,31,800	100.00	7,21,46,444	100.00

The percentage of post preferential issue capital that may be held by the proposed allottee(s) is as follows:

Sr. No.	Name of Proposed Allottees	Pre-allotment Holding		Post-allotment Holding	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Chartered Finance & Leasing Limited	Nil	Nil	58,43,862	8.10
2	Mr. Dilip G. Piramal	5,41,000	0.83	8,66,000	1.20
3	DGP Securities Ltd.	18,05,000	2.78	23,70,782	3.29
4	Kiddy Plast Ltd.	5,400	0.01	4,85,400	0.67
Total		23,51,400	3.62	95,66,044	13.26

xi. Proposed time within which the allotment of Warrants shall be completed.

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue or in the event allotment of Warrants would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

xii. The change in control, if any, in the Company that would occur consequent to the preferential issue.

There will be neither any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern, consequent to preferential allotment and issue of equity shares on exercise of the Warrants, which will result in the corresponding change in the voting rights to the extent of the Equity Shares issued to the Specified Allottees.

xiii. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

No allotment of securities has been made during the current financial year to any person on a preferential basis till the date of this Notice.

xiv. Consideration for issue of Warrants/equity shares

The consideration in the form of Issue Price for issue of Warrants and equity shares arising on conversion of Warrants shall be paid in cash and not in consideration other than cash.

xv. Lock-in of the Warrants and the equity shares on exercise of such Warrants

The Warrants and the Equity Shares allotted on the exercise of such Warrants shall be locked in the manner specified, during the lock-in period so specified, in the SEBI (ICDR) Regulations, 2009 except to the extent and in the manner permitted thereunder.

xvi. Others:

The certificate of the Statutory Auditors to the effect that the present preferential offer is being made in accordance with and in compliance of the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be placed before the shareholders at the meeting and will be open for inspection at the Registered office of the Company on all working days between 10.00 a.m. to 12.30 p.m. prior to the date of the Extra - Ordinary General Meeting and will also be available for inspection at the Meeting.

As it is proposed to issue Warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013, applicable rules of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of the SEBI (ICDR) Regulations, 2009.

Your Directors, therefore, recommend the resolution for approval of members.

Except Mr. M. K. Arora, who is a director of Kiddy Plast Limited (not holding any equity share capital of Kiddy Plast Limited), none of the Directors or Key Managerial Personnel (KMP) or the respective relatives of Directors and KMPs of the Company are in any way concerned or interested, financially or otherwise, in the proposed resolution.

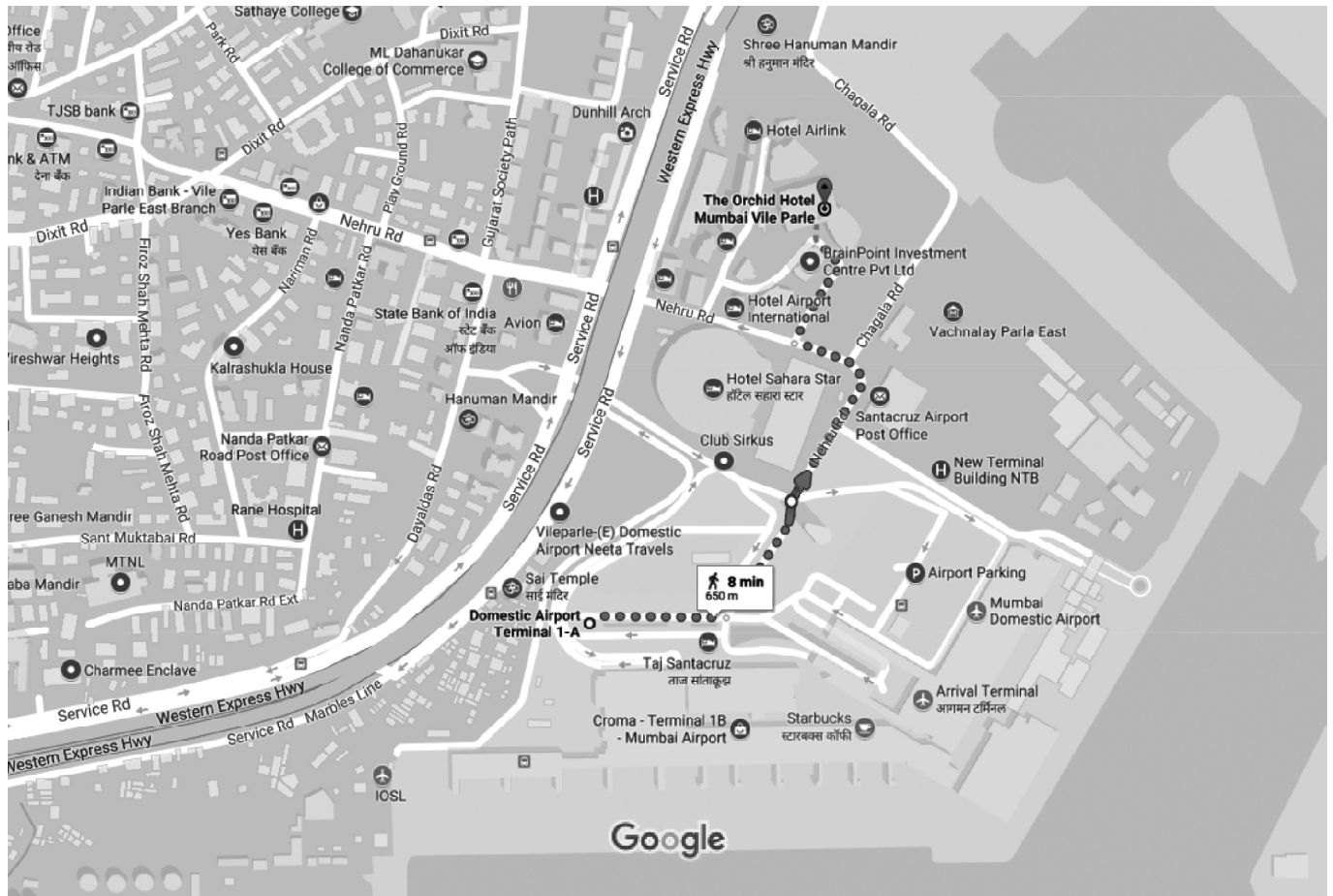
Registered Office:
102/103, Devmilan Co. Op. Housing Soc.,
Next to Tip Top Plaza
L.B.S. Road,
Thane (w) - 400 604

By Order of the Board of Directors

Priti Patel
Company Secretary

Place : Thane
Date : November 10, 2017

ROUTE MAP TO VENUE OF EGM AS PER REQUIREMENTS OF SECRETARIAL STANDARDS (SS-2)



LANDMARK: NEAR DOMESTIC AIRPORT-MUMBAI

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WINDSOR MACHINES LIMITED

(CIN: L99999MH1963PLC012642)

Regd. office: 102/103, Devmilan Co. Op. Housing Soc., Next to Tip Top Plaza L.B.S. Road,
Thane West, Maharashtra - 400 604. Tel.: 022 2583 6592, Fax: 022 2583 6285

E-mail: investors@windsormachines.com, contact@windsormachines.com Website: www.windsormachines.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

Name and address of the registered member:	
DP Id* :	Folio No. :
Client Id* :	No. of Shares :

I hereby record my presence at the Extra - Ordinary General Meeting (EGM) of the Company held on Tuesday, December 12, 2017, at 3:00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai - 400 099.

Signature of Shareholder/ Proxy

*Applicable for investors holding shares in electronic form.

Note : Person attending the Meeting is requested to bring this Attendance Slip and Notice with him/her. Duplicate Attendance Slip and Notice will not be issued at the Extra - Ordinary General Meeting.



WINDSOR MACHINES LIMITED

(CIN: L99999MH1963PLC012642)

Regd. office: 102/103, Devmilan Co. Op. Housing Soc., Next to Tip Top Plaza L.B.S. Road,
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E-mail: investors@windsormachines.com, contact@windsormachines.com Website: www.windsormachines.com

PROXY FORM

*(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and administration) Rules, 2014)*

Name of the member(s):	e-mail Id:
Registered address:	Folio No/ *Client Id: * DP Id :

I/We, being the member (s): of _____ Shares of Windsor Machines Limited (the Company), hereby appoint:

- 1) _____ Having e-mail id _____ or failing him
2) _____ Having e-mail id _____ or failing him
3) _____ Having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra - Ordinary General Meeting (EGM) of the Company held on Tuesday, December 12, 2017, at 3:00 p.m. at The Orchid, Nehru Road, Vile Parle (E), Mumbai - 400 099 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For	Against
1	Alteration of Articles of Association pursuant to Section 14 of the Companies Act, 2013 of the Company to insert a Specific Clause for the Issue of Warrants.		
2	Issue of upto 72,14,644 Warrants convertible into Equity Shares of the Company on preferential basis to specified allottees.		

Signed this.....day of.....2017

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix a
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Stamp

NOTES:

- This form of proxy in order to be effective should be duly completed and signed, deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as proxy holder thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she wishes.
- In the case of joint holders, the signature of anyone holder will be sufficient but names of all the joint holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.

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WINDSOR MACHINES LIMITED

(CIN: L99999MH1963PLC012642)

Regd. office: 102/103, Devmilan Co. Op. Housing Soc., Next to Tip Top Plaza L.B.S. Road,
Thane West, Maharashtra - 400 604. Tel.: 022 2583 6592, Fax: 022 2583 6285

E-mail: investors@windsormachines.com, contact@windsormachines.com Website: www.windsormachines.com

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/Folio No.	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions(s) as specified in the Notice of Windsor Machines Limited dated November 10, 2017, to be passed at the Extra - Ordinary General Meeting of the Company, for the businesses stated in the said notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Resolution No.	Special Resolutions	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	I/We abstain to vote on the resolution (Abstain)
Special Business				
1.	Alteration of Articles of Association pursuant to Section 14 of the Companies Act, 2013 of the Company to insert a Specific Clause for the Issue of Warrants.			
2.	Issue of upto 72,14,644 Warrants convertible into Equity Shares of the Company on preferential basis to specified allottees.			

Place :

Date :

Signature of Member

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