

May 28, 2026

To,  
**BSE Limited.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**National Stock Exchange of India Limited.**  
Exchange Plaza, Plot No. C/ 1, G Block,  
Bandra- Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Scrip Code:** 522029

**Trading Symbol:** WINDMACHIN

**Subject: Submission of the Notice of Postal Ballot Through remote e-voting and details of e-voting.**

**Reference: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")**

Dear Sir/Madam,

With reference to the captioned subject and Pursuant to Regulation 30 of SEBI LODR Regulations, please find enclosed a copy of the Notice of Postal Ballot along with the Explanatory Statement, seeking approval of the Members by way of a remote e-voting process for the following resolutions:

<b>Sr. No</b>	<b>Type of Resolution</b>	<b>Particulars</b>
1	Special Resolution	<b>Approval to sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Building Construction and fixed assets attached to the construction located at Plots No. E-6 and E-6(A), Wagale (Thane) Industrial Area, Maharashtra, under Section 180(1)(a) of the Companies Act, 2013</b>
2	Special Resolution	<b>To approve the increase in the limit of managerial remuneration payable to Mr. Vinay Bansod, (DIN: 09168450) Whole Time Director and Chief Executive Officer of the Company.</b>
3	Special Resolution	<b>To approve the appointment of Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) as an Executive Director of the Company for the term of 3 (three) consecutive years.</b>

In accordance with the applicable guidelines/ circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Notice of Postal Ballot is being sent by email only, to the members whose e-mail addresses are registered with the Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited (collectively referred to as 'Depositories') as on Friday, May 22, 2026 (the 'Cut-off date').

Email : [contact@windsormachines.com](mailto:contact@windsormachines.com)  
Website : [www.windsormachines.com](http://www.windsormachines.com)  
Contact Number: +91 79 69360300/01  
CIN : L99999GJ1963PLC168458



**WINDSOR MACHINES LIMITED**  
**Registered Office:** Floor No. 3 & 4, Corporate House No. 6, Block B, Magnet Corporate Park, Off. S G Highway, Thaltej, Ahmedabad, Gujarat, India, 380054

The Company has engaged Central Depository Services Limited ('CDSL') to provide remote e-voting facility to the members. The remote e-voting facility shall commence at 9.00 A.M. (IST) on Friday, May 29, 2026 and conclude at 5.00 P.M. (IST) on Saturday, June 27, 2026. The results of the postal ballot will be declared on or before Monday, June 29, 2026.

The above notice shall be available at the website of the Company at [www.windsormachines.com](http://www.windsormachines.com).

Kindly take the above information on your records.

For **Windsor Machines Limited**

**Rohit Sojitra**  
Company Secretary and Compliance Officer

Encl: a/a



**WINDSOR MACHINES LIMITED**

**Corporate Identification Number:** L99999GJ1963PLC168458

**Registered Office Address:** Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat, **Website:** [www.windsormachines.com](http://www.windsormachines.com)

**Email ID:** [contact@windsormachines.com](mailto:contact@windsormachines.com), **Contact Number:** +91 79 69360300/01

**POSTAL BALLOT NOTICE**

**Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), and with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), to transact the items of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of Windsor Machines Limited (“The Company”) (as on the **Cut-off Date**), through Postal Ballot (“the Postal Ballot”) by voting through electronic means (“remote e-voting”) only for the following resolution:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	Approval to sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Building Construction and fixed assets attached to the construction located at Plots No. E-6 and E-6(A), Wagale (Thane) Industrial Area, Maharashtra, under Section 180(1)(a) of the Companies Act, 2013.
2	Special Resolution	To approve the increase in the limit of managerial remuneration payable to Mr. Vinay Bansod, (DIN: 09168450) Whole Time Director and Chief Executive Officer of the Company.
3	Special Resolution	To approve the appointment of Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) as an Executive Director of the Company for the term of 3 (three) consecutive years.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and COP No: 10964) as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting Period	9.00 A.M. (IST) on Friday, May 29, 2026
Conclusion of e-voting period	5.00 P.M. (IST) on Saturday, June 27, 2026
Cut-off date for eligibility to vote	Friday, May 22, 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Saturday, June 27, 2026 and will be disallowed thereafter.

The Scrutinizer will submit her report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within Two working days from the conclusion of the e-voting period. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The results will also be displayed on the Company’s website i.e. <https://windsormachines.com/>.

The last date of e-voting, i.e. Saturday, June 27, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESSES:**

**ITEM NO 01: Approval to sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Building Construction and fixed assets attached to the construction located at Plots No. E-6 and E-6(A), Wagale (Thane) Industrial Area, Maharashtra, under Section 180(1)(a) of the Companies Act, 2013.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the provisions of the Memorandum and Articles of Association of the Company, any other applicable law for the time being in force and subject to such other approvals, consents, permissions and sanctions from any regulatory or governmental authority or third party as may be required and which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to 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 constitute for this purpose),

- to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies as the case may be, in particular the Industrial land/plots admeasuring land area approx. total 21,912 square meters together with building, structures, rights and fixtures thereon located at plot no. E-6 and E-6(A), Wagale Thane Industrial Area, village - Panchpakhadi, Taluka & District - Thane, Maharashtra (hereinafter referred to as “the said property”)

to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/assignee(s) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, Sale agreements, deeds of conveyance and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

**ITEM NO 02: To approve the increase in the limit of managerial remuneration payable to Mr. Vinay Bansod, (DIN: 09168450) Whole Time Director and Chief Executive Officer of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 198, 203 and other applicable provision(s), if any, of the Companies Act, 2013, (the Act) read with the Schedule V of the Act and the Rule(s) made thereunder, including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the applicable Regulation(s), if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in furtherance to the Special Resolution passed by the members via the Postal Ballot dated August 30, 2024 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded to increase the limit for the payment of managerial remuneration to Mr. Vinay Bansod (DIN: 09168450), Whole Time Director (‘WTD’) and Chief Executive Officer(‘CEO’), with effect from April 01, 2026 till the conclusion of his tenure on May 12, 2027 (both days inclusive) on such terms and conditions set out in the Explanatory Statement annexed to this Notice of Postal Ballot, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the his remaining tenure, which may exceed the limits prescribed under the Section 197 of the Act read Schedule V thereof.

**RESOLVED FURTHER THAT** the extent and scope of Salary and Perquisites as specified in the Explanatory Statement, attached to this notice, be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 & Rules framed thereunder in force for the payment of managerial remuneration during the remaining tenure of Mr. Vinay Bansod (DIN: 09168450), as the WTD and CEO without the matter being referred to the Company in General Meeting again.”

**RESOLVED FURTHER THAT** the extent and scope of Salary and Perquisites as specified in the Explanatory Statement, attached to this notice, be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 & Rules framed thereunder in force for the payment of managerial remuneration during the tenure of Mr. Vinay Bansod as the Whole-time Director designated as the Executive Director without the matter being referred to the Company in General Meeting again.

**RESOLVED FURTHER THAT** Mr. Vinay Bansod, WTD & CEO of the Company shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other

privileges, as may from time to time, be available to other Senior Executives of the Company, as per Company's Policy.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things or delegate all or any of its powers in favour of any committee/director/company official, as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

**ITEM NO 03: To approve the appointment of Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) as an Executive Director of the Company for the term of 3 (three) consecutive years.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (the Act) read with the Schedule V of the Act and the Rule(s) made thereunder, including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 17(1C) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) as amended from time to time, and the Articles of Association of the Company, **Mr. Dharmendra Becharbhai Varasada (DIN: 09176580)**, who was appointed as an Additional Director, and designated as an Executive Director of the Company by the Board of Directors, based on the recommendation of Nomination & Remuneration Committee, in their meeting held on May 09, 2026, pursuant to the provisions of Section 161 of the Act, and on such terms and conditions, including remuneration as set out in his Service Agreement and in the explanatory Statement annexed to this Notice of Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment which may exceed the limits prescribed under the Section 197 of the Act read Schedule V thereof), 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 Executive Director of the Company for the term of three years with effect from May 09, 2026, who shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Act read with the Schedule V of the Act and the Rule(s) made thereunder, including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and as per relevant provisions of Regulation 17 of SEBI LODR Regulations, as recommended by Nomination & Remuneration Committee and approved by Board of Directors, the consent of Members be and is hereby accorded for payment of Remuneration not exceeding Rs. 96,00,004 per annum to Mr. Dharmendra Becharbhai Varasada (DIN: 09176580), as Executive Director of the Company which may in respect of any financial year/(s) exceed the limit provided under regulation of the SEBI LODR Regulations and Section 197 of the Act read with Schedule V thereof or any such amendment thereto;

**RESOLVED FURTHER THAT** Mr. Dharmendra Becharbhai Varasada (DIN: 09176580), Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may from time to time, be available to other Executives of the Company, as per Company Policy.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things or delegate all or any of its powers in favour of any committee/company official, as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the said maximum permissible limit and in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

**Date: May 09, 2026**

**Place: Rajkot**

**By Order of the Board  
Windsor Machines Limited**

**Registered Office:**

**Floor 3 & 4, Corporate House No. 06, Block B,  
Magnet Corporate Park, OFF. S G Highway,  
Thaltej, Ahmedabad-380054, Gujarat**

**Contact: +91 79 69360300/01**

**Email: [cs@windsormachines.com](mailto:cs@windsormachines.com)**

**Website: [www.windsormachines.com](http://www.windsormachines.com)**

**CIN: L99999GJ1963PLC168458**

**Sd/-**

**Rohit Sojitra**

**Company Secretary &**

**Compliance Officer**

**ICSI Membership No: A53623**

**Notes:**

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the SEBI Listing Regulations as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
- (2) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
- (3) The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 22, 2026 (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (“RTA”).
- (4) As per the MCA Circulars, physical copy of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Company has engaged the services of CDSL to provide remote e-voting facility to its members.
- (5) A copy of the Postal Ballot Notice is available on the website of the Company at <https://windsormachines.com/> website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of our e-voting agency i.e. CDSL e-voting website at [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

- (6) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- (7) After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Gujarati newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: <https://windsormachines.com/>.
- (8) The remote E Voting will commence on 9.00 A.M. (IST) on Friday, May 29, 2026 and will end on 5.00 P.M. (IST) on Saturday, June 27, 2026. The remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.
- (9) Once the votes on the subject Resolution are casted by the Members, the Members shall not be allowed to change these subsequently.
- (10) The Company has appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS-15923 and COP No: 10964), to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner. The scrutinizer has communicated her willingness for such appointment and will be available for the same.
- (11) The Scrutinizer will submit her report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, within 2 (two) working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
- (12) The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Saturday, June 27, 2026, i.e. the last date specified for receipt of votes through the remote e-voting process.

Information at a Glance:

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	Friday, May 22, 2026
Voting start date and time	9.00 A.M. (IST) on Friday, May 29, 2026
Voting end date and time	5.00 P.M. (IST) on Saturday, June 27, 2026
Name, address and Contact details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> E-mail: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> Contact Tel: +91 22 4918 6200,
Name, address and contact details of e-voting service provider	Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Website: <a href="http://www.cdslindia.com">www.cdslindia.com</a> E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact Tel: 1800 22 55 33

Name and contact details for clarifications	Rohit Sojitra Company Secretary & Compliance Officer Windsor Machines Limited Correspondence Address: Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat E-mail: <a href="mailto:cs@windsormachines.com">cs@windsormachines.com</a> Contact Tel: +91 79 69360300/01
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## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 9.00 A.M. (IST) on Friday, May 29, 2026 and ends on 5.00 P.M. (IST) on Saturday, June 27, 2026. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, May 22, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Master Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen</li> </ol>

	will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their  <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at : 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 and 022-2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVS**N for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload **BR/POA** if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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 at the email address viz; [cs@windsormachines.com](mailto:cs@windsormachines.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI LODR REGULATIONS, AND CIRCULARS ISSUED THEREUNDER, AND SECRETARIAL STANDARD 2 FORMING PART OF THE NOTICE OF THE POSTAL BALLOT**

**ITEM NO 01: Approval to sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Building Construction and fixed assets attached to the construction located at Plots No. E-6 and E-6(A), Wagale (Thane) Industrial Area, Maharashtra, under Section 180(1)(a) of the Companies Act, 2013.**

The Board of Directors of the Company has approved the proposal for sale of Industrial Plots along with the existing building and structures standing thereon situated at plot no. E-6 and E-6(A), Wagale Thane Industrial Area, village - Panchpakhadi, Taluka & District - Thane, Maharashtra (herein after referred as "Thane Plant") admeasuring land area approx. total 21,912 square meters, subject to necessary due diligence, approvals, consents, permissions from the shareholders of the Company or concerned authorities, if any to one or more parties in part, piecemeal or in full.

The Company has planned to monetise its assets in order to utilise the funds towards expansion of its operations. In this regard, the Company's Thane Plant is presently non-operational and no longer required for business purposes. Accordingly, the proposed sale of the industrial plots will not have any adverse impact on the business operations of the Company and is considered to be in the best interest of the shareholders of the Company.

Pursuant to the Section 180(1)(a) of the Companies Act, 2013, the Company requires the approval of the member of the Company by way of Special Resolution:

- to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies as the case may be, in particular the Industrial land/plots admeasuring land area approx. total 21,912 square meters together with building, structures, rights and fixtures thereon located at plot no. E-6 and E-6(A), Wagale Thane Industrial Area, village - Panchpakhadi, Taluka & District - Thane, Maharashtra

The consideration to be received on said sale, transfer, conveyance, assignment or lease of above property shall be utilized towards expansion of the Company's operations.

Further, the Company is in the process of negotiating the terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on May 09, 2026 has, subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer, convey, assign, lease or otherwise dispose of the Company's immovable property as stated above along with building, structures, rights and fixtures thereon, to any person(s) and/or entity(ies) as may be determined by the Board or the Director or Key Managerial Personnel duly authorised by the Board of Directors including finalization of the suitable purchaser(s)/ assignee(s)/ counterparty(ies)/ lessee(s) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, agreement for sale, lease deeds, deeds of conveyances and such other documents in the best interest of the Company.

The Board recommends passing of the Special Resolution as set out in item no 01 of this Notice for approval by the Members.

None of the Director or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no 01 of the Notice respectively, except to the extent of their shareholding, if any, in the Company.

**ITEM NO 02: To approve the increase in the limit of managerial remuneration payable to Mr. Vinay Bansod, (DIN: 09168450) Whole Time Director ('WTD') and Chief Executive Officer ('CEO') of the Company.**

Mr. Vinay Bansod (DIN: 09168450) has been re-appointed as WTD and CEO of the Company, on based on the recommendation of Nomination and Remuneration Committee, by the Board of Directors in its meeting held on May 28, 2024 and by shareholders of the Company through the Special Resolution passed via Postal Ballot dated August 30, 2024, for a further period of 3 years with effect from May 13, 2024 to May 12, 2027 based on his skills, experience, knowledge and performance evaluation.

With the considering of experience, leadership capabilities and contribution of Mr. Vinay Bansod (DIN: 09168450), the Board of Directors of the Company ('the Board') in its meeting held on May 09, 2026, on the recommendation of the Nomination and Remuneration Committee, approved the increase the limit of managerial remuneration of Mr. Vinay Bansod (DIN: 09168450), WTD and CEO of the Company from Rs. 92,50,009/- per annum to Rs.1,00,00,000/- per annum as fixed remuneration and additional Rs. 45,00,000/- per annum as variable performance pay including contribution to provident fund and gratuity, while the other existing terms & conditions of remuneration shall remain unchanged, with effect from April 01, 2026, till the conclusion of his remaining tenure on May 12, 2027 subject to the approval of the members of the Company.

The details of Mr. Vinay Bansod (DIN: 09168450) for variation of the terms of remuneration pursuant to Secretarial Standards-2 on General Meetings are enclosed as 'Annexure-A' and The Statement containing the additional information as required under Schedule V of the Companies Act, 2013 including brief profile is annexed as 'Annexure-B'.

In accordance with applicable provisions of the SEBI LODR Regulations and provisions of Section 197 of the Companies Act, 2013 read with the Schedule V thereto, Remuneration payable to Mr. Vinay Bansod (DIN: 09168450), requires approval of Members by way of Special Resolution. Therefore, the Board recommends the Special Resolution as set out in item no. 02 of this Notice for approval by the Members.

In terms of Section 102(1) of the Companies Act, 2013, except Mr. Vinay Bansod (DIN: 09168450), WTD & CEO of the Company and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO 03: To approve the appointment of Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) as an Executive Director of the Company for the term of 3 (three) consecutive years.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 09, 2026 has appointed Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) as an Additional Director of the Company with effect from May 09, 2026 subject to the approval of the shareholders.

Further, pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, Therefore, the approval of the members is sought through this postal ballot to comply with the said

Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

The Company has received a notice in writing under the provision of Section 160 of the Act, from a member proposing the candidature of Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) for the office of Director of the Company.

Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) has given his consent to act as an Executive Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act or not debarred from holding or being appointed to the office of director pursuant to any SEBI order or any other authority or department and has not been convicted of any offence in connection with the said appointment.

The details of Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) for his appointment as an Executive Director pursuant to Regulation 36 of the SEBI LODR Regulations and Secretarial Standards-2 on General Meetings are enclosed as 'Annexure-A' and The Statement containing the additional information as required under Schedule V of the Companies Act, 2013 including brief profile is annexed as 'Annexure-B'.

In accordance with applicable provisions of the SEBI LODR Regulations and Provisions of Section 197 of the Companies Act, 2013 read with the Schedule V thereto, Remuneration payable to Mr. Dharmendra Becharbhai Varasada (DIN: 09176580), requires approval of Members by way of Special Resolution. Therefore, the Board recommends the Special Resolution as set out in item no. 03 of this Notice for approval by the Members.

In terms of Section 102(1) of the Companies Act, 2013, except Mr. Dharmendra Becharbhai Varasada (DIN: 09176580), additional director of the Company and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**Date: May 09, 2026**

**Place: Rajkot**

**By Order of the Board  
Windsor Machines Limited**

**Registered Office:**  
**Floor 3 & 4, Corporate House No. 06, Block B,**  
**Magnet Corporate Park, OFF. S G Highway,**  
**Thaltej, Ahmedabad-380054, Gujarat**  
**Contact: +91 79 69360300/01**  
**Email: [cs@windsormachines.com](mailto:cs@windsormachines.com)**  
**Website: [www.windsormachines.com](http://www.windsormachines.com)**  
**CIN: L99999GJ1963PLC168458**

**Sd/-**  
**Rohit Sojitra**  
**Company Secretary &**  
**Compliance Officer**  
**ICSI Membership No: A53623**

**‘Annexure-A’**

The details of Mr. Vinay Bansod (DIN: 09168450) for variation of the terms of his remuneration and Mr. Dharmendra Becharbhai Varasada (DIN: 09176580) for his appointment pursuant to Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI LODR Regulations respectively as applicable are as under:

<b>Name</b>	Mr. Vinay Bansod	Mr. Dharmendra Becharbhai Varasada
<b>Director Identification Number (DIN)</b>	09168450	09176580
<b>Designation</b>	WTD and CEO	Executive Director
<b>Date of Birth</b>	August 19, 1972	March 15, 1982
<b>Age</b>	53 years	44 years
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board of Directors</b>	May 13, 2021	May 09, 2026
<b>Shares held as on date of appointment</b>	Nil	19,54,652 equity shares (2.14 % of total number of equity shares)
<b>Brief Resume, Background, Profile, Experience, Nature of Expertise in specific functional areas, Skills and Qualifications or award or Recognition.</b>	He is a bachelor of engineering graduated from Govt. College of Engineering, Amravati (Maharashtra) having a vast experience of over 30 years with core skills of strategic planning & execution, costs optimisations for the machines and operations, technology transfers and developments, AI etc. He is associated with the Company from the last Fifteen years, from February 01, 2011 onwards.	He has more than 2.5 decades technical experience in the field of machines manufacturing. He is the technical brain in the success of Global CNC Private Limited, erstwhile wholly owned subsidiary and amalgamated with the Windsor Machines Limited. He is responsible for the oversight of the Company's production, technology solutions, and service functions. He focuses on driving growth with extensive technical experience in production of Plastic Injection Moulding Machines, Pipe Extrusion Machines, Blown Film Machines, CNC Machines, VMC Machines, SPM Machines, and Fixtures.
<b>Job profile and his suitability</b>	He is working as Whole-time Director and CEO of the Company, to manage the whole business and affairs of the Company.	He shall devote his whole time and attention to the activities related to the machines manufacturing, technology solutions, and service functions of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the Company and one or more of its associated companies and/or subsidiaries, including performing duties as to be assigned

		by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company. Considering his knowledge of various aspects relating to the Company's business and long business experience and expertise, the Board of Directors is of the opinion that for smooth and efficient running of the business, his services should be available to the Company.												
<b>Past Remuneration</b>	Total CTC is Rs. 92,50,009/- per annum.	Total CTC is Rs. 70,01,031/- per annum.												
<b>Details of remuneration sought to be paid or remuneration proposed</b>	Total proposed CTC is Rs. 1,00,00,000/- per annum as fixed remuneration and additional Rs. 45,00,000/- per annum as variable performance pay	Total proposed CTC is Rs. 96,00,004/- per annum as fixed remuneration.												
<b>the number of Meetings of the Board attended during the year</b>	He has attended 7 (Seven) Meetings of the Board of Directors of the Company during the financial year ended March 31, 2026.	Not Applicable												
<b>Name of listed entities in which board position currently held</b>	None	None												
<b>Name of listed entities from which the person has resigned in the past three years</b>	None	None												
<b>Directorship held in other companies (excluding foreign companies)</b>	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Designation</th> <th>Date of Appointment</th> </tr> </thead> <tbody> <tr> <td>Plastics Machinery Manufacturers Association Of India</td> <td>Director</td> <td>24/09/2021</td> </tr> </tbody> </table>	Name of the Company	Designation	Date of Appointment	Plastics Machinery Manufacturers Association Of India	Director	24/09/2021	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Designation</th> <th>Date of Appointment</th> </tr> </thead> <tbody> <tr> <td>Markon Lifecare Private Limited</td> <td>Director</td> <td>31/08/2021</td> </tr> </tbody> </table>	Name of the Company	Designation	Date of Appointment	Markon Lifecare Private Limited	Director	31/08/2021
Name of the Company	Designation	Date of Appointment												
Plastics Machinery Manufacturers Association Of India	Director	24/09/2021												
Name of the Company	Designation	Date of Appointment												
Markon Lifecare Private Limited	Director	31/08/2021												
<b>Memberships/ Chairmanships of other committees of other public companies</b>	As on date, he is no chairman or member of any committee of any other public company.	As on date, he is no chairman or member of any committee of any other public company.												
<b>Relationship between Directors/ Key Management Personnel and their relatives</b>	He is not a relative of any of the directors/ Key Management Personnel and their relatives, of the Company	He is not a relative of any of the directors/ Key Management Personnel and their relatives, of the Company.												
<b>Terms and Conditions of Appointment/re-appointment</b>	Not Applicable	As set out in Special Resolution and Explanatory Statement in Item No. 03.												

**‘Annexure-B’**

**Statement containing additional information as required in Schedule V of the Companies Act, 2013 is under:**

<b>I GENERAL INFORMATION</b>					
<b>1</b>	<b>Nature of Industry</b>	The Company is engaged in the manufacturing, marketing, and selling of Plastic Processing Machinery including injection moulding, pipe extrusion, and blown film lines, and Computer Numerical Control (CNC), Vertical Machining Center (VMC) and Special Purpose Machines (SPM) in India and abroad			
<b>2</b>	<b>Date or expected date of commencement of commercial production</b>	The Company was incorporated and commenced its business on May 04, 1963. The Corporate Identity Number (CIN) of the Company is L99999GJ1963PLC168458.			
<b>3</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable			
<b>4</b>	<b>Financial performance based on Audited Standalone Financial Statements of the Company as under:</b>	<b>(Rs. In Lakhs)</b>			
		Particulars	March 31, 2026	March 31, 2025	March 31, 2024
		Gross Turnover & Other Income	57,026.03	32,895.27	34,255.69
		Net profit/(loss) after tax as per Statement of Profit & Loss	(443.35)	(2,527.19)	342.09
		Net Worth	48,822.66	70,100.30	28,443.12
<b>5</b>	<b>Foreign investments or collaborators, if any</b>	Not Applicable as the Company has not entered into any foreign collaboration.			

<b>II INFORMATION ABOUT THE APPOINTEE:</b>			
<b>Sr. No</b>	<b>Particulars</b>	<b>Mr. Vinay Bansod</b>	<b>Mr. Dharmendra Becharbhai Varasada</b>
<b>1</b>	<b>Background details</b>	As mentioned above in ‘Annexure-A’	As mentioned above in ‘Annexure-A’
<b>2</b>	<b>Past Remuneration</b>	Total CTC is Rs. 92,50,009/- per annum.	Total CTC is Rs. 70,01,031/- per annum.
<b>3</b>	<b>Recognition or awards</b>	As mentioned above in ‘Annexure-A’	As mentioned above in ‘Annexure-A’
<b>4</b>	<b>Job profile and his suitability</b>	As mentioned above in ‘Annexure-A’	As mentioned above in ‘Annexure-A’
<b>5</b>	<b>Remuneration proposed</b>	Total proposed CTC is Rs. 1,00,00,000/- per annum as fixed remuneration and additional Rs. 45,00,000/- per annum as variable performance pay	Total proposed CTC is Rs. 96,00,004/- per annum as fixed remuneration.

6	<b>The proposed remuneration compares well with industry practices, size of the Company and individual profile</b>	He has expertise and vast experience in core skills of strategic planning and execution, costs optimisations for the machines and operations, technology transfers and developments, AI etc. for more than three decades. His respective skill sets and experience place him in a correspondingly equal position at the industry level in India. Considering of the said, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India	He has expertise and vast experience in machine industry and handling various areas of the business for more than two and half decades. His respective skill sets and experience place him in a correspondingly equal position at the industry level in India. Considering of the said, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India
7	<b>The Details of the shareholding, along with his relative(s) in the Company</b>	As mentioned above in 'Annexure-A'	As mentioned above in 'Annexure-A'
8	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</b>	Except for the remuneration and his shareholding, if any, in the Company, he does not have any pecuniary relationship with the Company or with any Managerial personnel or other directors.	Except for the remuneration and his shareholding in the Company, he does not have any pecuniary relationship with the Company or with any Managerial personnel or other directors.

### III OTHER INFORMATION

1	<b>Reasons of loss or inadequate profits</b>	The Company posted a loss of Rs. 4.43 crore on a standalone basis for the year ended March 31, 2026. This was primarily due to Exceptional items of Rs. 11.61 crore (refer note 7 to quarterly financials) accounted during the year for one time settlement amount paid to Vatva, Chattral & Thane workmen on plant shifting to Chibhda, Rajkot.
2	<b>Steps taken or proposed to be taken for improvement</b>	The aforesaid expenditure was exceptional and one-time in nature and is not expected to recur in future years. The consolidation and shifting of operations to Chibhda, Rajkot is expected to result in improved operational efficiency, cost optimization and better utilization of resources.
3	<b>Expected increase in productivity and profits in measurable terms</b>	The Company expects improvement in operational productivity and profitability in the coming years on account of streamlined operations, reduction in overhead costs and enhanced efficiencies arising from consolidation of manufacturing activities at Chibhda, Rajkot.