

**49th**  
ANNUAL REPORT  
**2011-2012**



**WINDSOR MACHINES LIMITED**

### Board of Directors

Mr. K. C. Gupte - Executive Director  
Mr. P. C. Kundalia  
Mr. M. K. Arora  
Mr. Jayant Thakur  
Mr. Nirmal Gangwal  
Mr. Pushp Raj Singhvi

### Company Secretary

Ms. Priti Patel

### Auditors

Haribhakti & Co.  
Chartered Accountants

### Banker

YES Bank Ltd.

### Registered Office

102/103, Dev Milan Co. Op. Housing  
Society, Next to Tip Top Plaza,  
L B S Road, Thane(w) - 400 604.

### Corporate Office

Plot 5402-5403, Phase IV, GIDC,  
Vatva, Ahmedabad-382 445.

### Plant Location

Thane :  
Plot E-6, U2 Road,  
Wagle Industrial Estate,  
Thane - 400 604.

Vatva :  
Plot 5402-5403, Phase IV, GIDC,  
Vatva, Ahmedabad-382 445.

Chhatral :  
Plot No.6 & 7, GIDC Ind. Estate,  
Chhatral Tal. Kalol,  
Dist. Gandhinagar, Gujarat-382 729

### Registrar & Transfer Agents

Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (w),  
Mumbai - 400 078.  
Tel. : 022 2594 6970  
Fax : 022 2594 6969  
Email : rnt.helpdesk@linkintime.co.in

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## Annual Report 2011-2012

49th Annual General Meeting

Date : September 27, 2012

Day : Thursday

Time : 11.00 a.m.

Place : Thane Small Scale Industries  
Association, TSSIA House,  
Plot No. P-26, Road, No. 16-T,  
Wagle Industrial Estate,  
Thane - 400 604.

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Members are requested to bring their copies of Annual Report to the Annual General Meeting.

# NOTICE

NOTICE is hereby given that the 49th Annual General Meeting of the Members of WINDSOR MACHINES LIMITED will be held at the Thane Small Scale Industries Association, TSSIA House, Plot No. P-26, Road No. 16-T, Wagle Industrial Estate, Thane – 400 604 on Thursday, September 27, 2012 at 11.00 a.m. to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P. C. Kundalia who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jayant Thakur who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board of Directors,

Registered Office :  
102/103, Devmilan Co. Op. Housing Society,  
Next to Tip Top Plaza,  
L B S Road,  
Thane(w) – 400 604  
Date : August 13, 2012

Priti Patel  
Company Secretary



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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the company not later than 48 hours before the meeting.
3. **Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 20, 2012 to Thursday, September 27, 2012 (both days inclusive).**
4. Members desirous of obtaining any information in respect of Accounts and Operations of the Company are requested to write to the Company at least one week before the meeting, to enable the Company to make available the required information at the meeting.
5. Members are requested to notify immediately any change in address to the Registrars at the following address :  
M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (w), Mumbai – 400 078.
6. Consequent upon the amendment of Section 205A and the insertion of 205C by the Companies (Amendment) Act, 1999 the amount remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments can be made in respect of any such claims by the Fund.
7. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their own copies to the Meeting.

**Details of the Directors seeking re-appointment:**

<b>Name of Director(s)</b>	<b>Mr. P. C. Kundalia</b>	<b>Mr. Jayant Thakur</b>
Date of Birth	June 27, 1946	June 19, 1965
Date of appointment	January 28, 2008	March 30, 2011
Qualifications	M.A. in English Literature from Harvard University.	B.Com, FCA.
Experience in special functional areas	He is an industrialist having vast experience in business, have promoted some companies internationally as well. With his appointment the Company would benefit through his extensive experience and expertise in business management.	He is a qualified Chartered Accountant and practicing in Mumbai since 18 years. He has wide experience in the field of securities and corporate laws, tax etc.
Chairman/Director of other Companies	- Universal Insurance Brokers Services Pvt. Ltd.	- Edumatrix Services (India) Private Limited - Renaissance Equipments Private Limited - Ghodbunder Developers Private Limited - Castle Equipments Private Limited - Jayaraghavi Farms And Orchards Private Limited - Eveready Farms And Orchards Private Limited.
Chairman/Member of Committees of the Board of Companies of which he or she is a Director.	Windsor Machines Ltd. - Investor Grievance Committee - Member	Nil
No. of Shares of the Company.	Nil	Nil

# DIRECTORS' REPORT

Dear Members,

Your Directors present the 49<sup>th</sup> Annual Report together with the audited accounts of the Company for the financial year ended March 31, 2012.

## 1. PERFORMANCE OF THE COMPANY :

### 1.1 RESULTS

(₹ In lacs)

FINANCIAL HIGHLIGHTS	2011-12	2010-11
Sales, Income from operations and other income net of excise.	<b>23365.79</b>	25408.12
Profit / (Loss) before Interest & Depreciation	<b>2043.33</b>	4583.62
<b>Less</b> : Interest and Financial expenses	<b>282.22</b>	264.32
<b>Less</b> : Depreciation	<b>216.92</b>	220.04
Profit / (Loss) before Extra Ordinary items and tax	<b>1544.19</b>	4099.26
Extra Ordinary Items (net)	-	8135.96
Profit / (Loss) before Tax	<b>1544.19</b>	12235.22
<b>Add/(Less)</b> : Deferred Tax	<b>(400.78)</b>	1814.93
Provision for Taxation	-	(0.50)
Profit / (Loss) after Tax	<b>1143.41</b>	14049.65
<b>Add</b> : Balance brought forward from previous year	<b>(239.45)</b>	(14289.10)
Balance carried to Balance Sheet	<b>903.96</b>	(239.45)

### 1.2 DIVIDEND :

In order to conserve the resources, your Directors do not recommend payment of any dividend for the year.

## 2. OPERATIONS:

During the year under review, your Company has sold 489 machines to achieve turnover of ₹ 219.35 crores as compared to 608 machines in the previous year with a turnover of ₹ 250.57 crores. During the year, sales and profit of the Company have been affected by adverse market condition. Secured borrowing has increased the finance cost and inflationary trend in salaries and wages has resulted in higher employee costs as compared to the previous year. During the year your Company has extended its customer base by launching machines for special applications and concentrated in launching new product range. Coming out of BIFR has erased the status of the Company of being branded as a "Sick Unit".

Your Directors are confident of continuing the profitable working in the current year also although there are challenges for the industry in view of its cyclical nature. The operations of the Thane unit of the Company continue to remain closed. Further details are given in management discussions and analysis report, which forms part of this report.

## 3. BUSINESS OUTLOOK :

The current market scenario is challenging. Ban on plastic gutka packaging has adversely affected sales of extrusion division. During the year increase in cost of raw materials, higher interest rates etc. have affected the financial performance of your Company. Scarcity of power in some parts of the country forced customers to defer their expansion plans and new project investments which ultimately resulted in lower orders and delays in lifting of finished machines.

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However your Company's endeavor is to increase its product range, expand customer base, reduce product costs and improve quality of the offerings. Management of your Company is optimistic and prepares itself to face the challenges of the future.

**4. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i. that in the preparation of the annual accounts for the financial year ended March 31, 2012 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year under review;
- iii. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors have prepared the accounts for the financial year ending March 31, 2012 on 'going concern' basis.

**5. CAPITAL RESTRUCTURING & ALLOTMENT OF SHARES :**

During the year under review, the Company has revised its capital structure as directed by the BIFR vide its order dated September 21, 2010 and subsequent orders thereafter.

As per above mentioned BIFR order(s), the Company has reduced the face value of its equity shares from ₹ 10/- (Rupees Ten Only) each to ₹ 4/- (Rupees Four Only) each, allotted total 3,88,60,000 (Three Crores Eighty Eight Lacs Sixty Thousand) equity shares of ₹ 2/- (Rupees Two only) each (after sub-division as explained below), at par, on preferential basis.

As per Special Resolution(s) passed at the Extra-Ordinary General Meeting of the members of the Company held on May 12, 2011, the Company has increased its authorised share capital up to ₹ 40 crores and subdivided one equity share of face value of ₹ 4/- (Rupees Four Only) each into two equity shares of ₹ 2/- (Rupees Two Only) each and new ISIN No. INE052A01021 was allotted by the Depositories for fully paid equity shares of ₹ 2/- each.

**6. DISCHARGED THE COMPANY FROM THE PURVIEW OF THE SICA:**

During the year under review, honorable bench of BIFR has observed the substantial implementation of the Sanctioned Scheme of BIFR and achievement of positive Net Worth by the Company, hence vide its order dated August 16, 2011 the BIFR has discharged the Company from the status of a "Sick Industrial Company" under section 3(1)(O) of the SICA.

**7. CORPORATE GOVERNANCE:**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance, are made a part of the Annual Report.

**8. INSURANCE :**

All the assets of your Company including buildings, machineries, fixtures, other fixed assets, stocks - raw materials, WIP, finished goods, etc. have been adequately insured.

**9. DEPOSITORY :**

As the members are aware, your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd., (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to

avail of the facility of dematerialisation of the Company's shares on either of the Depositories as aforesaid.

**10. ENVIRONMENT PROTECTION :**

The Company has been complying with the requirements of the Pollution Control Regulations in the state of Gujarat.

**11. PUBLIC DEPOSITS :**

The Company, during the year under review, has not accepted nor renewed any deposits from public, under the Companies (Acceptance of Deposits) Rules, 1975. The Company had no unclaimed/overdue deposits as on March 31, 2012.

**12. DIRECTORS :**

During the year under review, Mr. Santosh Datta was appointed as a Nominee/Special Director on Board of the Company vide BIFR Appointment order dated May 25, 2011 and ceased to be Nominee/Special Director vide BIFR order dated August 16, 2011 following de-registration of the Company from BIFR as a sick company.

As per the provisions of the Companies Act, 1956, Mr. P. C. Kundalia and Mr. J. M. Thakur, Directors of the Company are liable to retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting.

**13. AUDITORS :**

The Auditors M/s. Haribhakti & Co., Chartered Accountants, Statutory Auditors of your Company, hold office until the conclusion of the ensuing Annual General Meeting and being eligible have expressed their willingness to continue, if so appointed.

**14. COST AUDIT:**

M/s. Dalwadi & Associates, Cost Accountants, have been appointed to conduct cost audit for the year ended March 31, 2013.

**15. STATUTORY DISCLOSURES :**

- a. Particulars to be disclosed as per the provisions of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in the Annexure, which forms part of the report.
- b. As there are no employees drawing remuneration more than the limit prescribed under Section 217(2A) of the Companies Act, 1956, and the Companies (Particulars of Employees) Rules, 1975, as amended, from time to time, statement under section 217(2A) is not required.

**16. ACKNOWLEDGEMENT :**

The Directors wish to place on record their appreciation of wholehearted support received from all stakeholders, customers and the various departments of Central and State Governments, financial institutions and banker(s) of the Company. The Directors also wish to place on record their sense of appreciation for devoted services of all the employees of the Company.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 13, 2012

K. C. Gupte  
Executive Director

P. C. Kundalia  
Director



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# ANNEXURE TO THE DIRECTORS' REPORT

PARTICULARS REQUIRED TO BE DISCLOSED AS PER THE PROVISIONS OF THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

## A. CONSERVATION OF ENERGY :

### Measures taken :

Product development in injection moulding machinery division to be more energy efficient than competition.

## B. TECHNOLOGY ABSORPTION :

1. The Company has approval from the Department of Scientific and Industrial Research for its R & D units at its factories in Vatva and Chhatral. During the year the specific activities of interest are :

### a) INJECTION MOULDING MACHINE DIVISION :

- 1) Design and Development of High speed energy efficient PET perform production system with bottling solution. Armour-220T PET is successfully displayed in PlastIndia Exhibition.
- 2) Design and Development of more Energy Efficient machines with design optimization. Armour-450T machine with servo package is displayed in Plast India Exhibition
- 3) Design and Development of multi colour machines – Sprint-250T, Sprint-350T & Sprint-450T three colour machines.

### b) EXTRUSION & BLOW MOULDING DIVISIONS :

- 1) Design and Development of 630 mm HDPE pipe line to replace ductile iron pipes.
- 2) Design and Development of High output, latest generating PE extruders with technology from Europe.
- 3) Design and Development of HYBRID blown film plant for very high outputs on smaller dies.

2. R & D activity for the future includes :

### a) INJECTION MOULDING DIVISION :

- 1) Design and Development of more Energy Efficient machines with design optimization – Armour higher tonnage machine upto 900T & Two colour machine upto 900T.
- 2) Design and Development of segment specific machine like Automobile, PET, Irrigation, CPVC, Packaging Industries.
- 3) Design and Development of further models of Sprint & Armour series for multi colour machine.

### b) EXTRUSION & BLOW MOULDING DIVISIONS :

- 1) Design and Development of DRIP lines with foreign tie up.
- 2) Design and Development of Gap Winder 507.
- 3) Design and Development of Seven Layer Blown Film line.

3. Technology Absorption, Adaptation and Innovation :

- a) Efforts taken for technology absorption and innovation from :
- National and International Exhibitions.
  - Collaborative relationship with technological partner suppliers.



- b) Benefits derived as a result of the above efforts
- World class standard in product quality
  - Better customer orientation

**4. Expenditure on R & D**

₹ in lacs

Particulars	2011-12	2010-11
a. Capital Expenditure	-	-
b. Recurring Expenditure	55.88	112.20
<b>Total</b>	<b>55.88</b>	<b>112.20</b>

Total R & D Expenditure works out to 0.25 % (previous year 0.45%) of the turnover (net of excise duty) of the Company.

**C. FOREIGN EXCHANGE EARNED AND USED.**

Total foreign exchange used and earned during the year :

	Amount (₹ In Lacs)
Used	1,290.65
Earned	4,805.40

For and on behalf of the Board of Directors

Place : Mumbai  
Date : August 13, 2012

K. C. Gupte  
Executive Director

P. C. Kundalia  
Director

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# CORPORATE GOVERNANCE REPORT

## ANNEXURE TO DIRECTORS' REPORT

### COMPANY'S PHILOSOPHY

The Company is committed to adopt the best Corporate Governance practices and endeavors continuously to implement the code of Corporate Governance in its true spirit. The philosophy of the Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosures and enhance shareholders' value without compromising in any way in complying with the laws, rules and regulations.

The Board of Directors acknowledges that it has a fiduciary relationship and a corresponding duty towards the stakeholders to ensure that their rights are protected. Through the Governance mechanism in the Company, the Board along with its Committees endeavors to strike a right balance with its various stakeholders.

### BOARD OF DIRECTORS

#### Composition of the Board:

The Board of Directors of your Company consists of 6 ( six) Directors as on March 31, 2012, out of which five are Non-executive Directors, three of which are Independent Directors in terms of Clause 49(I)(A) of the Listing Agreement.

None of the Directors of the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

During the financial year 2011-12, five (5) Board Meetings were held on (1) May 30, 2011, (2) June 18, 2011, (3) August 12, 2011, (4) November 10, 2011, and (5) February 10, 2012.

The details of the Directors on the Board of the Company during the year are given below:

Name of Director	Category	No. of shares held	Attendance Particulars		*No. of Outside Director ships	No. of Outside Committee positions held	
			Board Meetings	Last AGM		**Mem-ber	Chair-man
Mr. K. C. Gupte	Executive Director	1,000	5	Yes	-	-	-
Mr. P.C. Kundalia	Non-Executive Director	Nil	5	Yes	-	-	-
Mr. M. K. Arora	Ind. & Non-Exe. Director	Nil	5	No	8	1	-
Mr. J. M. Thakur	Non-Executive Director	Nil	5	Yes	-	-	-
Mr. N.D. Gangwal	Ind. & Non-Exe. Director	Nil	3	No	6	1	-
Mr. P. R. Singhvi	Ind. & Non-Exe. Director	Nil	5	No	1	1	-
#Mr. Santosh Datta	Nominee/ Special Director	Nil	1	Yes	-	-	-

\* Excludes Directorship in Private Limited companies and companies registered under Section 25 of the Companies Act, 1956.

\*\* Only membership of Audit Committee and Shareholder's/Investors' Grievances Committee are considered.

# Mr. Santosh Datta has been appointed as a Nominee Director/Special Director w.e.f. May 25, 2011 by the Board for Industrial and Financial Reconstruction (BIFR) vide its appointment order dated May 25, 2011 and ceased to be Director vide BIFR order dated August 16, 2011.

**Board Procedure :**

The Board meets at least once in a quarter, inter alia, to review the quarterly performance and the financial results. The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. The Board papers, comprising of the agenda backed by comprehensive background information are circulated to the Directors.

None of the other Directors are related to each other. The Company did not have any pecuniary relationship or transactions with the non-executive Directors during the year under review.

The information as specified in Annexure I(A) to Clause 49 of the Listing Agreement is regularly placed before the Board wherever applicable.

The Board periodically reviews the compliance reports on various laws applicable to the Company.

**AUDIT COMMITTEE****Terms of reference :**

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

Apart from all the matters provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Committee reviews reports of the Internal Auditors, meets Statutory Auditors periodically and discusses their findings, suggestions, internal control systems, scope of audit, observations of the auditors and reviews accounting policies followed by the Company. The Committee makes recommendation(s) to the Board on any matter relating to the financial management of the Company including Statutory and Internal Audit Reports. The Committee also recommends the appointment of the statutory auditors, Cost Auditors and fixation of their remuneration.

The Committee reviews with the management the quarterly, half yearly and annual financial statements before their submission to the Board. The minutes of the Audit Committee meetings are placed before and confirmed by the Board of Directors.

**Composition and Attendance at meetings:**

The Audit Committee comprises of three Directors – Mr. P. R. Singhvi, Independent Director, Mr. M.K. Arora, Independent Director, Mr. N. D. Gangwal, Independent Director. All the members of the Audit Committee are financially literate and have relevant financial management expertise. The quorum for the Audit Committee Meetings is two members with at least two independent Directors present at the meeting.

During the year under review the Audit Committee has been reconstituted twice and as a result of these reconstitutions Mr. P. R. Singhvi has been appointed as a member (w.e.f. May 30, 2011) & Chairman (w.e.f. November 10, 2011) of the committee, Mr. N. D. Gangwal has ceased to be Chairman (w.e.f. November 10, 2011) and Mr. K.C. Gupte has ceased to be member (w.e.f. November 10, 2011) of the Audit Committee.

During the year under review Mr. S. R. Datta, Nominee/Special Director was appointed as a member of the Committee vide Appointment Order of BIFR dated May 25, 2011 and ceased to be member of the Committee vide BIFR order dated August 16, 2011.

The Executive Director, Internal Auditors and Statutory Auditors are invitees to the meeting. Ms. Priti Patel, Company Secretary acts as the Secretary to the Committee. The Internal Auditors reports to the Audit Committee with regard to the audit program, observations and recommendations in respect of different areas of operation of the Company.

The Audit Committee generally meets once in a quarter to inter-alia review the quarterly performance and the financial results.

The Audit Committee met four times during the year on May 30, 2011, August 12, 2011, November 10, 2011 and February 10, 2012.

The details of the composition, categories and attendance during the year are as under :

Name of the Director	Position	No. of meetings held	No. of meetings attended
<b>Mr. P. R. Singhvi</b> (Appointed as member of Audit committee w.e.f. May 30, 2011 & Chairman w.e.f. November 10, 2011.)	Chairman	4	4
<b>Mr. M. K. Arora</b>	Member	4	4
<b>Mr. N.D. Gangwal</b> (Ceased to be chairman w.e.f. November 10, 2011)	Member	4	3
<b>Mr. K. C. Gupte</b> (Ceased to be member of Audit Committee w.e.f. November 10, 2011)	Member	4	4
<b>Mr. S. R. Datta</b> (Appointed as member of Audit Committee vide BIFR order dated May 25, 2011. & ceased to be member vide BIFR order dated August 16, 2011)	Member	4	1

Mr. K.C. Gupte, Executive Director, was present at the 48<sup>th</sup> Annual General Meeting of the Company held on Friday, July 22, 2011 to answer the shareholders' queries.

The minutes of the Audit Committee meetings form part of the documents placed before the meetings of the Board of Directors. In addition, the Chairman of the Audit Committee appraises the Board members about the significant discussions at Audit Committee meetings.

## REMUNERATION COMMITTEE

### Terms of reference:

The Remuneration Committee of the Company, reviews, assesses and recommends the remuneration package of Executive Director, and recommends suitable revisions to the Board in accordance with the Companies Act, 1956. The remuneration of Executive Director is subject to the approval of the Board, the shareholders and the requirements of Schedule XIII to the Companies Act, 1956.

### Composition and Attendance at Meetings:

The Remuneration Committee comprises of three independent Non-Executive Directors. The members of the committee are Mr. M. K. Arora, Mr. N. D. Gangwal and Mr. P.R. Singhvi.

During the year, no committee meeting was held.

### Details in respect of Executive Director

Details of remuneration paid to the Executive Director during the year are as follows:

Amount in ₹

Name of Executive Director	Gross remuneration	Commission	Total
Mr. K. C. Gupte	40,05,600	-	40,05,600

Gross remuneration includes salary, contribution to Provident Fund, Superannuation Fund and perquisites.

**Service Contracts, Severance Fees and Notice Period:**

The period of contract of the Whole-time Director designated as an Executive Director is of three years from April 1, 2011 to March 31, 2014. The Term shall be renewed for further periods on such terms as may be agreed between the Parties. Unless either Party gives written notice of expiration of this Agreement at the end of the said 3 years at least 45 days before the date of expiration of each term, this Agreement shall stand renewed.

The employment under the Agreement entered into may be prematurely terminated by the Board of Directors immediately upon written notice to the ED of a period of three months from the date of serving of such notice or without such notice period of three months by paying proportional remuneration for a period of three months.

The Company would pay remuneration by way of Basic Salary, perquisites, etc. to Executive Director w.e.f. April 1, 2011. He is also entitled to Company’s contribution towards Provident Fund and Superannuation or Annuity Fund. Leave accumulated but not availed during the tenure will be allowed to be encashed.

There is no separate provision for payment of severance fees.

The Company does not have any stock option scheme.

**Details in respect of Non-Executive Director(s):**

The details in respect of Non-Executive Director(s) are as follows:

Amount in ₹

Name of Non-Executive Director	Sitting fees	Commission	Total
Mr. P.C. Kundalia	50,000/-	Nil	50,000/-
Mr. M. K. Arora	90,000/-	Nil	90,000/-
Mr. J. M. Thakur	50,000/-	Nil	50,000/-
Mr. N.D. Gangwal	60,000/-	Nil	60,000/-
Mr. P. R. Singhvi	80,000/-	Nil	80,000/-
Mr. S. R. Datta (Appointed as Director vide BIFR order dated May 25, 2011. & Ceased to be Director vide BIFR order dated August 16, 2011)	20,000/-	Nil	20,000/-

The Non-Executive Directors are not paid any remuneration but are paid sitting fees of ₹10,000/- ( Rupees Ten Thousand Only) per meeting for attending meetings of the Board and its Committees (except in respect of the Investors’ Grievances and Share Transfer Committee). The Company also reimburses out-of-pocket expenses to Directors for attending the aforesaid meetings.

**Investors’ Grievances & Share Transfer Committee**

**Terms of reference:**

The terms of reference of the Investors’ Grievances & Share Transfer Committee include approving applications for transfer of shares, redressing shareholder and investor complaints such as matters relating to transfer and transmission of shares, issue of duplicate share certificate, and non-receipt of balance sheet, non-receipt of dividends and to ensure expeditious share transfer process.



M/s. Link Intime India Pvt. Limited is the Registrar and Transfer Agent of the Company and the Committee oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor services.

**Composition :**

The Investors' Grievances and Share Transfer Committee comprises of Mr. K.C. Gupte, Mr. P.C. Kundalia and Mr. M. K. Arora. Ms. Priti Patel, Company Secretary is the Compliance Officer of the Company.

**Share Transfer System and details of Investor Complaints :**

The Company has approximately 13,657 shareholders. During the year, the Company processed 137 share transfers comprising of 49,542 equity shares in number in physical form. The Company and the Share Transfer Agent received 43 complaints during the year, all of which have been attended to, within a period of fifteen days from the date of receipt of the same.

The Investors' Grievances and Share Transfer or Committee generally meets once in a fortnight and approves all matters related to shares vis-a-vis transfers, transmissions, dematerialisation and rematerialisation of shares etc. In case of shares held in physical form, all transfers are completed within 14 days from the date of receipt of complete documents. As at March 31, 2012 there were no Equity Shares pending for transfer. Also there were no demat requests pending with the Company as at March 31, 2012.

**Share Allotment Committee :**

During the year, Share Allotment committee was constituted specifically to allot equity shares as per BIFR order dated July 18, 2011 and the matters incidental thereto. The committee comprises of three members namely, Mr. K. C. Gupte, Mr. P. C. Kundalia and Mr. J. M. Thakur. One meeting of the committee was held on November 28, 2011 for allotment of equity shares as per BIFR order and its listing on the Stock Exchanges and matter incidental thereto. The Company Secretary acts as the secretary to the committee and she attended the meeting.

**GENERAL BODY MEETINGS:**

Particulars of Annual General Meetings & Extra-Ordinary General Meeting held during last three years:

<b>AGM/EGM reference</b>	<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>No. of Special Resolutions Passed</b>
46 <sup>th</sup> AGM (2008-2009)	18.09.2009	Thane Small Scale Industries Association, TSSIA House, Plot No. P-26, Wagle Ind. Estate, Thane-400 604.	11:00 a.m.	Nil
47 <sup>th</sup> AGM (2009-20010)	28.12.2010	Thane Small Scale Industries Association, TSSIA House, Plot No. P-26, Wagle Ind. Estate, Thane-400 604.	11:00 a.m.	Nil
48 <sup>th</sup> AGM (2010-20011)	22.07.2011	Thane Small Scale Industries Association, TSSIA House, Plot No. P-26, Wagle Ind. Estate, Thane-400 604.	11:00 a.m.	Nil
EGM	12.05.2011	Thane Small Scale Industries Association, TSSIA House, Plot No. P-26, Wagle Ind. Estate, Thane-400 604.	11:00 a.m.	4

At Extra-ordinary General Meeting held on May 12, 2011, following special resolutions were passed:

1. To issue 1,87,50,000 equity shares in accordance with Sanctioned Scheme of BIFR.
2. To issue and allot 13,60,000 equity shares in accordance with BIFR order.
3. To increase in Authorised share capital and Sub-division of entire equity share capital.
4. To appoint Mr. K. C. Gupte as Executive Director of the Company.

#### Postal Ballot

During the year, no special resolutions were passed through Postal Ballot.

#### DISCLOSURES:

Except following, the Company has no material significant transactions with its related parties that may have a potential conflict with the interest of the Company.

Transactions with Related Parties :

(₹ in Lacs)

Name of Related Party and Nature of relationship	Nature of Transaction	Transaction Value 2011-12 (2010-11)	Balance as at March 31, 2012 (March 31, 2011)
<b>a) Holding Company :</b> M/s. Castle Equipments Pvt. Ltd.	-	-	-
<b>b) Directors &amp; Relatives :</b>	Sitting Fees	<b>0.50</b>	-
i) Mr. P. C. Kundalia (Director in M/s. Renaissance Equipments Pvt. Ltd. (REPL). Resigned from REPL on November 5, 2011.		(0.98)	-
ii) Mr. Jayant Thakur (Director in M/s. Castle Equipments Pvt. Ltd. & M/s. Renaissance Equipments Pvt. Ltd.)	Sitting Fees	<b>0.50</b> (0.10)	- -
iii) Mr. M. K. Arora (Director in M/s. Vibhuti Investments Co. Ltd.)	Sitting Fees	<b>0.90</b> (0.98)	- -
<b>c) Key Management Personnel :</b>	Remuneration	<b>40.06</b>	-
Mr. K. C. Gupte (Executive Director)		-	-
(Director in M/s. Castle Equipments Pvt. Ltd.)	(Sitting fees)	- (0.98)	- -
<b>d) Associates/Investing Parties :</b>			
i) M/s. Renaissance Equipments Pvt. Ltd.	Unsecured Loan repaid	<b>175.09</b> (696.84)	- (175.09)
	Interest on Unsecured loan Provided	<b>4.79</b> (21.14)	- -
	Interest on Unsecured loan Paid	<b>4.79</b> (56.38)	- -

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Name of Related Party and Nature of relationship	Nature of Transaction	Transaction Value 2011-12 (2010-11)	Balance as at March 31, 2012 (March 31, 2011)
	Secured loan repaid	820.86 (1,660.16)	- (820.86)
	Interest on secured loan provided	36.52 (788.75)	- -
	Interest on secured loan paid	36.52 (915.34)	- -
	Advance Given	1,043.00 -	- -
	Advance Return	700.00 -	343.00 -
	Loan converted into share	- (388.00)	- -
	Loan waived off	- (5,033.96)	- (820.86)
ii) M/s. Vibhuti Investments Co. Ltd.			
	Trade Advance waived off	755.00 -	- -
	Trade Advance repaid	700.00 -	- (1,455.00)

In the preparation of the financial statements, the Company follows Accounting Standards issued by the Institute of Chartered Accountants of India.

There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of the Company being subjected to penalties or strictures by the SEBI or Stock Exchanges or any other statutory authority does not arise.

The Company has formulated and laid down a procedure on risk assessment and minimization. These procedures have been considered by the Board and a properly defined framework is laid down to ensure that executive management controls the identified risks.

During the year under review, the Company has allotted 3,88,60,000 new equity shares of ₹ 2/- each, at par, aggregating to ₹ 7,77,20,000/- on preferential basis by virtue of BIFR order dated September 21, 2010 & July 18, 2011.

The details in respect of Directors seeking re-appointment are provided as part of the Notice convening the forthcoming Annual General Meeting.

#### Means of Communication

The quarterly/half yearly financial results of the Company, as approved by the Board of Directors of the Company, are communicated to all the stock exchanges where the shares of the Company are listed and published in widely circulating national and local daily newspapers, such as 'The Free Press Journal' and 'The Navashakti'.

The Company's results and official news releases are displayed on the Company's website [www.windsormachines.com](http://www.windsormachines.com). There were no presentations made to the institutional investors or analysts during the year under review.



## GENERAL SHAREHOLDER INFORMATION

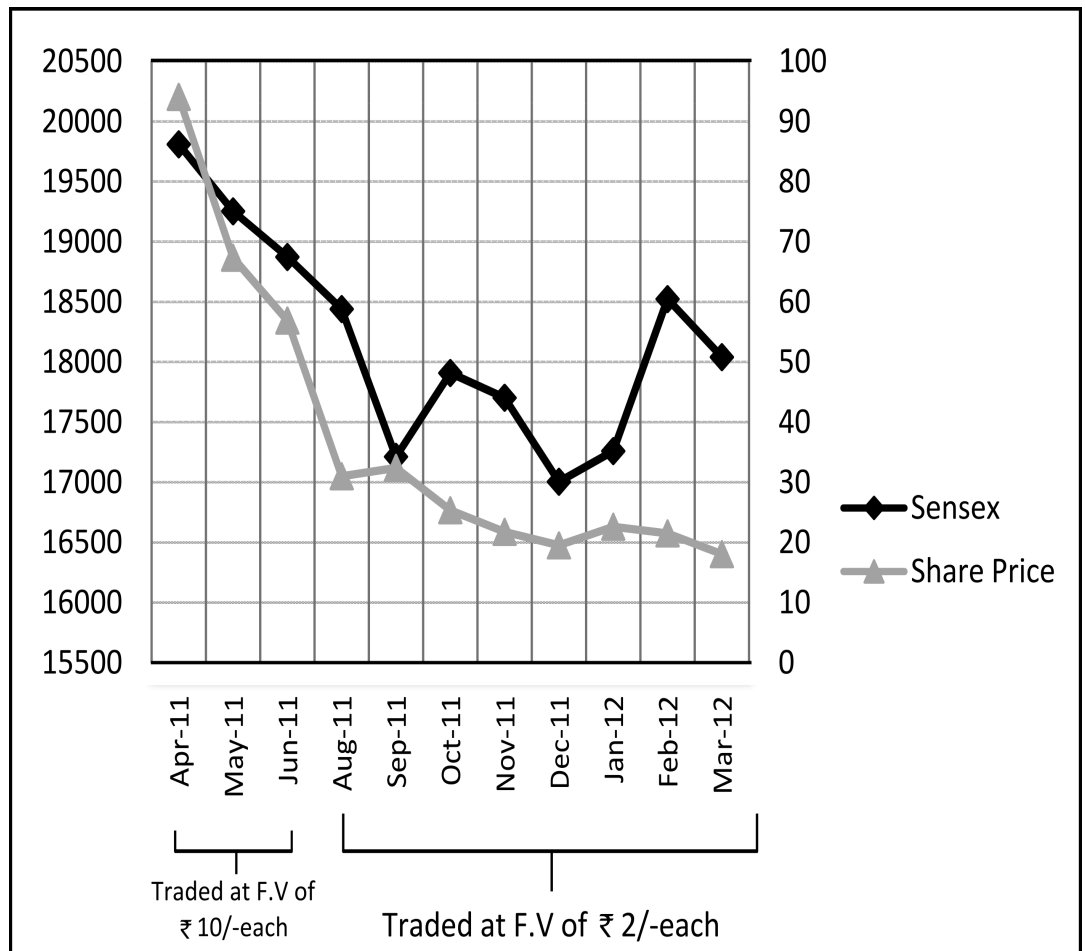
1. Annual General Meeting:
  - Date and Time September 27, 2012 , 11.00 a.m.
  - Venue Thane Small Scale Industries Association,  
TSSIA House, Plot no. P-26, Road No. 16-T,  
Wagle Industrial Estate, Thane – 400 604.
2. Tentative Financial Calendar : The Company follows April 1, - March 31, as its financial year.
  - Publication of Audited Results By May 30, of each year
  - First Quarter Results By August 14 , of each year
  - Second Quarter Results By November 14, of each year
  - Third Quarter Results By February 14, of each year
3. Date of Book Closure Thursday, September 20, 2012 to  
Thursday, September 27, 2012  
(both days inclusive)
4. Dividend Payment Date (2011-12) No dividend is proposed
5. Listing on Stock Exchange
  1. Bombay Stock Exchange Limited (BSE)  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai - 400 023.
  2. National Stock Exchange of India Limited (NSE)  
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051.
6. Listing Fees Listing fees of both the Stock Exchanges for the  
year 2012-13 have been paid.
7. Stock Code
  - BSE 522029
  - NSE WINDMACHIN
  - International Securities Identification Number (ISIN) INE052A01021
8. The monthly High and Low of market price on the BSE and the stock performance during the last financial year was as under :

Month(s)	High (₹)	Low (₹)	Sensex (High)
Apr. - 2011	94.10	62.05	19811.14
May - 2011	67.35	46.00	19253.87
June - 2011	56.90	48.10	18873.39
Aug. - 2011	31.00	23.35	18440.07
Sept. - 2011	32.40	21.65	17211.80
Oct. - 2011	25.35	18.00	17908.13
Nov. - 2011	21.75	15.05	17702.26
Dec. - 2011	19.50	10.65	17003.71
Jan. - 2012	22.60	13.67	17258.97
Feb. - 2012	21.50	16.70	18523.78
Mar. - 2012	18.05	14.05	18040.69

Notes :

- (i) With effect from March 30, 2011, upon adoption of Rehabilitation Scheme sanctioned by the BIFR, the face value of equity share has been reduced by 60% and thereby the face value of equity share of ₹ 10/- (Rupees Ten Only) has reduced to ₹ 4/- (Rupees Four Only) each. At the Extra-Ordinary General Meeting held on May 12, 2011, members had given their consent to issue and allot equity shares as per BIFR order and to subdivide entire equity share capital from one equity share of face value of ₹ 4/- each to two equity shares of face value of ₹ 2/- each. The Board of Directors have allotted & subdivided entire equity share capital in the meeting held on June 18, 2011 and thereafter company has made an application to the stock exchange to give effect the above mentioned capital restructuring, hence during the month(s) of April, May and June-2011, the equity shares of the Company were traded at the face value of ₹ 10/- each.
- (ii) The Company was undergoing capital restructuring procedure during the month of July, 2011, hence trading of shares were suspended for that period, consequently no data was given for the month of July, 2011.
- (iii) After capital restructuring the equity shares are traded at face value of ₹ 2/- each.

Stock performance – Windsor Machines Ltd. v/s BSE Sensex



9. Distribution Schedule and Shareholding Pattern as on March 31, 2012.

DISTRIBUTION SCHEDULE			SHAREHOLDING PATTERN		
Category	No. of shareholders	No. of Shares	Category	No. of Shares	%
Upto 500	9,795	17,37,996	Promoters	4,85,61,708	74.79
501 to 1,000	2,305	17,42,175	Mutual Funds and UTI	16,066	0.02
1,001 to 2,000	730	12,07,710	Banks, Financial Institutions, Insurance Companies	80,002	0.12
2,001 to 3,000	179	4,67,184	Foreign Institutional Investors	9,600	0.01
3,001 to 4,000	150	5,65,215	Private Corporate Bodies	39,40,779	6.07
4,001 to 5,000	87	4,09,076	Indian Public	1,21,05,391	18.65
5,001 to 10,000	210	15,54,876	Non Resident Individuals/Overseas Corporate Bodies	2,17,254	0.34
10,001 and above	201	5,72,47,568	Others – Directors & their Relatives	1,000	0.00
<b>Total</b>	<b>13,657</b>	<b>6,49,31,800</b>	<b>Total</b>	<b>6,49,31,800</b>	<b>100.00</b>

10 Registrars and Share Transfer Agents

Link Intime India Pvt. Ltd  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (w),  
Mumbai – 400 078,  
Tel. No.: 022 – 25946970,  
Fax No.: 022- 25946969  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

11 Dematerialisation of shares and liquidity

86.93% of the paid-up capital of the company has been dematerialized as on March 31, 2012. The equity shares of the Company are actively traded on the BSE and the NSE in dematerialized form.

12 Outstanding GDRs/ ADRs/ Warrants or any convertible instruments

NIL

13. Plant Locations

Thane Unit

Plot E-6, U2 Road,  
Wagle Industrial Estate,  
Thane- 400 604, Maharashtra

Vatva Unit

Plot No. 5402 & 5403, Phase IV,  
G.I.D.C., Vatva,  
Ahmedabad – 382 445, Gujarat.

Chhatral Unit

Plot No. 6 & 7, G.I.D.C.,  
Chhatral-382 729, Tal. Kalol,  
Dist Gandhinagar, Gujarat.

14 Address for investor correspondence

- i For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, please

write to: Link Intime India Pvt. Ltd.  
(Unit : Windsor Machines Limited)  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (w),  
Mumbai – 400 078  
Tel. No. 022-25946970  
Fax No. 022 25946969

- ii For general correspondence:  
The Company Secretary, Windsor  
Machines Ltd., Plot No. 5402 & 5403,  
Phase IV, G.I.D.C., Vatva,  
Ahmedabad – 382 445, Gujarat.  
Tel. no. 079-30262100,  
079-25841111, 25841591-2-3,  
Fax no. 079-25842145  
Email : [investors@windsormachines.com](mailto:investors@windsormachines.com)  
[priti.patel@windsormachines.com](mailto:priti.patel@windsormachines.com)

15 Designated E-mail ID for registering  
Complaints by the investors

[investors@windsormachines.com](mailto:investors@windsormachines.com)

#### **COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:**

The extent of compliance in respect of non-mandatory requirements is as follows:

- i. **The Remuneration Committee:** Details are given under the relevant part of this report.
- ii. **Shareholder Rights:** Details of significant events, if any, are put up on the Company's website together with the financial results, the financial results are also available on the SEBI's website [www.sebidifar.nic.in](http://www.sebidifar.nic.in). Designated E-mail ID of the grievance redressal section exclusively for the purpose of registering complaints by the Investors is [investors@windsormachines.com](mailto:investors@windsormachines.com).
- iii. **Training of Board Members:** The Directors interact with the management in a very free and open manner on information that may be required by them for orientation with the business of the Company.

#### **DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

In accordance with sub-clause I(D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I confirm that the Board Members and the Senior Management personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2012.

For **WINDSOR MACHINES LIMITED**

Place : Mumbai  
Dated : August 13, 2012

K. C. Gupte  
Executive Director

**Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**  
(CERTIFICATION PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT)

**C E R T I F I C A T E**

I, K. C. Gupte, Executive Director of M/s. Windsor Machines Limited, have reviewed the financial statements, read with the cash flow statement of Windsor Machines Limited for the financial year ended March 31, 2012, and that to the best of my knowledge and belief certify that:

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting. I have evaluated the effectiveness of internal controls, if any, and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee.

For **WINDSOR MACHINES LIMITED**

Place : Mumbai  
Dated : August 13, 2012

K. C. Gupte  
Executive Director



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## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

**To The Members of  
Windsor Machines Limited**

We have examined the compliance of conditions of Corporate Governance by Windsor Machines Limited, for the year ended on March 31, 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Yours faithfully,

**For Haribhakti & Co.**  
Chartered Accountants  
Firm Registration No.103523W

**Prashant Maharishi**  
**Partner**  
Membership No.: 41452

Place : Mumbai  
Date : August 13, 2012

# MANAGEMENT DISCUSSION & ANALYSIS

## A. Industry Structure and Development :

Your Company is engaged in manufacturing of Extrusion Machines, Injection Moulding Machines and Blow Moulding Machines. The industry for plastic processing machines has shown a growth of around 12%. The current scenario in the industry is one of caution and the overall growth rates achieved over last few years is unlikely to be maintained in the current financial year.

Your Company has extended its customer base by launching machines for special applications. In Injection Moulding Division, new machines were launched for Three-Colour application, PET preform production and also launched Armour series of machines for larger tonnages by incorporating Italtech technology. Similarly in Extrusion Machinery Division, your Company has launched the First Hybrid Blown Film line in partnership with M/s. Kuhne GmbH, Germany. In pipe extrusion, your Company has launched large size extruder for extruding pipes up to 630mm diameter. A significant step has been taken by entering into an agreement with Drip Irrigation System, USA to launch the complete line for Drip Irrigation.

Launching of new product range and committed efforts to provide total solutions for Drip Irrigation customers will give your company an edge over competition in the near future. Coming out of BIFR has erased the status of being branded as a “Sick Unit”. This will strengthen the overall corporate image of your company in the market.

## B. Opportunities and threats:

Your Company identifies various opportunities and is exploring to tap potential business by collaborating with reliable partners worldwide. Automobile and Agriculture sectors continue to provide opportunities. We are working closely with our collaborators to tap these opportunities. We are also working in close cooperation with our partners to explore opportunities for buy-back of equipments manufactured by your company for European markets.

An agreement with Drip Irrigation Systems, USA to launch the complete line for Drip Irrigation will open a new opportunity, for your Company, to offer “Total Solutions” to the Drip Irrigation customers by offering the Injection molding machines for dripper production and Extrusion lines with dripper insertion. This will be unique to the Company in the domestic market.

Threats from import of low cost machinery are increasing. To combat this, your company is working on re-engineering, cost reduction, product and process improvements. This is a continuous activity and needs to be sustained with full vigor.

Your Company is participating in various domestic and overseas exhibitions to explore new markets and increase the market share.

## C. Product-wise performance :

₹ In Lacs

Product	Net Sales	
	2011-12	2010-11
Injection Moulding Machines	12270.40	13753.86
Extrusion Machinery	9664.11	11303.06
<b>TOTAL</b>	<b>21934.51</b>	<b>25056.92</b>

## D. Outlook :

Considering the opportunities, threats and strengths of your Company, management expects to increase the market share through new product launches, expanding its geographical

coverage in more and more region(s). In Extrusion Machinery Division, a second line of extruders capable of extruding pipes upto 630mm diameter is being developed for the Middle East market. The management is of the view that future prospects and growth of your Company will depend on the overall economic scenario. However, all necessary activities have been initiated which would give us the lead in future.

**E. Segment information for the year ended March 31, 2012:**

**(A) PRIMARY SEGMENT INFORMATION ( BUSINESS SEGMENTS)**

₹ in lacs

Particulars	2011-12	2010-11
<b>(i) Segment Revenue</b>		
Extrusion Machinery Division	9,835.10	11,542.07
Injection Moulding Machinery	13,110.27	13,831.64
<b>Total Segment Revenue</b>	<b>22,945.37</b>	<b>25,373.71</b>
<b>(ii) Segment Result</b>		
Extrusion Machinery Division	278.26	2,395.02
Injection Moulding Machinery	1,531.27	1,964.85
<b>Total Segment Results</b>	<b>1,809.53</b>	<b>4,359.87</b>
Unallocated Corporate expenses net of unallocated income	1.16	23.05
<b>Profit / (Loss) before Interest, etc., Extra-ordinary items and taxation</b>	<b>1,810.69</b>	<b>4,336.82</b>
Interest etc. paid- net	266.5	237.56
<b>Profit / (Loss) before taxation and extra-ordinary items</b>	<b>1,544.19</b>	<b>4,099.26</b>
Extraordinary items	-	(8,135.96)
Net Profit / (Loss) before taxation	1,544.19	12,235.22
Deferred tax assets (net)	400.78	(1,814.93)
Provision for taxation	-	0.50
<b>Net Profit / (Loss) after taxation</b>	<b>1,143.41</b>	<b>14,049.65</b>
<b>(iii) Capital Employed</b>		
<b>Segment Assets</b>		
-Extrusion Machinery Division	4,778.20	4,937.76
-Injection Moulding Machinery	3,552.15	3,671.84
Segments Assets Total	8,330.35	8,609.60
Unallocated Corporate assets.	1,822.74	1,878.64
<b>Total Assets</b>	<b>10,153.09</b>	<b>10,488.24</b>
<b>Segment Liabilities</b>		
-Extrusion Machinery Division	3,189.79	3,800.79
-Injection Moulding Machinery	2,760.70	4,659.01
Segments Liabilities Total	5,950.49	8,459.80
Unallocated Corporate liabilities	-	-
<b>Total liabilities</b>	<b>5,950.49</b>	<b>8,459.80</b>
<b>(iv) Capital Expenditure</b>		
-Extrusion Machinery Division	147.77	137.60
-Injection Moulding Machinery	206.41	294.22
Segment Capital Expenditure	354.18	431.82
Unallocated Corporate Capex	-	-
<b>Total Capital Expenditure</b>	<b>354.18</b>	<b>431.82</b>
<b>(v) Depreciation</b>		
-Extrusion Machinery Division	94.72	88.73
-Injection Moulding Machinery	122.20	131.31
Segment Depreciation	216.92	220.04
Unallocated Corporate Depreciation	-	-
<b>Total Depreciation</b>	<b>216.92</b>	<b>220.04</b>



**(B) SECONDARY SEGMENT INFORMATION  
(GEOGRAPHICAL SEGMENTS)**

Particulars	2011-12	2010-11
<b>Segment Revenue</b>		
Within India	<b>17,893.59</b>	20,391.71
Outside India	<b>5,051.78</b>	4,981.99
<b>Total Revenue</b>	<b>22,945.37</b>	25,373.70
<b>Segment Assets</b>		
Within India	<b>7,909.28</b>	8,399.72
Outside India	<b>421.07</b>	209.88
<b>Total Assets</b>	<b>8,330.35</b>	8,609.60
<b>Capital Expenditure</b>		
Within India	<b>354.18</b>	431.82
Outside India	-	-
<b>Total Capital Expenditure</b>	<b>354.18</b>	431.82

Notes :

The segment revenue and total assets include the revenue and assets respectively, which are identifiable with each segment and amounts allocated to the segments on a reasonable basis.

**F. Risks and concerns :**

High interest cost and availability of funds for working capital is a major concern for your Company. The Global Economic recession, Technology obsolescence & growing competition specially from far east countries, anti-plastic campaign and Government Regulations are major risks for the Company which may adversely affect its business as well as margins in future.

**G. Internal control systems and their adequacy :**

The Company has a system of regular internal audit by an external entity having good standing and experience in the field of internal and management audit. All the factories of the Company and corporate accounts are covered by regular internal audit.

**H. Financial performance vis-a-vis operational performance:**

- The Sales and other income of the Company for the year ended March 31, 2012 were ₹ 233.66 crores as compared to ₹ 254.15 crores in the previous year.
- The Company on a continuous basis sets up policies to exercise cost control and cost reduction programme.
- The Company has achieved profit after tax of ₹ 11.43 crores.

**I. Development in Human Resources/Industrial Relations front, including number of people.**

Manufacturing activities in Thane factory continue to remain closed. The manufacturing activities at the Vatva and Chhatral factories have been in operation for the entire year. Human resources and industrial relations have been conducive and cordial for the entire period at the Vatva and Chhatral factories.

The employee strength of your Company has increased from 534 to 536 at the end of the year.



# AUDITORS' REPORT

To  
The Members of Windsor Machines Limited

1. We have audited the attached Balance Sheet of Windsor Machines Limited (the Company') as at March 31, 2012 and also the Statement of Profit and Loss and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, (as amended), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of The Companies Act, 1956' of India the 'Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the paragraph 3 above, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - iii. The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account
  - iv. In our opinion, the balance sheet, statement of profit and loss and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
  - v. On the basis of the written representations received from the directors, as on March 31, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
    - a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012;

- b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- c) in the case of cash flow statement, of the cash flows for the year ended on that date.

**For Haribhakti & Co.**  
Chartered Accountants  
Firm Registration No.103523W

**Prashant Maharishi**  
Partner  
Membership No 41452

Place : Mumbai  
Date : August 13, 2012



ANNUAL REPORT  
2011-2012

## ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 3 of the Auditors' Report of even date to the members of Windsor Machines Limited on the financial statements for the year ended March 31, 2012.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
  - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
  - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions stated in paragraph 4 (iii)(b),(c) and (d) of the order are not applicable.
  - (b) As informed, the Company has not taken any Loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions stated in paragraph 4 (iii)(f)and (g) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct weakness in internal control system of the company.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered into the register maintained under section 301 have been so entered.
  - (b) None of the transactions made in pursuance of such contracts or arrangements exceed the value of Rupees five lakh in respect of any one such party in the financial year.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(viii) We have broadly reviewed the books of account maintained by the company in respect of products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

(ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues which were outstanding, at the year end for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lacs)	Period to which the Amount relates	Due Date	Date of Payment
Employee State Insurance	Statutory dues	0.37	2011-2012	Various Dates	Not Paid

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In lacs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act	Excise Duty	16.51	1990-1991	High Court
Income Tax Act	Income Tax	0.12	1994-1995	High Court
Income Tax Act	Income Tax	14.33	1995-1996	High Court
Income Tax Act	Income Tax	36.07	1998-1999	Tribunal
Income Tax Act	Income Tax	6.91	2007-2008	CIT(Appeal)
Income Tax Act	Income Tax (Block Assessment)	695.68	1988-1989 to 1997-1998	High Court

(x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. Further, the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(xii) According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.

- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the company, for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which the loans were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanation given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, no debentures have been issued by the company during the year.
- (xx) The Company has not raised money by way of public issue during the year.
- (xxi) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

**For Haribhakti & Co.**  
Chartered Accountants  
Firm Registration No.103523W

**Prashant Maharishi**  
Partner  
Membership No 41452

Place : Mumbai  
Date : August 13, 2012

# Balance Sheet

as at March 31, 2012

Particulars	Note	₹ in Lacs	
		As at March 31,	
		2012	2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3	1,298.64	521.44
Reserves and surplus	4	903.96	(239.45)
<b>Share application money pending allotment</b>	5	-	750.00
<b>Non-current liabilities</b>			
Long term borrowing	6	1,272.73	820.86
<b>Current liabilities</b>			
Trade payables	7	3,705.07	4,695.77
Other current liabilities	8	3,042.99	3,955.91
Short-term provisions	9	11.01	0.50
<b>TOTAL</b>		<b>10,234.40</b>	<b>10,505.03</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	10	1,362.70	1,239.53
Intangible assets		178.58	212.82
Non-current investments	11	22.79	22.79
Deferred tax assets (net)		1,414.15	1,814.93
Long term loans and advances	12	63.42	61.54
<b>Current assets</b>			
Inventories	13	4,022.60	5,262.18
Trade receivables	14	946.97	871.58
Cash and cash equivalents	15	1,109.79	204.18
Short-term loans and advances	16	1,065.68	731.75
Other current assets	17	47.72	83.73
<b>TOTAL</b>		<b>10,234.40</b>	<b>10,505.03</b>

The notes attach form an integral part of Financial Statements  
As per our report of even date attached.

**For HARIBHAKTI & CO.**

Chartered Accountants  
FRN No.: 103523W

**Prashant Maharishi**

Partner  
Membership No.: 41452

Place : Mumbai  
Date : August 13, 2012

**For and on behalf of the Board**

**K.C. Gupte**

Executive Director

**P.C. Kundalia**

Director

**Priti Patel**

Company Secretary

Place : Mumbai  
Date : August 13, 2012



# Statement of Profit and Loss

for the year ended March 31, 2012

₹ in Lacs

Particulars	Note	2011-12	2010-11
<b>INCOME</b>			
Revenue from operations	18	22,945.37	25,373.70
Other income	19	420.42	34.42
<b>Total Revenue</b>		<b>23,365.79</b>	<b>25,408.12</b>
<b>EXPENDITURE</b>			
Cost of materials consumed	20	15,516.23	16,522.80
Changes in inventories of finished goods work-in-progress and stock-in-trade	21	331.11	(662.80)
Employee benefits expense	22	2,521.56	2,387.48
Finance costs	23	282.22	264.32
Depreciation and amortization expenses	10	216.92	220.04
Other expenses	24	2,953.55	2,577.02
<b>Total Expenses</b>		<b>21,821.60</b>	<b>21,308.86</b>
<b>PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX</b>		<b>1,544.19</b>	<b>4,099.26</b>
<b>EXTRAORDINARY ITEMS</b>			
Write back on account of BIFR Scheme	-	-	6,914.12
Write back on account of Excess provision of liabilities	-	-	771.58
Excess provisions of interest (written off)/written back-net	-	-	450.26
			<b>8,135.96</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>1,544.19</b>	<b>12,235.22</b>
<b>TAX EXPENSE</b>			
Deferred tax		(400.78)	1,814.93
Provision for wealth tax		-	(0.50)
<b>PROFIT/ (LOSS) AFTER TAX FOR THE YEAR</b>		<b>1,143.41</b>	<b>14,049.65</b>
<b>BALANCE CARRIED TO BALANCE SHEET</b>		<b>1,143.41</b>	<b>14,049.65</b>
<b>Earnings per equity share: (Refer Note 31)</b>			
Basic Earning Per Share (in ₹) (Before extraordinary items)		2.04	22.68
Basic Earning Per Share (in ₹) (Including extraordinary items)		2.04	53.89
Diluted Earning Per Share (in ₹) (Before extraordinary items)		2.04	9.30
Diluted Earning Per Share (in ₹) (Including extraordinary items)		2.04	22.10

The notes attach form an integral part of Financial Statements

As per our report of even date attached.

**For HARIBHAKTI & CO.**

Chartered Accountants  
FRN No.: 103523W

**Prashant Maharishi**

Partner

Membership No.: 41452

Place : Mumbai

Date : August 13, 2012

**For and on behalf of the Board**

**K.C. Gupte**

Executive Director

**P.C. Kundalia**

Director

**Priti Patel**

Company Secretary

Place : Mumbai

Date : August 13, 2012



# Cash Flow Statement for the year ended March 31, 2012

₹ in lacs

Particulars	2011-12	2010-11
<b>A. Cash flow from operating activities</b>		
Net profit/ (loss) before tax	1,544.19	12,235.22
Adjustments for		
Depreciation	216.92	220.04
Interest charge (net)	266.50	315.69
Dividend income	(0.85)	-
(Profit)/loss on sale of fixed assets (net)	(133.25)	1.13
Exchange difference (gain)/Loss (net)	(125.18)	7.04
Extraordinary items (net)	-	(8,135.96)
	224.14	(7,592.06)
<b>Operating profit before working capital changes</b>	1,768.33	4,643.16
<b>Adjustment for change in Working Capital</b>		
Changes in Trade and other receivables	(248.13)	66.93
Inventories	1,239.58	(2,416.86)
Other Current Liabilities	(1,454.59)	-
Trade Payables	(990.70)	675.38
	(1,453.84)	(1,674.55)
	314.49	2,968.61
Direct taxes (paid)/received	(1.87)	(1.36)
<b>Net cash flow from operating activities</b>	312.62	2,967.25
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	(354.18)	(431.82)
Sale of fixed assets	181.58	67.83
Loans given received back	-	(0.29)
Dividend received	0.85	-
Interest received	15.72	49.48
<b>Net cash flow from investing activities</b>	(156.03)	(314.80)
<b>C. Cash flow from financing activities</b>		
Borrowing (Net of repayments)	1,004.05	(3,832.19)
Issue of Equity Shares	27.20	-
Share Application Money received pending allotment	-	750.00
Interest paid	(282.22)	(342.45)
<b>Net cash used in financing activities</b>	749.03	(3,424.64)
<b>Net cash generated (A+B+C)</b>	905.61	(772.19)
<b>Changes in cash and cash equivalents</b>		
Cash and cash equivalents-opening balance	204.18	976.37
Cash and cash equivalents-closing balance	1,109.79	204.18
	905.61	(772.19)
<b>Closing balance of cash and cash equivalents comprises of</b>		
Cash and bank balance	1,109.79	204.18
Credit balance in current account	-	-
	1,109.79	204.18

As per our report of even date attached

**For HARIBHAKTI & CO.**

Chartered Accountants  
FRN No.: 103523W

**Prashant Maharishi**

Partner  
Membership No.: 41452

Place : Mumbai  
Date : August 13, 2012

**For and on behalf of the Board**

**K.C. Gupte**

Executive Director

**P.C. Kundalia**

Director

**Priti Patel**

Company Secretary

Place : Mumbai  
Date : August 13, 2012

ANNUAL REPORT  
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## Notes forming part of the Financial Statement

### 1) NATURE OF BUSINESS :

Windsor Machines Limited ('the company') is in business of manufacturing of plastic processing machinery, which includes pipe extrusion, blow film extrusion and injection moulding machines. The company was incorporated on May 4, 1963. The company is listed with Bombay Stock Exchange and National Stock Exchange. The registered office of the company is located at Thane (Mumbai).

### 2) SIGNIFICANT ACCOUNTING POLICIES :

#### a. System of accounting :

The financial statements are prepared under historical cost convention and on the accounting principle of going concern basis. The income and expenditure are generally accounted on accrual basis.

#### b. Fixed assets :

Fixed assets are stated at cost of acquisition inclusive of freight, duties, taxes and incidental expenses or at revalued amount, wherever revalued.

#### c. Depreciation :

i. Depreciation on leasehold land has been provided at equal annual installments so as to write off the cost thereof completely two years before the termination date of the lease.

ii. Depreciation on buildings and roads on leasehold land has been provided on straight line method at the rate of 4%.

iii. Depreciation on office premises has been provided on straight line method at the rate of 4%.

iv. On the other assets acquired up to March 31, 1994, depreciation has been provided on written down value method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956. However, in respect of fixed assets acquired up to March 31, 1993, where the original cost of asset did not exceed ₹ 5,000/- each, depreciation had not been provided at the rate of 100% but at the rate applicable to similar assets of a cost exceeding ₹ 5,000/-. On assets acquired on or after April 1, 1994, depreciation has been provided on straight line method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956, except for technical know how which is depreciated over the period of the Technical know how agreement.

#### d. Investments :

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if, such a decline is other than temporary in the opinion of the Management.

#### e. Foreign currency transactions:

i. In respect of exports and imports of goods, the transactions in foreign currency are recorded in rupees by applying to the foreign currency amount, the exchange rate prevailing at the time of the transaction. Amount short or excess realised/incurred is transferred to exchange variation account.

ii. Assets and liabilities related to foreign currency transactions other than for fixed assets remaining unsettled at the end of the year are translated at contract rate when covered by forward exchange contracts and at the rate at the end of the year in other cases. The gains and losses arising in foreign exchange other than those relating to fixed assets are recognised in the profit and loss account.

f. **Inventories:**

Inventories are valued at lower of cost or net realisable value, Cost of raw materials and components is arrived on a 'First-in-First-out' (FIFO) basis. Valuation of work-in-progress (including made in components) and finished goods is arrived at by using the FIFO rates of raw materials and components and includes appropriate allocation of direct labour and works overheads.

g. **Research and development:**

Capital expenditure on Research and development is treated in the same manner as expenditure on fixed assets. The revenue expenditure on Research and development is written off in the year in which it is incurred.

h. **Retirement benefits:**

i. The Company has various schemes of retirement benefits, viz. Superannuation, Gratuity and Leave Encashment. Such liabilities of Vatva & Chhatral Works are administered by separate trusts formed for this purpose through the Group schemes of Life Insurance Corporation of India. In respect of other Works, such liabilities are provided for as per actuarial valuation.

ii. The company's contributions to provident fund are charged to the profit and loss account in the year of contribution.

i. **Excise duty:**

Excise duty payable in respect of finished goods and manufactured components is provided for in the books of Account.

j. **Capital subsidy:**

Amount received as capital subsidy from the Government for setting up an industrial undertaking in a backward area is credited to the capital reserve.

k. **Revenue recognition:**

i. The Company recognises revenue on the sale of products, net of discounts and sales tax, when risks and rewards of the ownership is transfer to the customer.

ii. Service income is recognised on completion of services.

iii. Dividend is recognised in the profit and loss account when the right to receive the same is established.

l. **Segment reporting policies:**

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

i) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter segment revenue.

ii) Expenses that are directly identifiable with/allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "unallocable corporate expenditure".

iii) Income which relates to the Company as a whole and not allocable to segments is included in "unallocable corporate income".

iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

### 3) SHARE CAPITAL

Particular	As at March 31, 2012		As at March 31, 2011	
	No in Lacs	₹ in Lacs	No in Lacs	₹ in Lacs
<b>Authorised</b> Equity Shares of ₹ 2/- each, (Previous year equity shares of ₹ 4/- each)	2,000.00	4,000.00	500.00	2,000.00
<b>Issued, Subscribed &amp; Paid up</b> 6,49,31,800 equity Shares of ₹ 2/- each fully paid up (Previous year 1,30,35,900 equity shares of ₹ 4/- each fully paid up)	649.32	1,298.64	130.36	521.44
<b>Total</b>	<b>649.32</b>	<b>1,298.64</b>	<b>130.36</b>	<b>521.44</b>

**3.1 The Company has only one class of equity share having a par value of ₹ 2/- each. Each shareholder is eligible for one vote per share held.**

#### 3.2 Reconciliation of Equity Shares Outstanding at the beginning and at the end of the year

Particular	2011-12		2010-11	
	No in Lacs	₹ in Lacs	No in Lacs	₹ in Lacs
<b>At the beginning of the year</b>	130.36	521.44	130.36	1,303.59
Add: Issued at ₹ 4	187.50	750.00	-	-
Add: Equity Shares Subdivided	317.86	-	-	-
Add: Issued at ₹ 2	13.60	27.20	-	-
Less: Reduction in share capital as per BIFR order	-	-	-	782.15
<b>Shares outstanding at the end of the year</b>	<b>649.32</b>	<b>1,298.64</b>	<b>130.36</b>	<b>521.44</b>

The Company has revised its capital structure as directed by the BIFR vide its order dated September 21, 2010 and subsequent orders thereafter.

As per above mentioned BIFR order(s), the Company has reduced the face value of its equity shares from ₹ 10/- (Rupees Ten Only) each to ₹ 4/- (Rupees Four Only) each in previous year. Company has allotted 1,87,50,000 (One Crores Eighty Seven Lacs Fifty Thousand) equity shares of ₹ 4/- (Rupees Four only) each, at par. As per Special Resolution passed at the Extra-Ordinary General Meeting of the members of the Company held on May 12, 2011, the Company has increased its authorised share capital up to ₹ 40 crores and subdivided entire equity share capital of face value of ₹ 4/- (Rupees Four Only) each into two equity shares of ₹ 2/- (Rupees Two Only) each. As per BIFR Order dated July 18, 2011, Company has further issued 13,60,0000 (Thirteen Lacs Sixty Thousand) equity shares of ₹ 2/- (Rupees Two Only) each, at par.

#### 3.3 Details of Shareholders holding more than 5% shares in the Company

Name of Shareholders	As at March 31, 2012		As at March 31, 2011	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Castle Equipments Private Limited	35,000,000	53.90	NIL	NIL
D G P Windsor Limited	5,899,748	9.09	2,949,874	22.63
V.I.P. Industries Ltd	4,560,760	7.02	2,280,380	17.49

**3.4 3,50,00,000 Equity Shares (Nil Equity shares Previous year) are held by Castle Equipments Private Limited, the holding Company.**

₹ In Lacs

Particulars	As at March 31,	
	2012	2011
<b>4) RESERVES &amp; SURPLUS</b>		
<b>a) Capital Reserves</b>		
Opening Balance	-	25.37
Less: Transferred to restructuring account as per BIFR Scheme (Refer Foot Note 4.1)	-	25.37
Closing Balance	-	-
<b>b) Securities Premium Account</b>		
Opening Balance	-	2,017.95
Less: Transferred to restructuring account as per BIFR Scheme (Refer Foot Note 4.1)	-	2,017.95
Closing Balance	-	-
<b>c) Revaluation Reserve</b>		
Opening Balance	-	0.73
Less: Transferred to Profit & Loss Account	-	0.73
Closing Balance	-	-
<b>d) Surplus</b>		
Opening balance	(239.45)	(14,289.10)
(+) Net Profit/(Net Loss) For the current year	1,143.41	14,049.65
Closing Balance	<b>903.96</b>	<b>(239.45)</b>
	<b>903.96</b>	<b>(239.45)</b>

4.1 During the year 2010-11 the resulting balance in restructuring account has been transferred to profit & loss account.

<b>5) SHARE APPLICATION MONEY PENDING ALLOTMENT</b>	-	750.00
(Previous Year 1,87,50,000 Equity shares of ₹ 4/- each pending final allotment)	-	750.00
	-	<b>750.00</b>

Equity shares after allotment are ranked pari passu in all respects with the then existing Equity Shares of the Company. Equity Shares after allotment are locked as specified in Regulation 78(1) of the SEBI (Issue of Capital and Disclosure Requirements Regulations, 2009) except to the extent and in the manner permitted there under.

#### 6) LONG TERM BORROWINGS

##### SECURED

<b>a) Secured Loan from Bank (Refer foot note 6.1)</b>	1,272.73	-
<b>b) Loans and advances from related parties (Refer foot note 6.2)</b>	-	820.86
	<b>1,272.73</b>	<b>820.86</b>

6.1 The above loan from Yes Bank Limited is secured by Mortgage on all immovable properties situated at Vatva & Chhatral Unit and hypothecation of all the movable lying at Vatva & Chhatral Unit (save and except book debts) both present and future. The loan is repayable in total 11 equal Quarterly installments Commencing from April 2012. Floating interest Rate of 13.25% p.a (Base Rate 10.50 + 2.75% as on March 31, 2012 ) is applicable on the said loan. Renaissance Equipments Private Limited is the corporate guarantor for the same. Current Maturities is ₹ 727.27 lacs reflected under Other Current Liabilities.

6.2 Loan outstanding as on March 31, 2011 was of Renaissance Equipments Pvt Ltd. (related party) was secured by mortgage on all immovable properties and hypothecation of all the movables in favour of the Company (save and except book debts) both present and future. Fixed interest rate of 9% was applicable as on March 31, 2011 on the said loan. (Refer Note No. 32)

Particulars	₹ In Lacs	
	As at March 31,	
	2012	2011
<b>7) TRADE PAYABLES</b>		
a) Payable	3,705.07	4,695.77
	<b><u>3,705.07</u></b>	<b><u>4,695.77</u></b>

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) which came into force from October 02, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the company, the disclosure pursuant to the said Act is under :

Particulars	₹ in Lacs	
	2012	2011
a) Principal amount remaining unpaid at the end of the accounting year	114.73	146.62
b) Interest accrued & due to suppliers on the above amount unpaid	7.61	9.08
c) The amount of interest paid by the buyer along with amount of payment made to the suppliers beyond the appointed day during the year	-	-
d) The amount of interest accrued and remaining unpaid at the end of the financial year	33.22	24.22
e) Interest due and payable towards suppliers under MSMED Act for payments already made	25.61	15.14
f) The amount of further Interest remaining due and payable in succeeding years, until such interest is actually paid.	-	-
<b>8) OTHER CURRENT LIABILITIES</b>		
Current Maturities of Long term Borrowing (Refer Foot Note 6.1)	727.27	-
Inter Corporate Loan	-	175.09
Advance payments from customers	2,158.12	3,696.22
Other Liabilities		
-Statutory dues	132.15	68.91
-Sundry deposit	20.00	-
-Other liabilities	5.45	15.69
	<b><u>3,042.99</u></b>	<b><u>3,955.91</u></b>
<b>9) SHORT TERM PROVISIONS</b>		
a) Provision for wealth tax	-	0.50
b) Retirement Benefit	11.01	-
	<b><u>11.01</u></b>	<b><u>0.50</u></b>

**10) FIXED ASSETS**

₹ In Lacs

Description of Assets	Gross Block			Accumulated Depreciation				Net Block		
	As at April 1, 2011	Additions	(Disposals)	As at March 31, 2012	As at April 1, 2011	For the year	Deductions during the year	As at March 31, 2012	As at March 13, 2012	As at April 1, 2012
<b>A Tangible Assets</b>										
Land										
-Assets under lease	121.65	-	-	121.65	25.43	1.27	-	26.70	94.95	96.22
Buildings & Road on leasehold land	1,011.23	153.13	-	1,164.36	706.35	33.72	-	740.07	424.29	304.88
Office Premises	44.76	-		44.76	28.52	2.39	-	30.91	13.85	16.24
Plant and Equipment	3,825.64	80.43	796.54	3,109.53	3,447.31	51.56	749.11	2,749.76	359.77	378.33
Patterns and jigs	229.52	15.01	-	244.53	158.55	14.84	-	173.39	71.14	70.97
Computers	505.59	16.63	36.71	485.51	402.05	25.94	35.81	392.18	93.33	103.54
Electrical installation and air conditioning plant	241.84	29.15	-	270.99	169.43	8.66	-	178.09	92.90	72.41
Drawing office equipments	5.02	-	-	5.02	4.77	0.03	-	4.80	0.22	0.25
Furniture and Fixtures	234.69	18.53	-	253.22	161.48	9.21	-	170.69	82.52	73.21
Vehicles	46.68	-	-	46.68	6.24	5.92	-	12.16	34.52	40.44
Office equipment	160.91	17.79	-	178.70	77.87	5.63	-	83.50	95.21	83.04
<b>Total</b>	<b>6,427.53</b>	<b>330.67</b>	<b>833.25</b>	<b>5,924.95</b>	<b>5,188.00</b>	<b>159.17</b>	<b>784.92</b>	<b>4,562.25</b>	<b>1,362.70</b>	<b>1,239.53</b>
<b>B Intangible Assets</b>										
Drawing and Technical know how	298.07	23.51	-	321.58	85.25	57.75	-	143.00	178.58	212.82
<b>Total</b>	<b>298.07</b>	<b>23.51</b>	<b>-</b>	<b>321.58</b>	<b>85.25</b>	<b>57.75</b>	<b>-</b>	<b>143.00</b>	<b>178.58</b>	<b>212.82</b>
<b>Total</b>	<b>6,725.60</b>	<b>354.18</b>	<b>833.25</b>	<b>6,246.53</b>	<b>5,273.25</b>	<b>216.92</b>	<b>784.92</b>	<b>4,705.25</b>	<b>1,541.28</b>	<b>1,452.35</b>
<b>PREVIOUS YEAR</b>	<b>7,113.57</b>	<b>431.82</b>	<b>819.79</b>	<b>6,725.60</b>	<b>5,803.36</b>	<b>220.04</b>	<b>750.83</b>	<b>5,273.30</b>	<b>1,452.30</b>	<b>1,310.21</b>

₹ In Lacs

Particulars	As at March 31,	
	2012	2011
<b>11) NON CURRENT INVESTMENT (NON TRADE)</b>		
Investment in Equity instruments	22.79	22.79
	<b>22.79</b>	<b>22.79</b>

- Market value of ₹ 29.82 Lacs (Previous Year ₹ 40.58 Lacs)
- All shares are fully paid up unless otherwise stated.

Details of Other Investments												
Sr. No.	Name of the Body Corporate	Subsidiary/Associate/JV/Controlled Entity/Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹ In Lacs)		Whether stated at Cost Yes / No	If Answer is 'No' - Basis of Valuation
			March 31, 2012	March 31, 2011			March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Shares of IDBI	Other	28,480	28,480	Quoted	Fully Paid	-	-	22.79	22.79	Yes	NA
	<b>Total</b>								<b>22.79</b>	<b>22.79</b>		

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Particulars	As at March 31,	
	2012	2011
<b>12) LONG TERM LOAN &amp; ADVANCES</b>		
Security and other deposit	20.59	20.59
<b>Other Loan &amp; Advances</b>		
-TDS Receivable	2.90	1.01
-Advance tax payments and refund receivable (net of provisions)	39.93	39.94
	<u>63.42</u>	<u>61.54</u>
<b>13) INVENTORIES</b>		
a) Raw Materials and components	1,980.61	2,890.53
b) Work-in-progress	1,984.33	2,315.44
c) Loose Tools	57.66	56.21
	<u>4,022.60</u>	<u>5,262.18</u>
<b>14) TRADE RECEIVABLES</b>		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	926.10	808.32
	<u>926.10</u>	<u>808.32</u>
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	20.87	63.26
Unsecured, considered doubtful	29.30	29.30
Less: Provision for doubtful debts	(29.30)	(29.30)
	<u>20.87</u>	<u>63.26</u>
	<u>946.97</u>	<u>871.58</u>
<b>15) CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	8.21	6.40
Balance with Bank		
-Balance in Current Account	999.83	132.76
-Bank deposits with less than 12 months maturity.	35.50	48.80
-Bank deposits with more than 12 months maturity.	66.25	16.22
	<u>1,109.79</u>	<u>204.18</u>

Amount of bank deposits includes ₹ 35.73 lacs (previous year ₹ 64.85 lacs) pledged with bankers against bank guarantees and letters of credit issued by them.



₹ In Lacs

Particulars	As at March 31,	
	2012	2011
<b>16) SHORT-TERM LOANS AND ADVANCES</b> (Unsecured, considered good unless otherwise stated)		
<b>Advances to related parties</b> (Refer Note No 32 )	343.00	-
<b>Other Loan and advances</b>		
-Prepaid Expenses	53.04	92.45
-Security Deposits	18.97	18.71
-Loans and Advance to Employee	5.83	5.03
-Advance to Suppliers	206.52	232.40
-Sales tax Recoverable	315.41	349.40
-Service Tax Receivable	66.36	5.09
-Custom Duty Receivable	17.46	-
-Balances with central excise	39.09	28.67
	<b>1,065.68</b>	<b>731.75</b>
<b>17) OTHER CURRENT ASSETS:</b>		
Other Current Assets:		
Interest receivable	4.94	1.48
Export entitlement	42.77	82.24
Technical know-how fees	0.01	0.01
	<b>47.72</b>	<b>83.73</b>
		₹ In Lacs
Particulars	2011-12	2010-11
<b>18) REVENUE FROM OPERATION</b>		
Sale of products (excluding sales tax and net of discount)	23,664.12	27,046.70
<u>Less:</u> Excise duty	(1,807.02)	(2,072.13)
	21,857.10	24,974.57
Sale of services (net of service tax)	77.41	82.35
Other Operating Income	1,010.86	316.78
	<b>22,945.37</b>	<b>25,373.70</b>
<b>19) OTHER INCOME</b>		
a) Interest Income	15.72	26.76
b) Dividend Income	0.85	-
c) Exchange gain (net)	125.18	(7.04)
d) Other non-operating income (net of expenses directly attributable to such income)	278.67	14.70
	<b>420.42</b>	<b>34.42</b>
<b>20) COST OF MATERIAL CONSUMED</b>		
Opening stock	2,890.53	1,139.40
Purchases (inclusive of sub contractors' processing charges ₹ 1257.29 lacs, previous year ₹ 1627.29 lacs)	14,606.31	18,273.93
	17,496.84	19,413.33
Less: Closing Stock	1,980.61	2,890.53
	<b>15,516.23</b>	<b>16,522.80</b>

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Particulars	2011-12	2010-11
<b>21) CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS</b>		
<b>Opening stock:</b>		
Work-in-progress	2,315.44	1,652.64
Finished goods	-	-
	2,315.44	1,652.64
<b>Closing stock:</b>		
Work-in-progress	1,984.33	2,315.44
Finished goods	-	-
	1,984.33	2,315.44
	<b>331.11</b>	<b>(662.80)</b>
<b>22) EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, wages, bonus and allowances	2,159.21	2,049.41
Company's contribution to gratuity, provident and other funds	208.69	203.61
Staff welfare expenses	153.66	134.46
	<b>2,521.56</b>	<b>2,387.48</b>
<b>23) FINANCE COST</b>		
Interest expense	216.04	264.32
Other borrowing cost	66.18	-
	<b>282.22</b>	<b>264.32</b>
<b>24) OTHER EXPENSES</b>		
Loose tools consumed	68.45	82.80
Light, power and fuel	146.18	146.83
Rent	47.75	34.50
Repairs and maintenance to:		
-Plant and machinery	74.07	57.22
-Buildings	139.13	80.98
-Others	43.82	49.59
	257.02	187.79
Insurance	39.79	37.55
Rates and taxes	21.25	24.54
Vehicle expenses	12.24	15.49
Travelling and conveyance	325.12	327.62
Postage, telegrams and telephones	54.93	56.14
Printing and stationery	32.51	24.63
Bank commission & charges	22.61	78.13
Legal and professional fees	506.62	339.44
Consumables	300.66	309.96
Packing, carriage and freight outwards	305.50	326.86
Advertising	11.93	22.03
Exhibition expenses	281.09	117.47
Commission	186.26	141.37
Directors' sitting fees	3.50	3.04
Provision for doubtful debts	-	15.00
Miscellaneous expenses	287.00	277.42
Royalty	43.13	7.28
Loss on sale of fixed assets	-	1.13
	<b>2,953.55</b>	<b>2,577.02</b>

Particulars	₹ In Lacs	
	2011-12	2010-11
24.1 Legal and professional fees include, Payments to Auditors for -		
For services as statutory auditors, including quarterly limited review	7.00	6.00
For Tax audit	1.50	1.50
For Other services	1.00	0.25
	<b>9.50</b>	<b>7.75</b>
<b>25) Contingent liabilities not provided for / commitments:</b>		
i. Claims against the Company not acknowledged as debts	<b>291.41</b>	291.41
ii. Disputed income tax liability	<b>753.11</b>	753.11
iii. Disputed sales tax, excise & service tax liability	<b>16.51</b>	16.51
iv. Guarantee given by the Company on behalf of a body corporate to a financial institution	<b>120.00</b>	120.00
v. In respect of bank guarantees	<b>29.18</b>	64.85
vi. In respect of claims of 31 workmen (previous year 33 workmen) at Vatva works whose services were terminated by the Company. The Company's appeal is pending before Industrial Court / High Court. However company has agreed for 45 days retrenchment compensation in the court and same is also provided in the books.	<b>Unascertained</b>	Unascertained

**26) Detailed quantitative information in respect of sales, capacities, production, stocks and consumption of raw materials and components:**

a) Sales	Quantity	Value excise (including duty)
	(In nos.)	(₹ In lacs)
i. Plastic processing Machinery including extruders, injection and blow moulding machines	<b>489</b> (608)	<b>21,550.48</b> (25,041.19)
ii. Spare parts (including service charges ₹ 77.41 lacs, previous year ₹ 82.35 lacs)		<b>2,191.05</b> (2,087.86)
		<b>23,741.53</b> (27,129.05)
<b>b) Capacities, Production, Purchases and stocks:</b>		
Class of Goods	Installed Capacity Nos	Actual Production Nos
Plastic Processing Machinery	N .A (N.A)	<b>489</b> (608)

**Notes:**

- As the licensing capacity has been dispensed with by the Government of India, only the installed capacity and production have been given.
- The Company manufactures various kinds of plastic processing machines on make to order therefore Installed capacity is not applicable.

**c) Consumption of raw material and components :**

Particular	Unit of Measurement	Current Year Quantity	Value ₹ In Lacs	Previous Year Quantity	Value ₹ In Lacs
1. Ferrous, Non ferrous, section rods, bars, plates etc.	Metric Tonnes	2,027.84	1,197.94	2,726.79	2,053.77
2. Casting , ferrous and non ferrous	Nos.	9,588.00	2,008.88	11,648.70	2,022.28
3. Tubes and pipes	Running Mtrs.	18,076.18	41.00	22,860.65	45.18
4. i. Electrical motors	Nos.	1,200.00	379.19	1,604.00	423.09
ii. Hydraulic motors	Nos.	716.00	278.61	679.00	290.53
iii. Electric switchgears and controls	Nos.	58,599.00	1,342.02	195,003.00	1,689.88
iv. Hydraulic pumps and valves	Lot	11,890.00	690.93	14,396.00	780.32
v. Sub-contracted items	Lot		3,522.30		4,543.40
vi. Miscellaneous components Cables, hardwares, elbows etc.	Lot		6,055.36		4,674.35
			15,516.23		16,522.80

Of Which	% of Total Consumption	Value ₹ in Lacs	% of Total Consumption	Value ₹ in Lacs
1. Imported	8.70	1,350.33	9.23	1,524.60
2. Indigenous	91.30	14,165.90	90.77	14,998.20
	100.00	15,516.23	100.00	16,522.80

₹ in lacs

	2011-12	2010-11
<b>27) C.I.F. value of imports in respect of:</b>		
Raw materials, components and finished goods	1,061.73	1,426.31
<b>28) Earnings in foreign currency:</b>		
FOB value of goods exported (including ₹ 660.10 lacs, previous year ₹ 695.99 lacs through merchant exporters)	4,805.90	4,587.45
<b>29) Payment in foreign currency:</b>		
Subscription to periodicals etc.	0.11	0.49
Foreign travel	49.19	71.00
Technical knowhow fees	23.51	225.56
Royalty	6.82	33.10
Professional Consultancy fees	15.41	5.36
Commission	40.06	22.39
Advertisement	-	0.39
Freight/Others	3.25	49.42
<b>30) Research and development expenditure:</b>		
- Revenue expenditure charged to profit and loss account	55.88	112.20

**31) Disclose of Earning Per Share (EPS) as required by Accounting Standard 20 “Earning Per Share”:  
The numerators and denominators used to calculate Basic and Diluted Earning Per Share.**

	2011-12	2010-11
Profit / (Loss) Attributable to the shareholders (₹ lacs) (Before Extraordinary items)	1,143.41	5,913.69
Profit / (Loss) Attributable to the shareholders (₹ lacs) (After Extraordinary items) A	1,143.41	14,049.65
Number of Equity Shares outstanding B during the year for basic EPS.	56,044,478	26,071,800
Number of Equity Shares outstanding during the year for diluted EPS	56,044,478	63,570,000
Nominal value of Equity shares (₹)	2.00	2.00
Basic profit / (loss) per share (₹) (Before extraordinary items)	2.04	22.68
Basic profit / (loss) per share (₹) (Including extraordinary items)	2.04	53.89
Diluted profit / (loss) per share (₹) (Before extraordinary items)	2.04	9.30
Diluted profit / (loss) per share (₹) (Including extraordinary items)	2.04	22.10

**32) Related Parties Disclosure as required by the Accounting Standard 18 “Related Party Disclosures” as per Corporate Governance**

Name of Related Party and Nature of relationship	Nature of Transaction	Transaction Value 2011-12	Balance as at March 31, 2012
		(2010-11)	(Balance as at March 31, 2011)
<b>a) Holding Company :</b> M/s. Castle Equipments Pvt. Ltd.	-	-	-
<b>b) Directors &amp; Relatives :</b>			
i) Mr. P. C. Kundalia (Director in M/s. Renaissance Equipments Pvt. Ltd. (REPL). Resigned from REPL on November 5, 2011.	Sitting Fees	0.50 (0.98)	- -
ii) Mr. Jayant Thakur (Director in M/s.Castle Equipments Pvt. Ltd. & M/s. Renaissance Equipments Pvt. Ltd.)	Sitting Fees	0.50 (0.10)	- -
iii) Mr. M. K. Arora (Director in M/s.Vibhuti Investments Co. Ltd.)	Sitting Fees	0.90 (0.98)	- -
<b>c) Key Management Personnel :</b>			
Mr. K. C. Gupte (Executive Director)	Remuneration	40.06	-
(Director in M/s. Castle Equipments Pvt. Ltd.)	Sitting Fees	- (0.98)	- -

Name of Related Party and Nature of relationship	Nature of Transaction	Transaction Value 2011-12	Balance as at March 31, 2012
		(2010-11)	(Balance as at March 31, 2011)
<b>d) Associates/Investing Parties :</b>			
i) M/s. Renaissance Equipments Pvt. Ltd.	Unsecured Loan repaid	<b>175.09</b> (696.84)	— (175.09)
	Interest on Unsecured loan Provided	<b>4.79</b> (21.14)	—
	Interest on Unsecured loan Paid	<b>4.79</b> (56.38)	—
	Secured loan repaid	<b>820.86</b> (1,660.16)	— (820.86)
	Interest on secured loan provided	<b>36.52</b> (788.75)	—
	Interest on secured loan paid	<b>36.52</b> (915.34)	—
	Advance Given	<b>1,043.00</b> —	—
	Advance Return	<b>700.00</b> —	343.00
	Loan converted into share	<b>—</b> (388.00)	—
	Loan waived off	<b>—</b> (5,033.96)	— (820.86)
ii) M/s. Vibhuti Investments Co. Ltd.	Trade Advance waived off	<b>755.00</b> —	—
	Trade Advance repaid	<b>700.00</b> —	— (1,455.00)

**33) Segment Information for the year ended March 31, 2012 as required by the Accounting Standard 17 "Segment Reporting"**

**(A) PRIMARY SEGMENT INFORMATION ( BUSINESS SEGMENTS)**

₹ In lacs

Particulars	2011-12	2010-11
<b>(i) Segment Revenue</b>		
Extrusion Machinery Division	<b>9,835.10</b>	11,542.07
Injection Moulding Machinery	<b>13,110.27</b>	13,831.64
<b>Total Segment Revenue</b>	<b>22,945.37</b>	25,373.71
<b>(ii) Segment Result</b>		
Extrusion Machinery Division	<b>278.26</b>	2,395.02
Injection Moulding Machinery	<b>1,531.27</b>	1,964.85
<b>Total Segment Results</b>	<b>1,809.53</b>	4,359.87
Unallocated Corporate expenses net of unallocated income	<b>1.16</b>	23.05
<b>Profit / (Loss) before Interest, etc., Extra-ordinary items and taxation</b>	<b>1,810.69</b>	4,336.82
Interest etc. paid- net	<b>266.50</b>	237.56

Particulars	2011-12	2010-11
<b>Profit / (Loss) before taxation and extra-ordinary items</b>	<b>1,544.19</b>	4,099.26
Extraordinary items	-	(8,135.96)
<b>Net Profit / (Loss) before taxation</b>	<b>1,544.19</b>	12,235.22
Deferred tax assets (net)	<b>400.78</b>	(1,814.93)
Provision for taxation	-	0.50
<b>Net Profit / (Loss) after taxation</b>	<b>1,143.41</b>	<b>14,049.65</b>
<b>(iii) Capital Employed</b>		
<b>Segment Assets</b>		
Extrusion Machinery Division	4,778.20	4,937.76
Injection Moulding Machinery	3,552.15	3,671.84
<b>Segments Assets Total</b>	<b>8,330.35</b>	<b>8,609.60</b>
Unallocated Corporate assets.	1,822.74	1,878.64
<b>Total Assets</b>	<b>10,153.09</b>	<b>10,488.24</b>
<b>Segment Liabilities</b>		
Extrusion Machinery Division	3,189.79	3,800.79
Injection Moulding Machinery	2,760.70	4,659.01
<b>Segments Liabilities Total</b>	<b>5,950.49</b>	<b>8,459.80</b>
Unallocated Corporate liabilities	-	-
<b>Total liabilities</b>	<b>5,950.49</b>	<b>8,459.80</b>
<b>(iv) Capital Expenditure</b>		
Extrusion Machinery Division	147.77	137.60
Injection Moulding Machinery	206.41	294.22
<b>Segment Capital Expenditure</b>	<b>354.18</b>	<b>431.82</b>
Unallocated Corporate Capex	-	0.00
<b>Total Capital Expenditure</b>	<b>354.18</b>	<b>431.82</b>
<b>(v) Depreciation</b>		
Extrusion Machinery Division	94.72	88.73
Injection Moulding Machinery	122.20	131.31
<b>Segment Depreciation</b>	<b>216.92</b>	<b>220.04</b>
Unallocated Corporate Depreciation	-	0.00
<b>Total Depreciation</b>	<b>216.92</b>	<b>220.04</b>
<b>(B) SECONDARY SEGMENT INFORMATION ( GEOGRAPHICAL SEGMENTS)</b>		
<b>Segment Revenue</b>		
Within India	<b>17,893.59</b>	20,391.71
Outside India	<b>5,051.78</b>	4,981.99
<b>Total Revenue</b>	<b>22,945.37</b>	<b>25,373.70</b>
<b>Segment Assets</b>		
Within India	<b>7,909.28</b>	8,399.72
Outside India	<b>421.07</b>	209.88
<b>Total Assets</b>	<b>8,330.35</b>	<b>8,609.60</b>
<b>Capital Expenditure</b>		
Within India	<b>354.18</b>	431.82
Outside India	-	-
<b>Total Capital Expenditure</b>	<b>354.18</b>	<b>431.82</b>

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Notes: The segment revenue and total assets include the revenue and assets respectively, which are identifiable with each segment and amounts allocated to the segments on a reasonable basis.

### 34) Employees Benefits (Disclosure as per As 15 revised)

The disclosure required under Accounting Standard 15 "Employees Benefits" notified in the companies (Accounting Standards) Rules 2006, are given below:

#### a) **Provident Fund – Defined Contribution Plan :-**

Contributions to the Provident Fund are made to Provident Fund Organization and all employees are entitled to Provident Fund benefits. Amount debited to Profit and Loss account ₹ 111.38 lacs during the year (₹ 97.56 lacs during previous year).

#### b) **Gratuity & Leave Encashment– Defined Contribution Plan :-**

The employees' gratuity fund and leave encashment scheme of EMD (Vatva Works) & IMM (Chhatral works) managed by Life Insurance Corporation of India is a defined benefit Plan. The present value of obligation is determined based on actuarial valuation, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

₹ in Lacs

Sr. No	Particulars	Gratuity (Funded) March 31,		Leave Encashment (Funded) March 31,	
		2012	2011	2012	2011
<b>1</b>	<b>Assumptions</b>				
	Discount Rate	8.00%	8.00%	8.00%	8.00%
	Salary Escalation Rate	8.95%	7.00%	8.95%	7.00%
<b>2</b>	<b>Present value of obligations</b>				
	Present value of obligations as at beginning of year	549.90	440.24	409.52	320.49
	Interest cost	50.67	45.87	38.94	34.01
	Current Service Cost	62.69	72.26	24.89	65.37
	Benefits Paid	40.83	13.09	91.72	86.83
	Actuarial (gain)/Loss on obligations	-	4.62	72.75	76.48
	Present value of obligations as at end of year	622.42	549.90	454.38	409.52
<b>3</b>	<b>The fair value of plan assets</b>				
	Fair value of plan assets at beginning of year	549.90	435.56	409.52	320.49
	Expected return on plan assets	50.67	45.87	38.94	34.01
	Contributions	51.68	76.94	24.89	65.37
	Benefits Paid	(40.83)	(8.47)	(18.97)	(10.35)
	Actuarial Gain / (Loss) on Plan assets	Nil	Nil	Nil	Nil
	Fair value of plan assets at the end of year	611.41	549.90	454.38	409.52
<b>4</b>	<b>Fair value of plan assets at beginning of year</b>	549.90	435.56	409.52	320.49
	Actual return on plan assets	50.67	45.87	38.94	34.01
	Contributions	51.68	76.94	24.89	65.37
	Benefits Paid	40.83	13.09	18.97	10.35
	Fair value of plan assets at the end of year	611.41	549.90	454.38	409.52
	Funded status	(11.01)	-	-	-



Sr. Particulars No	Gratuity (Funded) March 31,		Leave Encashment (Funded) March 31,	
	2012	2011	2012	2011
Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	Nil	Nil	Nil	Nil
<b>5 Actuarial Gain/Loss recognized</b>				
Actuarial gain/(Loss) for the year -Obligation	-	(4.62)	(72.75)	(76.48)
Actuarial (gain)/Loss for the year - plan assets	Nil	Nil	Nil	Nil
Total (gain)/Loss for the year	-	4.62	72.75	76.48
Actuarial (gain)/Loss recognized in the year	-	4.62	72.75	76.48
<b>6 The amounts to be recognized in the balance sheet</b>				
Present value of obligations as at the end of year	622.42	549.90	454.38	409.52
Fair value of plan assets as at the end of the year	611.41	549.90	454.38	409.52
Funded status	(11.01)	-	-	-
Net Asset/(liability) recognized in balance sheet	11.01	-	-	-
<b>7 Expenses to be Recognised in statement of Profit &amp; loss</b>				
Current Service cost	62.69	72.26	24.89	65.37
Interest Cost	50.67	45.87	38.94	34.01
Expected return on plan assets	50.67	45.87	38.94	34.01
Net Actuarial (gain)/Loss recognised in the year	-	4.62	72.75	76.48
Expenses recognised in statement of Profit & loss	62.69	76.88	97.64	141.85

### 35) Derivatives :

The year end foreign currency exposures that have not been hedged by a derivative instruments or otherwise are as under :

#### A. Amount Receivable in foreign Currency on account of the following :

₹ In lacs

Particulars	As at March 31, 2012	As at March 31, 2011
Export of Goods	289.90	209.88

#### B. Amount Payable in foreign Currency on account of the following :

₹ In lacs

Particulars	As at March 31, 2012	As at March 31, 2011
Import of Goods	17.42	3.01

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- 36)** The deferred tax asset (net), calculated in accordance with the Accounting Standard AS – 22 ‘Accounting for Taxes on Income’ issued by the Institute of Chartered Accountants of India, for the year ended March 31, 2012 amounted to ₹ 1,814.93 lacs.

With improved performance of the Company, net deferred tax assets have also been accounted for in the current year.

Particulars	Deferred Tax Assets/(Liability) as at April 1, 2011	Current Year Credit / (Charge)	Deferred Tax Assets/(Liability) as at March 31, 2012
<b>Deferred tax assets on account of:</b>			
- Unabsorbed depreciation / business losses / business losses of lapse years	1,706.11	(397.50)	1308.61
- Long term capital loss	197.03	(4.58)	192.45
- Others	51.39	(10.88)	40.51
<b>Total (A)</b>	<b>1,954.53</b>	<b>(412.96)</b>	<b>1,541.57</b>
<b>Deferred tax liabilities on account of:</b>			
On account of difference in WDV of assets	(139.60)	12.18	(127.42)
<b>Total (B)</b>	<b>(139.60)</b>	<b>12.18</b>	<b>(127.42)</b>
<b>Deferred Tax Assets / (Liabilities) (Net) Total (A-B)</b>	<b>1,814.93</b>	<b>(400.78)</b>	<b>1,414.15</b>

The Company has made an application to Directorate of Income-Tax (Recovery), New Delhi on July 9, 2010 to confer the benefit to the Company in terms of order of BIFR dated September 21, 2010 and order of AAIFR dated February 2, 2012. However the above application has not been disposed off by the Directorate of Income-Tax (Recovery), New Delhi till the date of finalization of balance sheet. In the stated above application, the company has requested for set off and carry forward losses of earlier years and the same is taken into consideration for working tax liability/ Deferred Tax of the company. Necessary adjustment to the tax provision/ carry forward losses/ depreciation etc. shall be made at the time of outcome of the said application.

**37)** Leasing arrangements are in respect of commercial premises (including furniture and fittings therein wherever applicable taken on leave and license basis). The aggregate lease rentals of ₹ 47.75 Lacs (Previous year ₹ 34.49 Lacs) are charged as Rent and shown under Note of “Other Expenses”. These leasing arrangements are cancellable and range between 11 months and 5 years generally, or longer, and are usually renewable by mutual consent at mutually agreed terms and conditions.

**38) Impairment of Assets**

In respect of Vatva, Chhatral and Thane works based upon a report of a registered approved valuer, the assets of these works are not impaired. This being a technical matter, the Board has relied upon the technical experts’ report.

**39)** Previous year’s figures have been regrouped / recast wherever considered necessary.

**Signatures to Notes ‘1’ to ‘39’**

**As per our report of even date attached**

**For and on behalf of the Board**

K.C. Gupte Executive Director

P.C Kundalia Director

Priti Patel Company Secretary

Place : Mumbai  
Dated : August 13, 2012



**WINDSOR MACHINES LIMITED**

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

**ATTENDANCE SLIP**

49th Annual General Meeting on Thursday, September 27, 2012 at 11.00 a.m.

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint Shareholders may obtain additional Attendance Slip on request.

NAME & ADDRESS OF THE SHAREHOLDER	L. F NO./DP ID No./Client ID No.

I here by record my presence at the 49th Annual General Meeting of the Company at Thane Small Scale Industries Association, TSSIA House, Plot No. P-26, Road No. 16-T, Wagle Industrial Estate, Thane - 400 604 on Thursday, September 27, 2012.

**SIGNATURE OF THE SHAREHOLDER OR THE PROXY ATTENDING THE MEETING**

If Shareholder, please sign here	If Proxy, please sign here

TEAR HERE

TEAR HERE



**WINDSOR MACHINES LIMITED**

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

**PROXY FORM**

LF NO./DP ID No./Client ID No.	
--------------------------------	--

I / We .....

of ..... being a member/members of WINDSOR MACHINES LIMITED

hereby appoint..... of .....

or failing him/her ..... of .....

as my/our proxy to vote for me/us and on my/our behalf at the 49th Annual General Meeting of the Company to be held on Thursday, September 27, 2012 and at any adjournment thereof.

As witness my/our hand(s) this ..... day of ..... 2012.

Affix a  
Re.1  
Revenue  
Stamp

(Signature of the Shareholder)

**NOTE :** The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

## Book-Post

If undelivered, please return to :

**WINDSOR MACHINES LIMITED**

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