

May 30, 2025

To,

BSE Limited.

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Limited.

Exchange Plaza, Plot No. C/ 1, G Block,
Bandra- Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 522029

Trading Symbol: WINDMACHIN

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Reference: Regulation 24A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015)

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 24A(2) of SEBI Listing Regulations, 2015, as amended, read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, please find enclosed herewith the Annual Secretarial Compliance Report of Windsor Machines Limited for the financial year ended March 31, 2025, issued by M/s. Kashyap R. Mehta & Associates, Company Secretaries in practice, secretarial auditor of the Company.

Kindly take the above information on your records.

For Windsor Machines Limited

Rohit Sojitra

Company Secretary and Compliance Officer

Encl: a/a

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • Mobile: 98250 15581 • Email : kashyaprmehta@hotmail.com • Web : www.cskashyap.in

To,
The Board of Directors,
Windsor Machines Limited
102/103, Devmilan Co. Op. Housing Society,
Next to Tip Top Plaza,
L. B. S. Road, Thane (W) – 400604
Maharashtra, India.

Sub:Secretarial Compliance Report of Windsor Machines Limited for the Financial Year ended 31st March, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Windsor Machines Limited** [CIN:L99999MH1963PLC012642]('hereinafter referred as 'the listed entity')having its Registered Office at 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza, L. B. S. Road, Thane (W) – 400604, Maharashtra, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

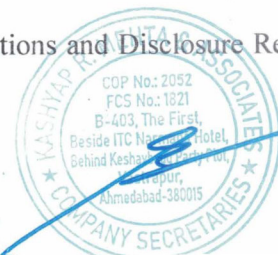
Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the **review period** covering the **financial year ended on 31st March, 2025**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad have examined:

- (a) All the documents and records made available to us and explanation provided by Windsor Machines Limited('the listed entity/the Company'),
- (b) the filings/ submissions made by the listed entity to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') ('Stock Exchanges'),
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended on 31st March, 2025('Review Period'), in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; The Open Offer was made pursuant to Regulations 3(1) and 4 read with 13(1) and 15(1) of the Takeover Code for the purpose of substantial acquisition of Equity Shares and control of listed entity by Plutus Investments and Holding Private Limited (“Acquirer”) during the Review period

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
-----Not applicable during the Review Period-----

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; -----Not applicable during the Review Period-----

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; -----Not applicable during the Review Period -----

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

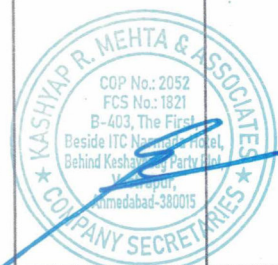
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I. (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Reg./ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification/ Fine/Show cause notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reg. 31 of SEBI (LODR) Regulations, 2015 pertaining to shareholding pattern to be filed by listed entity with Stock Exchanges on quarterly basis within 21 days from the end of previous quarter	Regulation 31 of SEBI (LODR) Regulations, 2015	There was delay in submitting shareholding pattern for the quarter ended 31 st March, 2024	NSE & BSE	Fine (SOP)	There was delay in submitting shareholding pattern as per Regulation 31 of SEBI (LODR) Regulation, 2015 to BSE & NSE for the quarter ended on 31 st March, 2024. The Shareholding Pattern was submitted to BSE & NSE on 27 th April, 2024.	NSE; Rs. 11,800/- (including GST) BSE; Rs. 11,800/- (including GST)	There was delay in submitting shareholding pattern for the quarter ended 31 st March, 2024 to the Stock Exchanges. The Shareholding Pattern was submitted to BSE & NSE with delay by 5 days i.e. 27 th April, 2024 and Fine (SOP) of levied by Stock	The Company has duly paid fine (SOP) to both the Stock Exchanges on 17 th May, 2024.	-



B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • Mobile: 98250 15581 • Email : kashyaprmehta@hotmail.com • Web : www.cskashyap.in

Sr. No.	Compliance Requirement (Reg./ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine/Show cause notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
								Exchanges for such late submission.		
2	Reg. 31 of SEBI (LODR) Reg., 2015 pertaining to shareholding pattern to be filed by listed entity with Stock Exchanges on quarterly basis within 21 days from the end of previous quarter	Regulation 31 of SEBI (LODR) Regulations, 2015	There was delay in submitting shareholding pattern for the quarter ended 30 th June, 2024	-	-	There was delay in submitting shareholding pattern as per Regulation 31 of SEBI (LODR) Regulation, 2015 to BSE & NSE for the quarter ended on 30 th June, 2024 by one day i.e. on 22 nd July, 2024.	NIL	There was delay in submitting shareholding pattern for the quarter ended 30 th June, 2024 to the Stock Exchanges. The Shareholding Pattern was submitted to BSE & NSE on 22 nd July, 2024.	The management has informed that no fine has been levied by BSE & NSE	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Reg./ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show cause notice/ Warning, etc.)	Details of Violation	Fine Amount
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1	Reg. 31 of SEBI (LODR) Regulations, 2015 pertaining to shareholding pattern to be filed by listed entity with Stock Exchanges on quarterly basis within 21 days from the end of previous quarter	Regulation 31 of SEBI (LODR) Regulations, 2015	There was delay in submitting shareholding pattern for the quarter ended 30 th June, 2023	NSE & BSE	Fine (SOP)	There was delay in submitting shareholding pattern as per Regulation 31 of SEBI (LODR) Regulation, 2015 to BSE & NSE for the quarter ended on 30 th June, 2023. The Shareholding Pattern was submitted to BSE & NSE on 24 th July, 2023.	NSE; Rs. 2000/- BSE; Rs. 2000/-

Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity	Management Response	Remarks
(9)	(10)	(11)	(12)	(13)	(14)
There was delay in submitting shareholding pattern for the quarter ended	31-03-2024	The Company has duly paid fine (SOP) to	-	The Company has duly paid fine (SOP) to both the Stock	

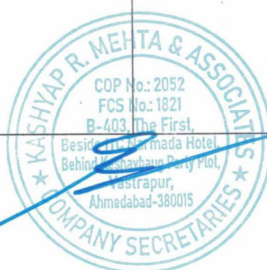
B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • **Mobile:** 98250 15581 • **Email :** kashyaprmehta@hotmail.com • **Web :** www.cskashyap.in

30 th June, 2023 to the Stock Exchanges. The Shareholding Pattern was submitted to BSE & NSE on 24 th July, 2023 and Fine (SOP) of levied by BSE & NSE on 11 th August, 2023 for such late submission.		both the Stock Exchanges on 12 th August, 2023.		Exchanges on 12 th August, 2023.	
---	--	--	--	---	--

Sr. No.	Compliance Requirement (Reg./ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show cause notice/ Warning, etc.)	Details of Violation	Fine Amount
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
2	Reg. 31 of SEBI (LODR) Regulations, 2015 pertaining to shareholding pattern to be filed by listed entity with Stock Exchanges on quarterly basis read with SEBI's System Driven Disclosures (SDD) requirements pertaining to SAST & PIT Regulations disclosures requirements	Regulation 31 of SEBI Listing Regulations	There is deviation / difference between the Shareholding held by one of the Promoters of the Company as held in its demat account and as reflected with explanation in all four quarterly shareholding patterns of the Company filed with the Stock Exchanges during FY 2021-22, 2022-23 & 2023-24.	NSE	Clarification sought	Difference in shareholding data of Promoters Shareholding between Quarterly Shareholding patterns filed by Company with SEs and data made available to SEs through SDD.	Nil

Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity	Management Response	Remarks
(9)	(10)	(11)	(12)	(13)	(14)
As per the explanation provided by the company, the promoters have confirmed to the Company that they are beneficially and legally owner of the shares which are not in their demat account. We are not in a position to independently verify the claim.	31-03-2020 31-03-2022 31-03-2023 31-03-2024	-	-	The Company replied to the NSE giving clarifications to that effect.	The Equity Shares of the Company have been acquired by New Promoters after complying with the provisions of SEBI Takeover Code.



B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • **Mobile:** 98250 15581 • **Email :** kashyaprmehta@hotmail.com • **Web :** www.cskashyap.in

II. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/N.A.)	Observations /Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and Specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	N.A. N.A.	The Company does not have any Material Subsidiary Company

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • Mobile: 98250 15581 • Email : kashyaprmehta@hotmail.com • Web : www.cskashyap.in

Sr. No.	Particulars	Compliance Status (Yes/No/N.A.)	Observations /Remarks by PCS
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	As per SEBI LODR and Companies Act, the Board Evaluation is required to be done once in a year.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). (or) The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or Stock Exchanges are specified in the last column.	Yes N.A.	No action has been taken except as mentioned in separate paragraph.

B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • Mobile: 98250 15581 • Email : kashyaprmehta@hotmail.com • Web : www.cskashyap.in

Sr. No.	Particulars	Compliance Status (Yes/No/N.A.)	Observations /Remarks by PCS
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	No such event during the Review Period
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	The Company has however submitted revised Shareholding pattern under Reg. 31 of SEBI LODR and revised Corporate Governance Report under Reg. 27 of SEBI LODR with the Stock Exchange during the Review period.

III. We further report that the listed entity is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the LODR Regulations. → NOT APPLICABLE DURING THE REVIEW PERIOD

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



B – 403, 'The First', Beside ITC Narmada Hotel, Behind Keshavbaug, Vastrapur, Ahmedabad – 380 015

Tel. No. : 079-2970 2975 / 76 / 77 • **Mobile:** 98250 15581 • **Email :** kashyaprmehta@hotmail.com • **Web :** www.cskashyap.in

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Ahmedabad
Date: 29th May, 2025



FOR KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES
FRN: S2011GJ166500

KASHYAP R. MEHTA
PROPRIETOR
FCS-1821 : COP-2052 : PR-5709/2024
UDIN:F001821G000494181