WINDSOR
Partner in Progress
WINDSOR MACHINES LIMITED
Corporate Identification Number: L99999GJ1963PLC168458
Registered Office Address: Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat, Website: www.windsormachines.com
Email ID: contact@windsormachines.com, Contact Number: +91 79 69360300/01/02/03/04/05

November 09, 2025

To,

BSE Limited.	**National Stock Exchange of India Limited.**
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Plot No. C/ 1, G Block,
Dalal Street, Fort,	Bandra- Kurla Complex, Bandra (E),
Mumbai - 400 001	Mumbai - 400 051
Scrip Code: 522029	**Trading Symbol:** WINDMACHIN

Subject: Intimation on the draft Scheme of Amalgamation approved by the Board of Directors of the Company.

Reference: Regulation 30 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 Regulation 30 of SEBI Listing Regulations, 2015, this is to inform you that the meeting of the Board of Directors of the Company held on Saturday, November 08, 2025 commenced at 02:11 p.m. (IST) and concluded at 07:50 p.m. (IST), *inter-alia,* considered and approved:

1. Subject to requisite approvals/consents, The Scheme of Amalgamation of Global CNC Private Limited (hereinafter referred to as the "Transferor Company") with Windsor Machines Limited (hereinafter referred to as the "Transferee Company" or the "Company" or "WML") and their respective shareholders/creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

   The salient features of the proposed Scheme, inter alia, are given as under:

   a. The Appointed Date of the Scheme would be 1st April 2025.
   b. The entire assets and liabilities of the Transferor Company to be transferred to and recorded by the Company at their carrying values.
   c. The entire share capital of the Transferor Company is held by the Company. Upon the Scheme becoming effective, no equity shares or other security (ies) of the Company shall be allotted in lieu or exchange of the holding of the Company in the Transferor Company and accordingly, equity shares held by the Company in the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument or deed.

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The relevant details required under Regulation 30 of SEBI Listing Regulation read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed as "**Annexure-I**".

Kindly take the above information on your record.

For **Windsor Machines Limited**

ROHIT DINESHBHAI SOJITRA

Digitally signed by ROHIT DINESHBHAI SOJITRA
Date: 2025.11.09 02:58:17 +05'30'

Rohit Sojitra
Company Secretary and Compliance Officer

Encl: a/a

Annexure I

The relevant details required under Regulation 30 of SEBI LODR Regulation read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as below:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Description</th></tr>
<tr><td>1</td><td>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.</td><td>Global CNC Private Limited (“Transferor Company”)
<table><tr><th>Particulars</th><th>Amt. (Rs. in Lakhs.) (as on 31.03.2025)</th></tr><tr><td>Paid Up Capital</td><td>10.00</td></tr><tr><td>Net Worth</td><td>3,435.18</td></tr><tr><td>Total Income</td><td>18,332.32</td></tr></table>
Windsor Machines Limited ("Transferee Company")
<table><tr><th>Particulars</th><th>Amt. (Rs. in Lakhs) (as on 31.03.2025)</th></tr><tr><td>Paid Up Capital</td><td>1,689.57</td></tr><tr><td>Net Worth</td><td>71,789.87</td></tr><tr><td>Total Income</td><td>32,895.27</td></tr></table></td></tr>
<tr><td>2</td><td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”</td><td>Yes, the Transferor Company is the Wholly Owned Subsidiary of the Transferee Company and as such the said Companies are related party to each other.

However, the said transaction shall not attract compliance with the requirements of Section 188 of the Companies Act, 2013 pursuant to the clarifications given by the Ministry of Corporate Affairs, vide its General Circular No. 30/2014 dated 17th July 2014.

Further, pursuant to Regulation 23(5)(b) of the SEBI Listing Regulations, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD- /P/CIR/2023/93 dated June 20, 2023.</td></tr>
<tr><td>3</td><td>Area of business of the entity(ies)</td><td>The Transferor Company is, inter alia, engaged in the business of computer numerical controlled (CNC), Vertical Machining Centers (VMC), Special Purpose Machines (SPM) and other general</td></tr>
</table>

		purpose machineries to automate precision engineering of machine tools. Whereas, the transferee company is engaged in the business of manufacturing plastic-processing machinery, including injection moulding machines, pipe extrusion lines and blown film lines, operating both domestically and internationally.
4	Rationale for amalgamation/merger	The proposed amalgamation envisaged under this Scheme is intended to have benefit of the combined resources of the Transferor Company and the Transferee Company i.e., market share, scale, efficiency, combined net-worth, combined employee base, reserves, investments, and other assets, manpower, consolidated pool of finances, including optimization of borrowing costs and administrative compliances related thereto, larger size, consolidation of operations, mitigating competition, future opportunities, etc. The combined entity would be in a position to carry on consolidated operations through optimum utilization of its resources and integrated production facilities.
5	In case of cash consideration – amount or otherwise share exchange ratio	The entire share capital of the Transferor Company is held by the Transferee Company. Upon the Scheme becoming effective, no equity shares of the Company shall be allotted in lieu or exchange of the holding of the Company in the Transferor Company and accordingly, equity shares held by the Company in the Transferor Company shall stand cancelled on the Effective Date without any further act, instrument, or deed.
6	Brief details of change in shareholding pattern (if any) of listed entity	There will be no change in the equity shareholding pattern of the Company pursuant to the Scheme, as no shares are to be issued by the Company in connection with the Scheme of Amalgamation.