

Email : contact@windsormachines.com
Website : www.windsormachines.com
Contact Number: +91 79 69360300/01
CIN : L99999GJ1963PLC168458



WINDSOR MACHINES LIMITED

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

Date: November 24, 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

Dear Sir/ Madam,

Subject: Submission of corrigendum to the Notice of Extraordinary General Meeting to be held on Sunday, December 07, 2025, at 11:00 a.m.

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

With reference to the Captioned subject and in continuation of our intimation dated November 12, 2025, we hereby submit the corrigendum to the notice of the Extra Ordinary General Meeting ("EGM") scheduled to be held on Sunday, December 07, 2025, at 11:00 a.m. through Video Conferencing/Other Audio-Visual Means (VC/OAVM).

A copy of the corrigendum to the EGM Notice shall also available on the Company's website at www.windsormachines.com.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Windsor Machines Limited**

Rohit Sojitra

Company Secretary and Compliance Officer

Encl: a/a



WINDSOR MACHINES LIMITED

Corporate Identification Number: L99999GJ1963PLC168458

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

Email ID: contact@windsormachines.com, **Contact Number:** +91 79 69360300/01/02/03/04/05

CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING OF WINDSOR MACHINES LIMITED TO BE HELD ON SUNDAY, DECEMBER 07, 2025 AT 11.00 A.M

This Corrigendum is being issued in continuation of the Notice dated November 08, 2025 for the Extra Ordinary General Meeting (“EGM”) of Windsor Machines Limited (“the Company”) scheduled to be held on, Sunday, December 07, 2025 at 11.00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The Corrigendum to the EGM Notice is being sent by electronic mode only to Members whose names appear in the Register of Members/list of Beneficial Owners as of Friday, November 07, 2025, and whose e-mail addresses are registered with the Company/Depositories. Except for the changes as under, all contents of the Notice of the EGM to the Shareholders remain the same.

The Company had filed applications respectively with the stock exchanges namely BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) for seeking in-principle approval in relation to the proposed preferential issue of 7,37,680 Equity shares of Rs. 2/- each for which the approval of the shareholders is being sought. Subsequently, the Company has received observations from NSE, pursuant to which there are following changes executed in the Explanatory statement pertaining to item 1 of EGM Notice:

I. Point 1 - The objects of the preferential issue shall now be read as follows:

The object of the proposed issue and allotment of up to 7,37,680 (Seven Lakh Thirty Seven Thousand Six Hundred and Eighty) Equity Shares of the Company of the face value of Rs. 2/- (Rupees Two) each of the Company to the Proposed Allottees is to discharge the part purchase consideration of Rs. 24,99,99,752/-, payable to the Proposed Allottees, for the acquisition of *2,97,619 equity shares of Unitech Workholding Systems Private Limited, representing 59.52% of the total equity shares*, in the Target Company, in accordance with the SEBI ICDR Regulations.

II. Point 3 - Amount which the Company intends to raise by way of such securities/Size of the preferential issue shall now be read as follows:

The equity shares are being allotted for a consideration other than cash, to discharge the purchase consideration payable for the acquisition of *2,97,619 equity shares, representing 59.52% of the total equity share capital of Unitech Workholding Systems Private Limited* as mentioned above, in accordance with the SEBI ICDR Regulations.

III. Point 6 (i) - Basis on which the price has been arrived at shall now be read as follows:

As required under Regulation 163 (3) of the SEBI ICDR Regulations, the Valuation of Equity Shares of Windsor Machines Limited and Unitech Workholding Systems Private Limited has been done by Anurag Singal IBBI Registered Valuer- Securities and Financial Assets (Registration No. IBBI/RV/06/2022/14679) being an Independent Registered Valuer to enable the companies to determine the swap ratio of Equity Shares of both the Companies vide report (the "Valuation Report") dated November 08, 2025. Accordingly, the Fair Value of Equity Shares of Windsor Machines Limited is Rs. 338.90 per Equity Share and the Fair Value of equity shares of Unitech Workholding Systems Private Limited is Rs. 840.00 per equity share. Based on the abovementioned valuation reports, for every 100 shares of Unitech, 247.86 shares of Windsor will be allotted to proposed allottees.

The Valuation Report so obtained from the Independent Registered Valuer for fair value of equity shares is available in the "Investor Corner" tab on the website of the Company at the following link:

For Windsor: <https://windsormachines.com/wp-content/uploads/2025/11/Valuation-Report-dated-08.11.2025-for-Windsor.pdf>

For Unitech: <https://windsormachines.com/wp-content/uploads/2025/11/Valuation-Report-dated-08.11.2025-for-Unitech.pdf>

IV. Point 10 - Shareholding Pattern of the Company before and after the Preferential Issue shall now be read as follows:

| Sr. No. | Category | Pre-issue | | Post Issue on shareholding | | Post Issue on fully diluted basis* | |
|---------|-------------------------------------|-------------------|--------------------|----------------------------|-------------------|------------------------------------|-------------------|
| | | No of Shares held | % of share holding | No of shares held | % of shareholding | No of shares held | % of shareholding |
| A | Promoter and Promoter Group Holding | | | | | | |
| 1 | Indian | | | | | | |
| | Individual | 52,12,405 | 5.99 | 52,12,405 | 5.94 | 1,04,24,810 | 10.08 |
| | Body Corporate | 3,50,02,247 | 40.19 | 3,50,02,247 | 39.85 | 3,50,02,247 | 33.83 |
| | Sub-Total | 4,02,14,652 | 46.18 | 4,02,14,652 | 45.79 | 4,54,27,057 | 43.91 |
| 2 | Foreign Promoters | Nil | Nil | Nil | Nil | Nil | Nil |
| | Sub total (A) | 4,02,14,652 | 46.18 | 4,02,14,652 | 45.79 | 4,54,27,057 | 43.91 |
| B | Non promoters' holding | | | | | | |
| 1 | Institutional Investors | 59,10,894 | 6.79 | 59,10,894 | 6.73 | 59,10,894 | 5.71 |
| 2 | Non Institution | Nil | Nil | Nil | Nil | Nil | Nil |
| 3 | Trust | 600 | 0.00 | 600 | 0.00 | 600 | 0.00 |
| 4 | Private corporate bodies | 97,33,247 | 11.18 | 97,33,247 | 11.08 | 97,33,247 | 9.41 |
| 5 | Directors and relatives | 58,63,956 | 6.73 | 58,63,956 | 6.68 | 1,62,88,767 | 15.74 |
| 6 | Indian public | 2,28,46,149 | 26.23 | 2,35,83,829 | 26.85 | 2,35,83,829 | 22.80 |
| 7 | Others (including NRIs) | 25,15,023 | 2.89 | 25,15,023 | 2.87 | 25,15,023 | 2.43 |
| | Sub total (B) | 4,68,69,869 | 53.82 | 4,76,07,549 | 54.20 | 5,80,32,360 | 56.09 |
| | Total | 8,70,84,521 | 100.00 | 8,78,22,201 | 100.00 | 10,34,59,417 | 100.00 |

* Considering after the conversion of outstanding warrants as on date.

V. Addition of Point 21 (h) shall now be read as follows:

It is hereby confirmed that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees and further Undertake that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

In order to update the above disclosures in the EGM Notice, this corrigendum ("Corrigendum") is issued to clarify and inform the members about modifications, which have been updated in the EGM Notice by way of suitable disclosures and footnotes at relevant places.

Accordingly, the Company has issued the Corrigendum dated November 24, 2025 to EGM Notice dated November 08, 2025.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. All other contents of the EGM Notice, save and except as modified or supplemented by Corrigendum, shall remain unchanged.

By Order of the Board of Directors
For Windsor Machines Limited

Sd/-

Rohit Sojitra

Company Secretary
and Compliance Officer
Membership No. ACS 53623

Place: Rajkot

Date: November 24, 2025

Registered Office:

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

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Corporate Office:

Plot No. 5402-5403, Phase IV, GIDC Vatva,
Ahmedabad, Gujarat, PIN:382445

Tel: +91 79 30262100, Fax: +91 79 25842145