



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

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting ("EGM") of the Members of **Windsor Machines Limited** (CIN: L99999GJ1963PLC168458) ("the **Company**") will be held on **Sunday, December 07, 2025, at 11:00 A.M. [IST]** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). For this purpose, the Company's Registered Office at Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat shall be deemed as the venue for the Meeting, and the proceedings of the EGM shall be deemed to occur thereat, to transact the following business:

SPECIAL BUSINESS:

Item no. 1: Issuance of Equity Shares of the Company to certain identified persons on Preferential Basis for consideration other than cash

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

"RESOLVED THAT pursuant to (i) the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (hereinafter referred to as the "**Act**"), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) ("**SEBI LODR Regulations**"), (iii) the listing agreements (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) entered into by Windsor Machines Limited ("**Company**") with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") on which the equity shares of the Company are listed, and in accordance with the instructions issued by Securities and Exchange Board of India ("**SEBI**"), BSE and NSE and other concerned and appropriate authorities and other applicable laws, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Reserve Bank of India, the Ministry of Corporate Affairs, the SEBI and any other statutory, regulatory or governmental authority, and including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (as the case may be) (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution), the approval of the Members be and is hereby accorded to the Board to create, offer, issue, and allot, in one or more tranches, upto 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 fully paid up ("**Equity Shares**") on preferential basis for consideration other than cash, in lieu of acquisition of 59.52% stake on fully diluted basis of Unitech Workholding Systems Private Limited ("**Unitech**"), at a price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share aggregating to Rs. 24,99,99,752/- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Fifty Two) in accordance with the Chapter V of the SEBI ICDR Regulations ("**Preferential Allotment**") and subject to other applicable laws and regulations, to the Proposed Allottees as listed in the table below, who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement.

Sr. No.	Name of Allottee	Category	Number of Shares	Percentage of Shareholding Post Allotment on fully diluted basis*	Percentage of Shareholding Post Allotment on fully diluted basis*
1	Mr. Manishbhai Savjibhai Pipaliya	Non-Promoter	Up to 1,47,536	0.17	0.14
2	Mr. Rohitkumar Jamanbhai Donga	Non-Promoter	Up to 1,47,536	0.17	0.14
3	Mr. Punitkumar Dhirajlal Koradia	Non-Promoter	Up to 1,47,536	0.17	0.14
4	Mr. Chetan Bachubhai Makwana	Non-Promoter	Up to 1,47,536	0.17	0.14
5	Mr. Karsan Arjan Maliya	Non-Promoter	Up to 1,47,536	0.17	0.14

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

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Allotment of Equity Shares be and is hereby fixed as Friday, November 07, 2025, being the date that is 30 days prior to the date of the EOGM i.e. Sunday, December 07, 2025.

RESOLVED FURTHER THAT the shares being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall inter-alia be subject to the following terms and conditions:

- (a) The Allotment of Equity Shares shall only be made in dematerialized form;
- (b) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove;
- (c) The Equity Shares allotted to the Proposed Allottees shall rank pari passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- (d) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations;
- (e) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- (f) The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash, in lieu of acquisition of 59.52% stake on a fully diluted of Unitech from its existing shareholders for a total consideration of Rs. 24,99,99,752/- (Rupees Twenty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred Fifty-Two only) (“Part Consideration”), pursuant to this resolution.
- (g) The allotment of the Equity Shares to the Proposed Allottees shall be subject to the transfer and receipt of the equity shares of Unitech from the Proposed Allottees, i.e., for consideration other than cash, in accordance with the terms of the respective Share Purchase Agreements (“SPAs”); and
- (h) The Equity Shares so offered, issued and allotted will be listed on the BSE and NSE, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members, and expedient and to record the names of investors be recorded for the issue of invitation to subscribe Equity Shares and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the

Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of equity shares to be allotted to the Proposed Allottees, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, (viii) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, and (ix) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, Intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Chief Financial Officer or the Company Secretary, may be furnished to any person(s) as may be required."

By Order of the Board of Directors
For Windsor Machines Limited

Sd/-

Rohit Sojitra

Company Secretary

and Compliance Officer

Membership No. ACS 53623

Place: Ahmedabad

Date: November 08, 2025

Registered Office:

Floor 3 & 4, Corporate House No. 06, Block B,

Magnet Corporate Park, OFF. S G Highway,

Thaltej, Ahmedabad-380054, Gujarat.

CIN: L99999GJ1963PLC168458

Tel: +91 79 69360300/01/02/03/04/05

Email: cs@windsormachines.com

Website: www.windsormachines.com

Corporate Office:

Plot No. 5402-5403, Phase IV, GIDC Vatva,

Ahmedabad, Gujarat, PIN:382445

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

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting as per the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular no. SEBI/HO/, CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and latest being Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/ CIR/2025/83 dated June 5, 2025 issued by the Securities Exchange

Board of India (“SEBI Circulars”) prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC/OVAM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below in this notice and also available at the Company’s website: www.windsormachines.com.

2. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI LODR Regulations, the Company is providing e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on 9:00 a.m. (IST) on Thursday, December 04, 2025 and end on 5:00 p.m. (IST) on Saturday, December 6, 2025. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, December 01, 2025.
4. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again during EGM.
5. Since the Extra-ordinary General Meeting (EGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, December 01, 2025 shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
7. Any person who is not a member post cut-off date should treat this notice for information purposes.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Monday, December 01, 2025, may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com.
9. Ms. Rama Subramanian, Company Secretary in Practice (ACS 15923; COP10964) has been appointed as Scrutinizer by the Board of Director in their meeting held on November 08, 2025, to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within 2 (Two) working days from the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairperson of the Company or any officer of the Company authorised by him in writing. The Scrutinizer’s decision on the validity of the e-voting shall be final and binding.
11. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.windsormachines.com and the Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
12. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM along is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company’s website www.windsormachines.com. Such Notice will also be submitted with the BSE Limited and National Stock Exchange of India Limited for displaying the same on their website at www.bseindia.com and www.nseindia.com and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company’s website, details of voting and other matters as may be required.
14. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

15. Institutional Corporate Shareholders are required to send a scanned copy of its Board or Governing Body resolution/Authorization etc. authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution authorization shall be sent to scrutinizer by email through its registered email address to rama@csrama.com with a copy marked to cs@windsormachines.com.
16. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact no. etc., in all correspondences with the Company/ RTA.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
19. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Special Businesses specified in the Notice is annexed hereto.
20. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
 - b) The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ without restriction on account of first come first served basis.
 - c) In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.windsormachines.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
 - d) The voting period begins at 09:00 am (IST) on Thursday, December 04, 2025 and ends at 05:00 pm (IST) on Saturday, December 06, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, December 01, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - e) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - f) Pursuant to SEBI Master Circular No. **SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- g) In terms of **SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will

their Depository Participants (DP)	be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

h) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for Windsor Machines Limited on which you choose to vote.
- m) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- t) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at rama@csrama.com and to the Company at the email address viz. cs@windsorachines.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

21. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@windsormachines.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@windsormachines.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available at the EGM.

22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board of Directors
For Windsor Machines Limited

Sd/-

Rohit Sojitra

Company Secretary
and Compliance Officer
Membership No. ACS 53623

Place: Ahmedabad
Date: November 08, 2025

Registered Office:

Floor 3 & 4, Corporate House No. 06, Block B,
Magnet Corporate Park, OFF. S G Highway,
Thaltej, Ahmedabad-380054, Gujarat.
CIN: L99999GJ1963PLC168458
Tel: +91 79 69360300/01/02/03/04/05
Email: cs@windsormachines.com
Website: www.windsormachines.com

Corporate Office:

Plot No. 5402-5403, Phase IV, GIDC Vatva,
Ahmedabad, Gujarat, PIN:382445
Tel: +91 79 30262100, Fax: +91 79 25842145

EXPLANATORY STATEMENT

ITEM NO.1: PREFERENTIAL ISSUE OF up to 7,37,680 EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH FOR AN ACQUISITION OF 59.52% STAKE OF UNITECH WORKHOLDING SYSTEMS PRIVATE LIMITED ON FULLY-DILUTED BASIS

The Board of Directors of the Company, in their meeting held on November 08, 2025, approved the acquisition of 5,00,000 (Five Lakhs) fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each (the “Total Sale Shares”), representing a 100% equity stake on a fully diluted basis, in Unitech Workholding Systems Private Limited (“Unitech”), from its existing shareholders for a total consideration of Rs. 42,00,00,000/- (Rupees Forty-Two Crore Only) (“Total Consideration”). Part of this Total Consideration is being offered, for consideration other than cash by issuance of up to 7,37,680 Equity Shares of Our Company on preferential basis, in accordance with Chapter V of the SEBI ICDR Regulations and the Companies Act, 2013 and other applicable laws and subject to approval of the shareholders of the Company, at a price of Rs.338.90 per share aggregating to Rs. 24,99,99,752/- (Rupees Twenty-Four Crore Ninety-Nine Lakh Ninety-Nine Thousand Seven Hundred Fifty-Two only) (“Part Consideration”). The remaining consideration of Rs. 17,00,00,248/- (Rupees Seventeen Crore Only) is offered as Cash Consideration.

Brief about Unitech:

Unitech Workholding Systems Private Limited is a private company limited incorporated on November 05, 2020 under the provisions of the Companies Act, 2013, with CIN U29308GJ2020PTC116223 and having its registered office at S. No 146 Khirsara Lodhika Road, Rajkot, Balsar, Gujarat, India, 360021

Unitech is engaged in business of Manufacturing & Supply of Modular clamping element, Dyes and Tools, Fixtures, Hydraulics clamping elements, Standard CNC-VMC Machines and other related machines. Since Unitech is engaged in the business of Manufacturing Machines, Hydraulic Fixture, Mechanical Fixtures, Pneumatic fixtures etc. used in manufacturing of various auto and other industry, the objective of acquiring Unitech is to provide Tooled Solutions with machines as package with Fixtures and Tooling. It will help for increasing market presence and share.

The Net worth and Turnover of Unitech as on 31st March 2025 are Rs. 3.55 Crore & Rs. 15.20 Crore respectively.

Pursuant to this approval, The Board of Directors approved the Share Purchase Agreement among the Windsor Machines Limited, and Unitech, and Mr. Manishbhai Savjibhai Pipaliya and Mr. Rohitkumar Jamanbhai Donga and Mr. Punitkumar Dhirajlal Koradia and Mr. Chetan Bachubhai Makwana and Mr. Karsan Arjan Maliya, the existing shareholders of Unitech.

Pursuant to the aforesaid approval of the Board of Directors and subject to shareholders’ and regulatory approvals, as well as the satisfaction of the terms and conditions of the Share Purchase Agreements, the Company proposes to issue 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 fully paid up (“Equity Shares”) on preferential basis at a price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share aggregating to Rs. 24,99,99,752/- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Fifty Two) to discharge the partial purchase consideration of Rs. 24,99,99,752/-, payable to the Proposed Allottees, for the acquisition of 59.52% of the equity share capital of Unitech, in accordance with the SEBI ICDR Regulations. Below mentioned are the details of proposed allottees –

Sr. No.	Name of Allottee	Category	Number of Shares	Percentage of Shareholding Post Allotment	Percentage of Shareholding Post Allotment on fully diluted basis*
1	Mr. Manishbhai Savjibhai Pipaliya	Non-Promoter	Up to 1,47,536	0.17	0.14
2	Mr. Rohitkumar Jamanbhai Donga	Non-Promoter	Up to 1,47,536	0.17	0.14
3	Mr. Punitkumar Dhirajlal Koradia	Non-Promoter	Up to 1,47,536	0.17	0.14
4	Mr. Chetan Bachubhai Makwana	Non-Promoter	Up to 1,47,536	0.17	0.14
5	Mr. Karsan Arjan Maliya	Non-Promoter	Up to 1,47,536	0.17	0.14
	Total		Up to 7,37,680	0.85	0.70

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

The issue and allotment of equity shares to the Proposed Allottees shall be subject to the receipt of necessary approvals from the statutory authorities, and the Stock Exchanges, etc. Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of equity shares.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V - Preferential Issue of the SEBI ICDR Regulations as amended, approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment / private placement basis.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

Necessary information / disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. Object(s) of the Preferential Issue:

The object of the proposed issue and allotment of upto 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. Rs. 24,99,99,752/-, payable to the Proposed Allottees, for the acquisition of Sale Shares in the Target Company, in accordance with the SEBI ICDR Regulations.

2. Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate 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 fully paid up ("Equity Shares") on preferential basis at a price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share

3. Amount which the Company intends to raise by way of such securities/Size of the preferential issue:

The equity shares are being allotted for a consideration other than cash, to discharge the purchase consideration payable for the acquisition of 59.52% of the equity share capital of Unitech as mentioned above, in accordance with the SEBI ICDR Regulations.

4. Issue Price:

The Company proposes to offer, issue and allot upto 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 fully paid up ("Equity Shares") on preferential basis at a price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. 6 below the basis of determining the price of the Preferential Issue.

5. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Friday, November 07, 2025 i.e., being the date that is 30 days prior to the date of the EGM i.e. Sunday, December 07, 2025.

6. Basis on which the price has been arrived at:

- i. 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 Mr. Anurag Singal, independent registered valuer (registration no. IBBI/RV/06/2022/14679, to enable the Company to determine the fair value of Equity Shares of both the Companies vide Valuation Report dated 08th November, 2025. Accordingly, the Fair Value of Equity Shares of Windsor Machines Limited is determined at Rs. 338.90 each. This Valuation Report is being made also available on the website of the Company at www.windsormachines.com under "Investors" tab.
- ii. The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Equity Shares of the Company are frequently traded as per Regulation 164(5) of Chapter V of the SEBI ICDR Regulations on NSE. Further, NSE being the Stock Exchange with higher trading volumes during the preceding 90 Trading days prior to the Relevant Date has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations. In terms of Regulation 164 of Chapter V of SEBI ICDR Regulations, the minimum price shall not be less than higher of the following:
 - a. Rs. 338.86 each - the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
 - b. Rs. 288.51 each - the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI ICDR Regulations is Rs. 338.86 each.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI

ICDR Regulations in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI ICDR Regulations in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 338.90 each (Face Value of Re. 2 each + Premium of Rs. 336.90 each).

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares of the Company on Preferential basis shall be at a price of Rs. 338.90 each (Face Value of Re. 2 each + Premium of Rs. 336.90 each). Further, the Board of the Directors of the Company have considered the Fair Value of Equity Shares of Unitech Workholding Systems Private Limited as Rs. 840.00 each share.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue:

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue. Further, no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects.

8. Class or Classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained the PAN, wherever applicable of all the Proposed Allottees.

Sr. No.	Name of Allottee	Category	Number of Shares to be issued and allotted	Amount (in Rs.)
1	Mr. Manishbhai Savjibhai Pipaliya	Non-Promoter	Up to 1,47,536	4,99,99,950.40
2	Mr. Rohitkumar Jamanbhai Donga	Non-promoter	Up to 1,47,536	4,99,99,950.40
3	Mr. Punitkumar Dhirajlal Koradia	Non-promoter	Up to 1,47,536	4,99,99,950.40
4	Mr. Chetan Bachubhai Makwana	Non-promoter	Up to 1,47,536	4,99,99,950.40
5	Mr. Karsan Arjan Maliya	Non-promoter	Up to 1,47,536	4,99,99,950.40
Total			7,37,680	24,99,99,752.00

9. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

10. Shareholding Pattern of the Company before and after the Preferential Issue:

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 shareholdin g	No of shares held	% of shareholdin g
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	4,68,69,869	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.

11. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

12. Identity of the natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control the proposed allottees:

The names of the Proposed Allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue are provided herein below:

Sr. No.	Name of Allottee	Category	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre-Preferential Allotment		Number of Shares to be issued and allotted	Post-Preferential Allotment		
				No. of Shares	% of voting rights		No. of Shares	% of voting rights	% of voting rights on fully diluted basis*
1	Manishbhai Savjibhai Pipaliya	Individual	Not Applicable	0	0	1,47,536	1,47,536	0.17	0.14
2	Rohitkumar Jamanbhai Donga	Individual	Not Applicable	0	0	1,47,536	1,47,536	0.17	0.14
3	Punitkumar Dhirajlal Koradia	Individual	Not Applicable	0	0	1,47,536	1,47,536	0.17	0.14
4	Chetan Bachubhai Makwana	Individual	Not Applicable	0	0	1,47,536	1,47,536	0.17	0.14
5	Karsan Arjan Maliya	Individual	Not Applicable	0	0	1,47,536	1,47,536	0.17	0.14

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

13. Certificate from Practicing Company Secretary:

The Certificate issued by Ms. Rohini Pimple, Company Secretaries in Practice, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and the same will be made available for inspection by the members during the Meeting and will also be made available on the Company's website at www.windsormachines.com

14. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares to the Proposed Allottees.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from 1st April 2025 till the date of this notice, the Company has made Preferential Allotment of 26,06,203 Equity Shares pursuant to conversion of warrants to 1 allottee belonging to Promoter Group category of the Company at an Issue

Price of Rs. 191.85 each (including a premium of Rs. 189.85 each) on 07th October, 2025. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2025-26 will not exceed the limit specified in the Act and rules made thereunder.

16. The Current and Proposed Status of the Allottee(s) post the preferential issues namely promoter or non-promoter:

The proposed allottees are not promoter or member of the promoter group of the Company. Such status shall remain the same post the Preferential Issue.

17. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

The Company proposes to discharge the non-cash consideration payable for the acquisition of 59.52% Purchase Shares of Unitech from its existing shareholders by issuing up to 7,37,680 (Seven Lakh Thirty Seven Thousand Six Hundred and Eighty) Equity Shares to its existing shareholders, i.e., for consideration other than cash. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The Valuation of Equity Shares has been done by Mr. Anurag Singal, IBBI Registered Valuer (Registration No. IBBI/RV/06/2022/14679) being an Independent Registered Valuer having its Office at B 603, Spectra Raaya, No. 577/433, Siddapura, Vathur, Hobli, Whitefield, Bengaluru-560066.

Based on the valuation report dated November 08, 2025 obtained from the Independent Registered Valuer, the Board of Directors of the Company has approved and passed a resolution for the issuance of up to 7,37,680 Equity Shares at a price of Rs. 338.90 per share to existing shareholders of Unitech, in exchange for 59.52% Equity Shares held by the Proposed Allottee in Unitech as a part consideration.

18. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited and BSE Limited shall rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.

19. Listing:

The Company shall make an application to the BSE Limited and National Stock Exchange of India Limited (collectively known as "Stock Exchanges") on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

20. Principle terms of assets charged as securities:

Not applicable

21. Other Disclosures:

a. It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI ICDR Regulations and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI ICDR Regulations and hence providing disclosures specified in Schedule VI of SEBI ICDR Regulations does not arise.

b. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

c. The proposed Preferential Issue is not being made to any corporate incorporated in, or a national of a country which shares a land border with India.

d. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

e. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.

f. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower.

g. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

None of the other Promoters, Directors, Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members of the Company by way of Special Resolution is required to issue the Equity Shares through a preferential issue, on private placement basis. The issue of the Equity Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company.

Accordingly, the Board believes that the proposed Preferential Issue is in the best interest of the Company and its members and, therefore, recommends the Special Resolution as set out in Item No. 01 of this Notice, for approval by the Members of the Company.

By Order of the Board of Directors
For Windsor Machines Limited

Sd/-

Rohit Sojitra

Company Secretary
and Compliance Officer
Membership No. ACS 53623

Place: Ahmedabad

Date: November 08, 2025

Registered Office:

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

CIN: L99999GJ1963PLC168458

Tel: +91 79 69360300/01/02/03/04/05

Email: cs@windsormachines.com

Website: www.windsormachines.com

Corporate Office:

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

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