



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

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), and with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), to transact the items of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of Windsor Machines Limited (“**The Company**”) (as on the **Cut-off Date**), through Postal Ballot (“**the Postal Ballot**”) by voting through electronic means (“**remote e-voting**”) only for the following resolution:

Sr. No	Type of Resolution	Particulars
1	Special Resolution	Approval to sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Factory Building Construction and fixed assets attached to the construction located at Plots No. 5402-5405, Phase IV, GIDC Vatva, Ahmedabad-382445, under Section 180(1)(a) of the Companies Act, 2013.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, SS-2 and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“**DP**”). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS- 15923 and COP No: 10964) as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting Period	9.00 A.M. (IST) on Thursday, February 12, 2026
Conclusion of e-voting period	5.00 P.M. (IST) on Friday, March 13, 2026
Cut-off date for eligibility to vote	Friday, February 6, 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Friday, March 13, 2026 and will be disallowed thereafter.

The Scrutinizer will submit her report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The results will also be displayed on the Company’s website i.e. <https://windsormachines.com/>.

The last date of e-voting, i.e. Friday, March 13, 2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

ITEM NO 01: Approval to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Factory Building Construction and fixed assets attached to the construction located at Plots No. 5402-5405, Phase IV, GIDC Vatva, Ahmedabad-382445, under Section 180(1)(a) of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force), the applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the provisions of the Memorandum and Articles of Association of the Company, any other applicable law for the time being in force and subject to such other approvals, consents, permissions and sanctions from any regulatory or governmental authority or third party as may be required and which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose),

- to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies as the case may be, in particular the Industrial land/plots admeasuring land area approx. total 36,775 square meters together with building, structures, rights and fixtures thereon located at Plots Number 5402-5405 at Phase IV, GIDC Vatva, Ahmedabad – 382445, Gujarat (hereinafter referred to as “the said property”)

to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/assignee(s) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the

exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, Sale agreements, deeds of conveyance and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Date: February 07, 2026
Place: Rajkot

By Order of the Board
Windsor Machines Limited

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

Sd/-
Rohit Sojitra
Company Secretary &
Compliance Officer
ICSI Membership No: A53623

Notes:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the SEBI Listing Regulations as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
- (2) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
- (3) The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 06, 2026 (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (“RTA”).
- (4) As per the MCA Circulars, physical copy of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Company has engaged the services of CDSL to provide remote e-voting facility to its members.
- (5) A copy of the Postal Ballot Notice is available on the website of the Company at <https://windsormachines.com/> website of the stock exchanges, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of our e-voting agency i.e. CDSL e-voting website at www.evoting.cdsl.com.

- (6) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
- (7) After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Gujarati newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: <https://windsormachines.com/>.
- (8) The remote E Voting will commence on 9.00 A.M. (IST) on Thursday, February 12, 2026 and will end on 5.00 P.M. (IST) on Friday, March 13, 2026. The remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.
- (9) Once the votes on the subject Resolution are casted by the Members, the Members shall not be allowed to change these subsequently.
- (10) The Company has appointed Ms. Rama Subramanian, Company Secretary in Practice (ACS-15923 and COP No: 10964), to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner. The scrutinizer has communicated her willingness for such appointment and will be available for the same.
- (11) The Scrutinizer will submit her report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman, or such person as authorized, within 2 (two) working days from the conclusion of the e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
- (12) The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Friday, March 13, 2026, i.e. the last date specified for receipt of votes through the remote e-voting process.

Information at a Glance:

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	Friday, February 06, 2026
Voting start date and time	9.00 A.M. (IST) on Thursday, February 12, 2026
Voting end date and time	5.00 P.M. (IST) on Friday, March 13, 2026
Name, address and Contact details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Website: www.in.mpms.mufg.com E-mail: rnt.helpdesk@in.mpms.mufg.com Contact Tel: +91 22 4918 6200,
Name, address and contact details of e-voting service provider	Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Website: www.cdslindia.com E-mail: helpdesk.evoting@cdslindia.com Contact Tel: 1800 22 55 33

Name and contact details for clarifications	Rohit Sojitra Company Secretary & Compliance Officer Windsor Machines Limited Correspondence Address: Floor 3 & 4, Corporate House No. 06, Block B, Magnet Corporate Park, OFF. S G Highway, Thaltej, Ahmedabad-380054, Gujarat E-mail: cs@windsormachines.com Contact Tel: +91 79 69360300/01
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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on 9.00 A.M. (IST) on Thursday, February 12, 2026 and ends on 5.00 P.M. (IST) on Friday, March 13, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 06, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, 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.

- (iii) In terms of SEBI Master Circular No. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, 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 above said SEBI Master Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> 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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi 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 cdsl website www.cdslindia.com and click on login & New System Myeasi 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	<ol style="list-style-type: none"> 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. 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

	<p>“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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 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.</p>

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 : 1800 22 55 33
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.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVS**N for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload **BR/POA** if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) 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 and to the Company at the email address viz; cs@windsormachines.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS 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 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 22 55 33

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 at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI LISTING REGULATIONS AND CIRCULARS ISSUED THEREUNDER FORMING PART OF THE NOTICE OF THE POSTAL BALLOT

ITEM NO 01: Approval to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies viz Industrial Plots along with Factory Building Construction and fixed assets attached to the construction located at Plots No. 5402-5405, Phase IV, GIDC Vatva, Ahmedabad-382445, under Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors of the Company has approved the proposal for sale of Industrial Plots along with the existing factory building and structures standing thereon situated at Plots Number 5402, 5403, 5404 and 5405 at Phase IV, GIDC Vatva, Ahmedabad – 382445, Gujarat admeasuring land area approx. total 36,775 square meters, subject to necessary due diligence, approvals, consents, permissions from the shareholders of the Company or concerned authorities, if any to one or more parties in part, piecemeal or in full.

The Company has been carrying on its manufacturing activities at the aforesaid industrial plots situated at Vatva, Ahmedabad. Pursuant to the proposed consolidation and shifting of the entire manufacturing facility to the Company's new manufacturing unit at Chibhda, Rajkot, which is nearing completion, the said industrial plots and existing factory structures shall no longer be required for the Company's business operations. Therefore, the said sale of Industrial plots will not have any impact on the business operations of the Company and will be in the best interest of the shareholders of the Company.

Pursuant to the Section 180(1)(a) of the Companies Act, 2013, the Company requires the approval of the member of the Company by way of Special Resolution:

- to sell, transfer, convey, lease, assign or otherwise dispose of the Company's immovable property/ies as the case may be, in particular the Industrial land/plots admeasuring land area approx. total 36,775 square meters together with building, structures, rights and fixtures thereon located at Plots Number 5402-5405 at Phase IV, GIDC Vatva, Ahmedabad – 382445, Gujarat

The consideration to be received on said sale, transfer, conveyance, assignment or lease of above property shall be utilized for the ongoing set up of new Plant at Chibhda Rajkot, working capital for expansion & other general business purposes.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on February 07, 2026 has, subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer, convey, assign, lease or otherwise dispose of the Company's immovable property as stated above along with building, structures, rights and fixtures thereon, to any person(s) and/or entity(ies) as may be determined by the Board or the Director or Key Managerial Personnel duly authorised by the Board of Directors including finalization of the suitable purchaser(s)/ assignee(s)/ counterparty(ies)/ lessee(s) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, agreement for sale, lease deeds, deeds of conveyances and such other documents in the best interest of the Company.

The Board recommends passing of the Special Resolution as set out in item no 01 of the Notice for approval by the Members.

None of the Director or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the Resolution set out at item no 01 of the Notice respectively, except to the extent of their shareholding, if any, in the Company.

Date: February 07, 2026

Place: Rajkot

**By Order of the Board
Windsor Machines Limited**

Registered Office:

**Floor 3 & 4, Corporate House No. 06, Block B,
Magnet Corporate Park, OFF. S G Highway,**

Thaltej, Ahmedabad-380054, Gujarat

Contact: +91 79 69360300/01

Email: cs@windsormachines.com

Website: www.windsormachines.com

CIN: L99999GJ1963PLC168458

Sd/-

Rohit Sojitra

Company Secretary &

Compliance Officer

ICSI Membership No: A53623