PIMPLE & ASSOCIATES

PRACTICING COMPANY SECRETARY
Office No. 107, Shree Swayambhu Gaondevi CHSL, Asara Colony, Carter Road No.2, Borivali (East), Mumbai - 400066.
Mobile: 09082964721; Email: csrohinipimple@yahoo.com

To
The Board of Directors,
Windsor Machines Limited
Floor No. 3 & 4, Corporate House No. 6, Block B,
Magnet Corporate Park, Off. S G Highway, Thaltej, Ahmedabad- 380054

Subject: Compliance Certificate

Reference: Pursuant to Regulation 163(2), Part III of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof]

Dear Sir/Madam,

This certificate is issued in accordance with the terms of our engagement letter dated November 06, 2026 issued by Windsor Machines Limited ("the Company") (CIN: L99999GJ1963PLC168458) having registered office at Floor No. 3 & 4, Corporate House No. 6, Block B, Magnet Corporate Park, Off. S G Highway, Thaltej, Ahmedabad- 380054 and as per the requirement of sub-regulation 2 of Regulation 163 under Chapter V of the Securities and Exchange Board of India (the 'SEBI') (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations').

As required, we have examined and verified the compliance with the various provisions of Chapter V of the SEBI ICDR Regulations (the 'Regulations') for preferential issue of 62,50,000 (Sixty-Two Lakhs Fifty Thousand) Fully Convertible Warrants ("Warrants") on a private placement basis, each convertible into, or exchangeable, at the option of the Investors, within a maximum period of 18 months from the date of allotment into an equivalent number of fully paid-up equity shares of Windsor Machines Limited ("the Company") with a face value of Rs. 2/- (Rupees Two Only) each, at an issue price of ₹ 301.00/- (Rupees Three Hundred and One only) (including premium of ₹ 299.00/- each) per Warrant, aggregating up to ₹ 188,12,50,000/- (Rupees One Hundred Eighty-Eight Crore Twelve Lacs and Fifty Thousand only), for cash consideration, in accordance with the SEBI ICDR Regulation (Preferential Issue).

The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on November 06, 2026.

Management's responsibility

1. The compliance with the aforesaid SEBI ICDR Regulations in respect of the proposed preferential issue of Warrants and the preparation of the documents including the notice along with the explanatory Statement of the Extra-ordinary General Meeting ("EGM") of the Company to be held on December 05, 2026 and disclosures contained therein, is the responsibility of the management of the

Company. The management is also responsible for the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Notice and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

2. Management is also responsible for providing all relevant information to the SEBI, and/or BSE Limited and National Stock Exchange of India Limited.

Certifier's responsibility

3. We have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.

4. For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the proposed preferential issue of Warrants as set out in Item No. 01 of the Notice is in accordance with the requirements of the SEBI ICDR Regulations:

   a) With respect to conditions specified in Regulation 159 & 160 of the SEBI ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:

   - verified that the Company has obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date i.e. November 05, 2026.
   - obtained confirmation from the Registrar and Transfer Agent of the Company (i.e MUFG Intime India Private Limited) to verify the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, if any and such 'pre-preferential holding' is held in the dematerialized form;
   - examined the EGM Notice and confirmed that the special resolution for proposed preferential issue of Warrants of the Company is included in the same;
   - enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the issuer is listed; and
   - verified that none of the promoters or directors of the Company are a fugitive economic offender.
   - verified that the Company has no outstanding dues to the SEBI, stock exchanges or depositories.
   - verified that the Company has obtained Permanent Account Number ('PAN') of the proposed allottees.

   b) Read the EGM Notice and verified that the disclosures in the notice have been

made in accordance with Regulation 163(1) of the SEBI ICDR Regulations.

5. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

6. We conducted our examination in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (the 'ICSI') in this regard. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICSI.

7. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Conclusion

8. Based on the procedures performed as mentioned above and information, explanations and representations provided by the Company, we hereby certify that proposed preferential issue of the warrants is being made in accordance with Chapter V of the SEBI ICDR Regulations.

Restriction of use

9. This certificate is addressed to and provided to the Company solely for being made available on the website of the Company to facilitate online inspection by the members till December 05, 2026 being the date of the EGM meeting, to comply with the requirement of aforementioned Regulations and should not be used by any other person or for any other purpose. Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or

persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

For Pimple & Associates
Practicing Company Secretary

ROHINI JANARDAN PIMPLE

Digitally signed by ROHINI JANARDAN PIMPLE
DN: c=IN, o=Personal, postalCode=400103, st=Maharashtra, serialNumber=455D990AEA5BA5S9F6CC15F69DA4E84EFC435D0B6766SC440087AC1D196A77C6, cn=ROHINI JANARDAN PIMPLE

Ms. Rohini Janardan Pimple
Proprietor
Membership No. 51452
COP: 21773
Firm's Registration No: S2019MH664400
Peer review Number: 2519/2022
UDIN: A051452H002187135

Date: 07-11-2026
Place: Mumbai