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

NOTICE

NOTICE is hereby given that the 1/2026-27 Extraordinary General Meeting ("**EGM**") of the Members of **Windsor Machines Limited** (CIN: L99999GJ1963PLC168458) ("the **Company**") will be held on **Saturday, December 05, 2026, 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: Preferential Issue of Warrants to certain identified entities on a Private Placement Basis for cash consideration

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, up to 62,50,000 (Sixty-Two Lakhs Fifty Thousand) Fully Convertible Warrants ("Warrants"), 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 the Company with a face value of ₹ 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, by way of a preferential allotment on a private placement basis, to the below identified entities ("Investors"):

Sr. No.	Name of Proposed Allottee(s)	Category	Maximum number of warrants to be issued	Percentage of Post Preferential Shareholding on fully diluted basis*
1	**S Gupta Family Enterprises Private Limited**	Non-Promoter – Body Corporate	50,00,000	4.56 %
2	**KITARA PIIN 2601**	Non-Promoter – Foreign Company	12,50,000	1.14 %

*the post-preferential shareholding is on a fully diluted basis assuming full conversion of proposed outstanding warrants.

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 Warrants be and is hereby fixed as Thursday, November 05, 2026, being the date that is 30 days prior to the date of the EOGM i.e. Saturday, December 05, 2026.

RESOLVED FURTHER THAT the Warrants 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:

I. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 2/- (Rupees Two) each to the Warrant holders.

II. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

III. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

IV. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

V. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

VI. The proposed warrants shall be issued and allotted by the Company to proposed allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.

VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

VIII. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / subdivision / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

IX. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (fifteen) days from the date of such exercise by the respective allottee.

X. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

XI. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time

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 Warrant, 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 warrant 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 Warrant.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient 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 Warrants to be issued and allotted to the Proposed Allottees, including any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, subject to the scope of approval accorded by the Members and applicable laws, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals for the proposed Preferential Issue of Warrants, (iii) making applications for listing and trading approval of the Equity Shares to be allotted upon conversion of the Warrants, (iv) filing requisite documents, forms and returns with the Ministry of Corporate Affairs ("MCA"), Registrar of Companies and other statutory and regulatory authorities, (v) filing requisite documents with the depositories and other concerned authorities, (vi) to resolve and settle any questions, difficulties or doubts that may arise in connection with the Preferential Issue, (vii) to issue and allot the Warrants to the Proposed Allottees and, upon receipt of the requisite balance consideration and exercise of the conversion rights by the Warrant holders, to issue and allot the corresponding Equity Shares, (viii) to finalise, sign, modify and execute all applications, agreements, documents, declarations, undertakings, certificates and other writings as may be required in connection with the Preferential Issue, (ix) to make necessary arrangements for receipt of subscription money and balance consideration payable upon exercise of the Warrants, and (x) to take all such 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 the Members shall be deemed to have given their approval thereto expressly by virtue 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: Rajkot
Date: November 06, 2026

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
Email: cs@windsormachines.com
Website: www.windsormachines.com

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 Wednesday, December 02, 2026 and end on 5:00 p.m. (IST) on Friday, December 4, 2026. 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., Saturday, November 28, 2026.

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. Saturday, November 28, 2026 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., Saturday, November 28, 2026, 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 06, 2026, 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 15 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 remote e-voting commences on 9:00 a.m. (IST) on Wednesday, December 02, 2026 and end on 5:00 p.m. (IST) on Friday, December 4, 2026. 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 Saturday, November 28, 2026 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. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30.01.2026,** 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.

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. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30.01.2026** 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 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 cdsl 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 cdsl 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 their **Depository Participants (DP)**	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 or joining virtual meeting & voting during the meeting.

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.**

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	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.

i) After entering these details appropriately, click on "SUBMIT" tab.

j) 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: Rajkot
Date: November 06, 2026

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
Email: cs@windsormachines.com
Website: www.windsormachines.com

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO.1: Preferential Issue of Warrants to certain identified entities on a Private Placement Basis for cash consideration:

The Board of Directors of the Company ("Board") has explored various options and proposed to raise fund by way of issue of warrants by way of a preferential allotment on a private placement basis, for the purpose as detailed below.

The Board, in their meeting held on Friday, November 06, 2026 subject to necessary approval(s), has approved the proposal for raising of funds by way of issue of up to 62,50,000 (Sixty-Two Lacs Fifty Thousand) warrants ("Warrants") at a price of ₹ 301.00/- (Rupees Three Hundred and One) per Warrant (including a premium of ₹ 299.00/- (Rupees Two Hundred and Ninety-Nine) per Warrant), aggregating up to ₹ 188,12,50,000/- (Rupees One Hundred Eighty-Eight Crore Twelve Lacs and Fifty Thousand only) for cash consideration, with a right to the Warrant holders to apply for and be allotted equivalent number of equity share of the face value of ₹ 2/- (Rupees Two) of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants and, to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of Investor	Number of Warrants to be issued	Category	Maximum Consideration (₹ in Crore)
1	**S Gupta Family Enterprises Private Limited**	Up to 50,00,000	Non-promoter – Body Corporate	150,50,00,000/-
2	**KITARA PIIN 2601**	Up to 12,50,000	Non-promoter – Foreign Company	37,62,50,000/-

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

i. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 2/- (Rupees Two) each to the Warrant holders.

ii. An amount equivalent to 25% of the Issue Price of the Warrant shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Issue Price of the Warrant shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

vi. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.

vii. The Company shall procure the listing and trading approvals for the Equity Share(s) to be issued and allotted to the Warrant

holders upon exercise of the Warrant(s), from the relevant Stock Exchanges in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.

viii. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

ix. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

x. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

xi. The Warrants and Equity Shares to be issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The following disclosures for the preferential issue of Warrants and Equity Shares to be issued pursuant to the exercise of the Warrants on a private placement basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations and other applicable laws:

1) The object(s) of the preferential issue:

The proceeds of the preferential issue will be utilized for following purposes:

i. **Funding requirement for inorganic growth objectives** - The Company and / or its subsidiary shall utilize at least 75% of the proceeds received from the Preferential Issue, for meeting the funding requirements for inorganic growth objectives of the Company, by way of suitable strategic investments and/or acquisitions (including acquisition of businesses, technologies, intellectual property, or capabilities) as may be approved by the Board from time to time, aligned with the short-term and long-term business growth opportunities of the Company, in such manner and proportion as may be decided by the Board from time to time;

ii. **General corporate purposes ("GCP")** - Not more than 25% of the Net Proceeds received from the Preferential Issue and this amount may be utilized, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company and its Subsidiary, and/or any other general purposes as may be permissible under applicable laws in such a manner and proportion as may be decided by the Board from time to time (the "General Corporate Purpose").

2) Utilization of Issue Proceeds:

The funds to be received against warrant conversion which will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the issue proceeds for the above objects is set out herein below:

Sr. No	Particulars	Total estimated amount to be utilized for each of the Objects (amount in ₹) *	Tentative Timeline within which such proceeds shall be utilized**
1	Funding requirement for inorganic growth objectives	Up to 141,13,13,750/-	Within 03 years of warrants allotment.
2	General corporate purposes	Up to 46,99,36,250/-	Within 03 years of warrants allotment.

** Considering 100% conversion of warrants into equity shares within the stipulated time*
***The timeline of proposed utilization commences from the date of allotment of Warrants.*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the objects (provided hereinabove) during the period stated above due to any such factors, the remaining issue proceeds (of a particular object) shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws and without further approval of the members

of the Company. It is clarified that the Company may reallocate any excess proceeds from the issuance originally designated for a specific purpose(s)/ object(s) (as provided in the table above) to other purpose(s)/ object(s), if that specific purpose has been fulfilled with a part of the amount allocated to said specific purpose. It is further clarified that the reallocation of excess proceeds to other objects shall be subject to the limitation provided under applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

3) Interim Use of issue proceeds:

Our Company, in accordance with the policies formulated by investment committee of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds (including Liquid, Overnight, Ultra Short Term, Gilt, Low Duration and Arbitrage Funds), deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

4) Monitoring of utilisation of funds:

i. Given that the issue size exceeds ₹ 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the preferential issue.
ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

5) The total number of shares or other securities to be issued:

The Board, pursuant to its resolution dated November 06, 2026, has approved the proposed preferential issue of up to 62,50,000 (Sixty-Two Lacs Fifty Thousand) warrants at an issue price of ₹ 301.00/- (Rupees Three Hundred and One) per Warrant (including a premium of ₹ 299.00/- (Rupees Two Hundred and Ninety-Nine) per Warrant), aggregating up to ₹ 188,12,50,000/- (Rupees One Hundred Eighty-Eight Crore Twelve Lacs and Fifty Thousand only).

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

Amount to be raised by issue of Warrants is up to ₹ 188,12,50,000/- (Rupees One Hundred Eighty-Eight Crore Twelve Lacs and Fifty Thousand only).

7) The price or price band at which the allotment is proposed:

The Company proposes to offer, issue and allot upto 62,50,000 (Sixty-Two Lacs Fifty Thousand) warrants of the Company of the face value of ₹ 2/- (Rupees Two) each on preferential basis at a an issue price of ₹ 301.00/- (Rupees Three Hundred and One) per Warrant including premium of ₹ 299.00/- (Rupees Two Hundred and Ninety-Nine) per Warrant which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations.

8) Basis on which the price has been arrived at:

i. 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. ₹ 300.17 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. ₹ 283.91 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 ₹ 300.17 each.

We also confirm that the Articles of Association doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

In view of the above, the Board of the Company has fixed the issue price of ₹ 301.00/- (Rupees Three Hundred and One) per Warrant including premium of ₹ 299.00/- (Rupees Two Hundred and Ninety-Nine) per Warrant which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.

As per the Regulation 166A of the SEBI ICDR Regulations, the proposed allotment to the individual allottee(s) shall not be more than 5% of the post issue fully diluted Equity Shares capital of the company, and therefore, it is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

Adjustment for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under Chapter V of the SEBI ICDR Regulations and other applicable laws from time to time.

9) The relevant date on the basis of which price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for warrants to be issued is Thursday, November 05, 2026 i.e., being the date that is 30 days prior to the date of the EGM i.e. Saturday, December 05, 2026.

10) The class or classes of persons to whom the allotment is proposed to be made and:

Sr. No.	Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Number of Warrants to be issued	Category
1	**S Gupta Family Enterprises Private Limited**	Mrs. Neera Gupta	Up to 50,00,000	Non-promoter-Body Corporate
2	**KITARA PIIN 2601**	Mr. Sachin Kamath and Mr. Umesh Khimji	Up to 12,50,000	Non-promoter – Foreign Company

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

None of the Promoter /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the warrants 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.

12) The proposed time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 or any other regulation(s), if any, of the SEBI ICDR Regulations, the Company shall complete the allotment of Warrants to the Proposed Allottees within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment (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), is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

13) The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No	Name of Proposed Allottee	Category	Pre- Preferential Issue Holding		Number of Warrants to be issued	Post- Preferential Issue Holding*	
			No. of Shares	% of total number of shares		No. of Shares	% of total number of shares
1	**S Gupta Family Enterprises Private Limited**	Non promoter - Body Corporate	0	0	Up to 50,00,000	Up to 50,00,000	4.56

2	**KITARA PIIN 2601**	Non promoter - Foreign Company	0	0	Up to 12,50,000	Up to 12,50,000	1.14

(*the post-preferential shareholding is on a fully diluted basis assuming full conversion of proposed outstanding warrants)

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants of the Company.

14) 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 2026 till the date of this notice, the Company has made Preferential Allotment of 27,00,000 equity shares and 17,32,405 equity Shares pursuant to conversion of warrants (Warrants allotted on January 09, 2025) to One (1) allottee belonging to Promoter Group category of the Company at an Issue Price of ₹ 191.85 each (including a premium of ₹ 189.85 each) on 13th April, 2026 and 05th July, 2026 respectively and 1,04,24,811 equity Shares pursuant to conversion of warrants (Warrants allotted on January 09, 2025) to One (1) allottee belonging to Non-Promoter category of the Company at an Issue Price of ₹ 191.85 each (including a premium of ₹ 189.85 each) on 18th June, 2026. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and rules made thereunder.

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

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

16) Shareholding Pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No.	Category	Pre-issue		Post Issue on fully diluted basis*	
		No of Shares held	% of share holding	No of shares held	% of shareholding
A	**Promoter and Promoter Group Holding**				
1	**Indian**				
	Individual	1,04,24,810	10.08	1,04,24,810	9.50
	Body Corporate	3,50,02,247	33.83	3,50,02,247	31.90
	Sub-Total	4,54,27,057	43.91	4,54,27,057	41.41
2	**Foreign Promoters**	Nil	Nil	Nil	Nil
	Sub total (A)	4,54,27,057	43.91	4,54,27,057	41.41
B	**Non promoters' holding**				
1	**Institutional Investors**	44,52,915	4.30	44,52,915	4.06
2	**Non Institution**	Nil	Nil	Nil	Nil
3	**Trust**	600	0.00	600	0.00
4	**Private corporate bodies**	1,33,77,178	12.93	1,83,77,178	16.75
5	**Directors and relatives**	78,18,608	7.56	78,18,608	7.13
6	**Indian public**	3,09,46,693	29.91	3,09,46,693	28.21
7	**Others(including NRIs and foreign entities)**	14,36,366	1.39	26,86,366	2.45
	Sub total (B)	5,80,32,360	56.09	6,42,82,360	58.59
	Total	10,34,59,417	100.00	10,97,09,417	100.00

* the post-preferential shareholding is on a fully diluted basis assuming full conversion of proposed outstanding warrants.

17) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of Proposed allottee	Current status of proposed allottee	Proposed status of allottee post the preferential issue
1	**S Gupta Family Enterprises Private Limited**	Non-promoter	Non-promoter
2	**KITARA PIIN 2601**	Non-promoter	Non-promoter

18) Lock-in Period:

The proposed allotment of Warrants and equity shares to be issued pursuant to the exercise of warrants shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

19) 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 Issue Holding		Number of Warrants to be issued	Post- Preferential Issue Holding*	
				No. of Shares	% of total number of shares		No. of Shares	% of total number of shares
1	**S Gupta Family Enterprises Private Limited**	Non Promoter – Body Corporate	Mrs. Neera Gupta	0	0	Up to 50,00,000	Up to 50,00,000	4.56
2	**KITARA PIIN 2601**	Non Promoter – Foreign Company	Mr. Sachin Kamath and Mr. Umesh Khimji	0	0	Up to 12,50,000	Up to 12,50,000	1.14

(*the post-preferential shareholding is on a fully diluted basis assuming full conversion of proposed outstanding warrants)

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants of the Company.

20) Certificate from Practicing Company Secretary:

The Certificate issued by Ms. Rohini Pimple, Company Secretaries in Practice, (ICSI Membership Number : 51452, COP: 21773) 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.

21) Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares/Warrants shall continue to be locked-in till the time such amount is paid by the allottees.

22) Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

23) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity Shares to be issued pursuant to the exercise of Warrants, and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

24) Valuation report from a Registered valuer:

As per the Regulation 166A of the SEBI ICDR Regulations, the proposed allotment to the individual allottee(s) shall not be more than 5% of the post issue fully diluted Equity Shares capital of the company, and therefore, it is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

25) Principal terms of assets charged as securities:

Not applicable as the proposed preferential issue of the Warrants will be undertaken for the cash consideration.

26) 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 issue of the warrants to the Proposed Allottees.

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

Not applicable as the proposed preferential issue of the Warrants will be undertaken for the cash consideration.

28) 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 to be issued pursuant to the exercise of warrants 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.

29) 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 a preferential issue of the warrants on a private placement basis. The issue of the Warrants 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: Rajkot
Date: November 06, 2026

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