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

WINDSOR
Partner in progress

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

November 06, 2026

To,

BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Limited.
Exchange Plaza, Plot No. C/ 1, G Block,
Bandra- Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 522029

Trading Symbol: WINDMACHIN

Subject: **Outcome of the Meeting of the Board of Directors of Windsor Machines Limited.**

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

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 and other applicable provision, if any, of SEBI LODR Regulations, this is to inform you that the meeting of the Board of Directors of the Company held today i.e. Friday, November 06, 2026 commenced at 10:00 a.m. (IST) and concluded at 10:28 a.m. (IST), *inter-alia,* considered and approved the following:

1. To issue 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 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, by way of a preferential allotment on a private placement basis.

   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% of the Warrant Issue Price shall be payable by the Warrant holder(s) on the exercise of the Warrant(s). Unconverted Warrants shall lapse upon the expiry of 18 months, and the upfront consideration paid towards such Warrants shall stand forfeited.

   These Warrants are to be issued to certain identified persons (collectively referred to as "Investors") listed below, payable in cash, on a preferential allotment on a private placement basis in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Rules"), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and other applicable laws, subject to the approval of shareholders, and such other statutory and regulatory authorities, as applicable. The

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

WINDSOR
Partner in progress

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

issuance will be conducted in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and applicable laws. Following table provides the details of Proposed Allottees of Warrants convertible into Equity Shares.

Sr. No.	Name of Investor	Maximum number of warrants to be issued	Category	Maximum Consideration (in ₹)
1	**S Gupta Family Enterprises Private Limited**	50,00,000	Non-promoter	150,50,00,000/-
2	**KITARA PIIN 2601**	12,50,000	Non-promoter	37,62,50,000/-

The relevant details required under Regulation 30 of SEBI LODR Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are enclosed as "**Annexure-I**".

2. Convening an Extraordinary General Meeting ("EGM") of the members of the Company which will be held on Saturday, December 05, 2026, at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to seek approval of the members for the issue of the Warrants by way of a preferential allotment on a private placement basis.

   The notice of the EGM will be separately submitted to the Stock Exchange(s) and sent to the Members of the Company. It will also be available on the Company's website at www.windsormachines.com, as well as on the websites of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com) in due course.

   The appointment of Ms. Rama Subramanian, a Practicing Company Secretary (ACS-15923 and COP No: 10964), as the Scrutinizer to oversee the e-voting process for the EGM of the Company in a fair and transparent manner.

Kindly take the above information on your records.

For **Windsor Machines Limited**

ROHIT DINESHBHAI SOJITRA
Digitally signed by ROHIT DINESHBHAI SOJITRA
Date: 2026.11.06 10:33:28 +05'30'

Rohit Sojitra
Company Secretary and Compliance Officer

Encl: a/a

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

WINDSOR
Partner in progress

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

Annexure-I

The relevant details required under Regulation 30 of SEBI LODR Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as below:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information</th></tr>
<tr><td>1</td><td>Type of securities proposed to be issued (viz. equity shares, convertibles etc.);</td><td>Convertible Warrants carrying a right to convert one (1) warrant into one (1) equity share</td></tr>
<tr><td>2</td><td>Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, referential allotment etc.);</td><td>Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (" SEBI ICDR Regulations") and other applicable laws</td></tr>
<tr><td>3</td><td>Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)</td><td>Up to 62,50,000 (Sixty-Two Thousand and Fifty Thousand) convertible warrants (“Warrants”) at an issue price of ₹ 301.00/- (Rupees Three Hundred and One only) per Warrant (including a premium of ₹ 299.00/- each), aggregating up to ₹ 188,12,50,000/- (Rupees One Hundred Eighty-Eight Crore Twelve Lacs and Fifty Thousand only), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of ₹ 2/- (Rupee Two Only).</td></tr>
<tr><td>4</td><td colspan="2">Disclosure in case of preferential issue :</td></tr>
<tr><td>i</td><td>Names of the investors;</td><td>
<table>
<tr><th>Name of Proposed allottee</th><th>Category</th><th>Warrants to be allotted</th></tr>
<tr><td>S Gupta Family Enterprises Private Limited</td><td>Non-promoter</td><td>50,00,000</td></tr>
<tr><td>KITARA PIIN 2601</td><td>Non-promoter</td><td>12,50,000</td></tr>
</table>
</td></tr>
<tr><td>ii</td><td>Number of investors;</td><td>2 (Two)</td></tr>
<tr><td>ii</td><td>Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles);</td><td>
<table>
<tr><th rowspan="2">Name of Proposed allottee</th><th colspan="2">Pre-preferential issue</th><th colspan="2">Post-preferential issue*</th></tr>
<tr><th>Number of shares</th><th>% of total number of shares</th><th>Number of shares</th><th>% of total number of shares</th></tr>
<tr><td>S Gupta Family Enterprises</td><td>0</td><td>0</td><td>50,00,000</td><td>4.56</td></tr>
</table>
</td></tr>
</table>

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

WINDSOR
Partner in progress

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

		<table><tr><td>**Private Limited**</td><td></td><td></td><td></td><td></td></tr><tr><td>**KITARA PIIN 2601**</td><td>0</td><td>0</td><td>12,50,000</td><td>1.14</td></tr></table> (*the post-preferential shareholding is on a fully diluted basis assuming full conversion of proposed outstanding warrants) An issue price of ₹ 301.00/- (Rupees Three Hundred and One only) per Warrant (including a premium of ₹ 299.00/- each) in cash. 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% of the Warrant Issue Price shall be payable by the Warrant holder(s) on the exercise of the Warrant(s). Unconverted Warrants shall lapse upon the expiry of 18 months, and the upfront consideration paid towards such Warrants shall stand forfeited.
iii	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	The Same will be intimated to the Stock Exchange(s) as and when warrants will be converted/ lapsed. Unconverted Warrants shall lapse upon the expiry of 18 months, and the upfront consideration paid towards such Warrants shall stand forfeited.
Iv	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable