

February 07, 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 Listing Regulations, 2015"].

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 30 and other applicable provision, if any, of SEBI Listing Regulations, 2015, this is to inform you that the meeting of the Board of Directors of the Company held today i.e. Saturday, February 07, 2026 commenced at 10:08 A.M. (IST) and concluded at 10:15 A.M. (IST), *inter-alia*, considered and approved the following:

1. In furtherance to the Board Meeting held on November 08, 2025, and the outcome thereof, as well as the subsequent approval granted by the shareholders at the Extraordinary General Meeting held on December 07, 2025, for the issuance of equity shares on a preferential basis for consideration other than cash, in accordance with the applicable provisions of the Companies Act, 2013 ("the Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"),

the allotment of 7,37,680 (Seven Lakhs Thirty Seven Thousand Six Hundred and Eighty) Equity Shares at a face value of Rs. 2/- (Rupees Two) each fully paid up ("Equity Shares") at an issue price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share aggregating to Rs. 24,99,99,752/- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Fifty Two), on preferential allotment basis through private placement to the following persons, being a shareholder of Unitech Workholding Systems Private Limited ("Unitech"), for consideration other than cash i.e. in lieu of acquisition of 59.52% shareholding in Unitech through swapping of Equity Shares of the Company pursuant to the Special Resolution passed in the Extra Ordinary General Meeting of the Company held on December 07, 2025 as per the provisions of Section 42, 62 and other applicable provisions of the Companies Act, 2013 and In Principle Approval received from National Stock Exchange of India Limited ("NSE") via letter bearing no. NSE/LIST/ 51880 dated January 29, 2026 and

from BSE Limited ("BSE") via letter bearing no. LOD / PREF / SS / FIP/ 1598/2025-2026 dated January 28, 2026.

Sr. No.	Name of Allottee	Category	Pre-Preferential Allotment holding		Number of Equity Shares allotted	Post-Preferential Allotment holding		
			No. of Equity Shares	% of voting rights		No. of Equity Shares	% of Total Equity Shares	% of Total Equity Shares*
1	Manishbhai Savjibhai Pipaliya	Non-Promoter	0	0	1,47,536	1,47,536	0.17	0.14
2	Rohitkumar Jamanbhai Donga	Non-Promoter	0	0	1,47,536	1,47,536	0.17	0.14
3	Punitkumar Dhirajlal Koradia	Non-Promoter	0	0	1,47,536	1,47,536	0.17	0.14
4	Chetan Bachubhai Makwana	Non-Promoter	0	0	1,47,536	1,47,536	0.17	0.14
5	Karsan Arjan Maliya	Non-Promoter	0	0	1,47,536	1,47,536	0.17	0.14

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

Pursuant to the aforesaid allotment, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands increased from Rs. 17,41,69,042/- consisting of 8,70,84,521 fully paid-up Equity Shares of Rs. 2/- each to Rs. 17,56,44,402/- consisting of 8,78,22,201 fully paid-up Equity Shares of Rs. 2/- each.

The new equity shares so allotted shall rank pari-passu with the existing equity shares of the Company and will be listed on BSE and NSE up on receipt of listing approval.

The details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed as "**Annexure-I**".

- The proposal for sale of Industrial Plots along with the existing factory building 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 said industrial plots are existing manufacturing facility at Vatva, Ahmedabad and will not be longer required after the shifting of the said manufacturing facility to the new manufacturing facility at Chibhda, Rajkot as per intimation given earlier on

August 29, 2025. Therefore, the said sale of land will not have any impact on the business operations of the Company.

The Company intends to complete the aforesaid transaction which shall be subject to signing of definitive agreements between the prospective buyer and necessary regulatory and statutory approvals, if any. The Company shall make the necessary intimation to stock exchanges as and when necessary.

The relevant details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed as “**Annexure-II**”.

3. In furtherance to the Board Meeting held on January 09, 2025, and the outcome thereof, the enhancement of Capital Expenditure Limit for the Company’s Rajkot Plant from Rs. 165 Crores to Rs. 225 Crores to meet the additional requirement of land area, construction of the factory and office buildings, and Machines.

Kindly take the above information on your records.

For **Windsor Machines Limited**

Rohit Sojitra

Company Secretary and Compliance Officer

Encl: a/a

Annexure I

The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as under:

S. No.	Particulars	Disclosures
1	Type of securities proposed to be Issued (viz. equity shares, convertibles etc.);	Equity Shares of face value Rs. 2/- (Rupee Two only) each
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential issue of equity shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), read with the Companies Act, 2013 and rules made thereunder.
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Allotment of 7,37,680 (Seven Lakhs Thirty Seven Thousand Six Hundred and Eighty) Equity Shares having a face value of Rs. 2/- (Rupees Two) each fully paid up ("Equity Shares") at an issue price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share aggregating to Rs. 24,99,99,752/- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Fifty Two), on preferential allotment basis through private placement for consideration other than cash for acquisition of 59.52% shareholding in Unitech through swapping of Equity Shares of the Company.

Additional information in case of preferential issue:

Additional Information in case of Preferential Issue:										
I	Name of the Investor(s)		Sr. No.	Name of Allottee	Category	Number of Shares allotted		Equity		
			1	Manishbhai Savjibhai Pipaliya	Non-Promoter	1,47,536				
			2	Rohitkumar Jamanbhai Donga	Non-Promoter	1,47,536				
			3	Punitkumar Dhirajlal Koradia	Non-Promoter	1,47,536				
			4	Chetan Bachubhai Makwana	Non-Promoter	1,47,536				
			5	Karsan Arjan Maliya	Non-Promoter	1,47,536				
II	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),		Name of Allottee	Pre- Preferential Allotment holding		Number of Equity Shares allotted	Post-Preferential Allotment holding			
				No. of Equity Shares	% of voting rights		No. of Equity Shares	% of Total Equity Shares	% of Total Equity Shares*	
			Manishbhai Savjibhai Pipaliya	0	0	1,47,536	1,47,536	0.17	0.14	
			Rohitkumar Jamanbhai Donga	0	0	1,47,536	1,47,536	0.17	0.14	
			Punitkumar Dhirajlal Koradia	0	0	1,47,536	1,47,536	0.17	0.14	

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



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

		Chetan Bachubhai Makwana	0	0	1,47,536	1,47,536	0.17	0.14
		Karsan Arjan Maliya	0	0	1,47,536	1,47,536	0.17	0.14
		* Considering after the conversion of outstanding warrants as on date.						
III	Issue Price	Allotment of 7,37,680 (Seven Lakhs Thirty Seven Thousand Six Hundred and Eighty) Equity Shares having a face value of Rs. 2/- (Rupees Two) each fully paid up ("Equity Shares") at an issue price of Rs. 338.90 (Rupees Three Hundred Thirty Eight and Ninety Paise) per Equity Share including premium of Rs. 336.90 (Rupees Three Hundred Thirty Six and Ninety Paise) per Equity Share.						
IV	Number of investors	5 (Five)						
V	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable						

Annexure II

The relevant details required under Regulation 30 of SEBI LODR Regulation read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as under:

Sr. No.	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	As the proposed sale is of Industrial Plots including building structure located at Industrial Plot No. 5402-5405 Phase IV, GIDC Vatva, Ahmedabad-382445, after shifting of Manufacturing facilities from Vatva Unit to new manufacturing facilities at Chibhda, Rajkot. Revenue of Vatva Unit was Rs. 140.87 crore i.e. 42.82% of the total revenue and net worth of Rs. 135.24 crore (18.5% of the total net worth) of the company during the last financial year ended March 31, 2025.
2	Date on which the agreement for sale has been entered into;	The Definitive documents shall be signed in due course of time
3	The expected date of completion of sale/disposal;	6 months
4	Consideration received from such sale/disposal;	Consideration is yet to be negotiated and finalized with the potential buyers. The Consideration shall be in line with the Market Price of the Property.
5	Name and Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	The buyers are yet to be finalized. However, none of the buyers will form part of Promoter/Promoter Group/Group Companies as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	The buyer will not be a Related Party in terms of Section 2(76) of the Companies Act, 2013, Regulation 2(zb) of Listing Regulations and the applicable Accounting Standards. The transaction will be carried out on arms' length basis.

7	<p>Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.</p> <p>i. Object of sale of: ii. Commercial Rational for: iii. Use/investment of proceeds arising from: sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking.</p>	<p>Sale is not a part of Scheme of Arrangement. The Company has set up new plant at Rajkot & plan to consolidate existing operations of Vatva & Chhatral Unit at one place. So, Company has decided, subject to share holders' approval as per regulation 37A, to monetize Vatva Plant land & building. Sales consideration is as per prevailing market value in the area. Sale proceeds will be used for the ongoing set up of Rajkot Plant, working capital for expansion & other general corporate purposes.</p>
8	<p>Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.</p> <p>"Slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.</p> <p>a) name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;</p> <p>b) whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";</p> <p>c) area of business of the entity(ies);</p> <p>d) rationale for amalgamation/merger;</p> <p>e) in case of cash consideration – amount or otherwise share exchange ratio;</p> <p>f) brief details of change in shareholding pattern (if any) of listed entity.</p>	<p>Proposed sale is not Slump Sale as it is sale of industrial plots, therefore it is not applicable.</p>