

Date: May 21, 2025

To,
The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai- 400051.

To,
The Manager,
BSE Limited,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001.

Symbol: WINDMACHIN

Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) and other applicable regulations / sub-regulations of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with respect to acquisition of equity shares of **WINDSOR MACHINES LIMITED.**

You are requested to kindly take the same on your record and oblige.

Thanking you

Yours truly,

Siyani
Ramesh
Keshubhai

Digitally signed by Siyani Ramesh Keshubhai
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pseudoym=133512465919636543C6m6y
griev01,
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8, cn=Siyani Ramesh Keshubhai
Date: 2025.05.21 15:33:03 +05'30'

Ramesh Keshubhai Siyani
(Shareholder and Member of Promoter Group)
PAN: AGNPS8002R

CC:
The Company Secretary
Windsor Machines Ltd.
102/103, Devmilan Co. Op Housing Soc
Next to Tip Top Plaza, L.B.S. Road
Thane West, Maharashtra, India, 400604.

**Format for Disclosures under Regulation 29(2) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Part-A - Details of the Acquisition

Name of the Target Company (TC)	WINDSOR MACHINES LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Ramesh Keshubhai Siyani - Acquirer Plutus Investments and Holding Private Limited – PAC		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited 2. BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of the acquirer along with PAC:			
a) Shares carrying voting rights (Ramesh Keshubhai Siyani - Acquirer) (Plutus Investments and Holding Private Limited – PAC)	Acquirer - Nil PAC - 3,50,02,247	Acquirer - Nil PAC - 45.66%	Acquirer – Nil PAC - 34.07%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	3,50,02,247	45.66%	34.07%
Details of acquisition/Sale:			
a) Shares carrying voting rights acquired (Ramesh Keshubhai Siyani- Acquirer)	26,06,202	3.40%	2.54%
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/ convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	78,18,608	NIL	7.61%
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/-d)	1,04,24,810	3.40%	10.15%

After the acquisition holding of Acquirer along with PAC: a) Shares carrying voting rights (Ramesh Keshubhai Siyani - Acquirer) (Plutus Investments and Holding Private Limited – PAC) b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition e) Total (a+b+c+d)	Acquirer - 26,06,202 PAC - 3,50,02,247 NIL NIL Acquirer - 78,18,608 4,54,27,057	Acquirer - 3.40% PAC - 45.66% NIL NIL NIL 49.06%	Acquirer - 2.54% PAC - 34.07% NIL NIL Acquirer - 7.61% 44.22%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Preferential allotment		
Salient Features of the Securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	NA		
Date of acquisition / date of receipt of intimation of allotment of shares / VR / Warrants / Convertible Securities / any other instrument that entitles the acquirer to receive shares in the TC.	Date of Listing and Trading approval – March 17, 2025		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	Rs. 12,98,63,600/- consisting of 6,49,31,800 Equity Shares of Face Value Rs. 2/-		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	Rs. 15,33,19,420/- consisting of 7,66,59,710 Equity Shares of Face Value Rs. 2/-		
Total diluted share/ voting capital of the TC after the said acquisition/ sale	Rs. 20,54,43,474/- consisting of 10,27,21,737 Equity Shares of Face Value Rs. 2/-		

Note:

*Total share capital/ voting capital has been considered as on the date of allotment of the equity shares and as per the share holding pattern filing done by the company to the Stock Exchange as on January 09, 2025.

**Company has allotted 2,60,62,027 equity warrants at a price of ₹191.85/- (Rupees One Hundred Ninety-One and Eighty-Five Paise) per Warrant (including a premium of ₹189.85/- per Warrant) on January 09, 2025 on a preferential basis which are convertible into 1 equity share each within 18 months from the date of issuance. As on date of this disclosure, 78,18,608 equity warrants are converted into 78,18,608 Equity shares on February 21, 2025. The fully diluted share capital has been arrived considering all the share warrants i.e. 2,60,62,027 of the company.

Siyani Ramesh
Keshubhai

Ramesh Keshubhai Siyani
(Shareholder and Member of Promoter Group)
PAN: AGNPS8002R

PART B***

Name of the Target Company: Windsor Machines Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the Acquirer belongs to Promoter/Promoter Group	PAN of the Acquirer and PAC
	Yes	
	Yes	

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.