



WINDSOR MACHINES LIMITED

CIN: L99999MH1963PLC012642

Regd. Office: 102/103, Devmilan Co. Op. Housing Society, Next to Tip Top Plaza,

L B S Road, Thane(w) – 400604.

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CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING OF WINDSOR MACHINES LIMITED TO BE HELD ON, FRIDAY, DECEMBER 06, 2024 AT 11.00 A.M

This Corrigendum is being issued in continuation of the Notice dated 14th November, 2024 for the Extra Ordinary General Meeting (“EGM”) of Windsor Machines Limited (“the Company”) scheduled to be held on, Friday, December 06, 2024 at 11.00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The Corrigendum to the EGM Notice is being sent by electronic mode only to Members whose names appear in the Register of Members/list of Beneficial Owners as of Friday, November 8, 2024, and whose e-mail addresses are registered with the Company/Depositories. Except for the changes as under, all contents of the Notice of the EGM to the Shareholders remain the same.

The Company had filed applications respectively with the stock exchanges namely BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) for seeking in-principle approval in relation to the proposed preferential issue of 1,17,27,910 Equity shares of Rs. 2/- each and 2,60,62,027 Equity shares of Rs. 2/- each pursuant to conversion of equivalent number of warrants for which the approval of the shareholders is being sought. Subsequently, the Company has received observations from NSE, pursuant to which there are following changes executed in the Explanatory statement pertaining to item 2 & 3 of EGM Notice:

1. Further revision in the point i (Objects of the Preferential Issue):

i. The objects of the preferential issue:

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

- a) To fund the acquisition of Global CNC Private Limited and related expenses
- b) Funding the capex requirements
- c) Working capital for Company
- d) Working capital for Global CNC Private Limited and
- e) General corporate purpose

2. Further revision in the point ii (Utilization of Issue Proceeds), revision in the heading of the table (tentative timeline column) and bifurcation in the third object of the issue for the funds to be utilized by the Company and Global CNC Private Limited

The Revised table mentioning the utilization of proceeds to indicate that the timelines of proposed utilization commence from the date of receipt of listing and trading approval for equity shares allotted pursuant to the proposed preferential issue. Further, utilization of working capital requirement of Company and Global CNC Private Limited is mentioned separately in revised table is as follows:

Sr. no	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. Crore)*	Tentative Timeline within which such proceeds shall be utilized**
1	To fund the acquisition of Global CNC Private Limited and related expenses	344.00	Within 6 Months
2	Funding the capex requirements	165.00	Within 18 Months
3	Working capital for Company	63.80	Within 18 Months
4	Working capital for Global CNC Private Limited	52.20	Within 18 Months
5	General corporate purpose	100.00	Within 36 Months
	Total	725.00	

**Considering 100% conversion of warrants into equity shares within the stipulated time*

***The timeline of proposed utilization commences from the date of receipt of listing and trading approval for equity shares allotted pursuant to the proposed preferential issue.*

3. Further deletion of statement starting 5th line in paragraph 2 of point (ii).

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:-

4. Revision in paragraph of point iii - Interim Use of issue proceeds

Our Company, in accordance with the policies formulated by our Management Committee of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds ***in accordance with applicable laws.***

5. Further revision in point xx (Requirements as to re-computation of price):

“the specified Equity Shares” is now rectified with “Specified Securities”. The revised statement shall be read as below -

“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 securities shall continue to be locked- in till the time such amount is paid by the allottees”

6. Further revision in point II and last paragraph of point viii (Basis on which the price has been arrived at):

II. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations which is Rs. **114.15/- (Rupees One Hundred and Fourteen and Fifteen Paise Only)** per Equity Share.

The revised valuation report dated December 1, 2024, issued by CA Mr. Anurag Singal, independent registered valuer (registration no. IBBI/RV/06/2022/14679, having office at Suite 2AB, Vivekanand House, 268/B/2GT Road, Kolkata - 711204, India), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The revised Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link <https://windsormachines.com/investors/>

7. Further there is updation in Point xxiii - Valuation report from a Registered valuer:

CA Mr. Anurag Singal, bearing the registration IBBI/RV/06/2022/14679 with SEBI, has issued the revised valuation report dated December 1, 2024 for the proposed issue.

The copy of the revised report has been uploaded on the Company's website, link for which is <https://windsormachines.com/investors/>

In order to update the above disclosures in the EGM Notice, this corrigendum ("Corrigendum") is issued to clarify and inform the members about modifications, which have been updated in the EGM Notice by way of suitable disclosures and footnotes at relevant places.

Accordingly, the Company has issued the Corrigendum dated December 2, 2024 to EGM Notice dated November 14, 2024.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. All other contents of the EGM Notice, save and except as modified of supplemented by Corrigendum, shall remain unchanged.

Date: December 02, 2024
Registered Office:
102/103, Devmilan Co. op Housing Society,
Next to Tip Top Plaza, L B S Road
Thane (W) 400 604

By Order of the Board
Sd/-
Nikhilkumar Vadera
Company Secretary and
Compliance Officer
ACS: 49435