

February 21, 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 522029	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/ 1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol: WINDMACHIN
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Sub.: Intimation of Conversion of 78,18,608 Equity Warrants into Equity Shares

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation") and Company's Intimation dated January 09, 2025 w.r.t. allotment of 2,60,62,027 (Two Crore Sixty Lakh Sixty-Two Thousand Twenty-Seven) equity warrants ("Warrants") on Preferential Basis

Dear Sir/Madam,

In continuation to the letter dated January 09, 2025, w.r.t. to allotment of Warrants, in terms of Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company in their meeting held today i.e. Friday, February 21, 2025, *inter-alia*, considered and approved the allotment of equity shares on conversion of 78,18,608 (Seventy Eight Lakh Eighteen Thousand Six Hundred and Eight) equity warrants into 78,18,608 (Seventy Eight Lakh Eighteen Thousand Six Hundred and Eight) equity shares at an issue price of ₹191.85/- (Rupees One Hundred Ninety One and Eighty Five Paise only) (including a premium of ₹189.85/-) each, to person belonging to the Non-Promoter Category, on preferential basis, upon receipt of amount aggregating to ₹ 112,49,99,958.60/- (One Hundred Twelve Crore Forty Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Eight and Sixty Paise only) (being 75% of the issue price per warrant) at the rate of ₹143.88/- (Rupees One hundred Forty Three and Eighty Eight only) per warrant (being 75% of the issue price per warrant) from the allottee pursuant to the exercise of his rights of conversion into equity shares in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Following are the details of the allottee:

Sr. No	Name of Allottees	Category (Promoter - Non Promoter)	No. of warrants held (prior to conversion)	No. of warrants applied for conversion	No. of Equity Shares Allotted	Amount received being 75% of the issue price per warrant	No. of warrants pending for conversion
1	Mr. Hitendrabhai Patel	Non-Promoter	58,63,956	58,63,956	58,63,956	84,37,49,968.95	NIL
2	Mr. Dharmendra Varsada	Non-Promoter	19,54,652	19,54,652	19,54,652	28,12,49,989.65	NIL

Pursuant to conversion, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands increased to ₹16,89,56,636/- consisting of 8,44,78,318 fully paid-up Equity Shares of ₹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 Limited and National Stock Exchange of India Limited up on receipt of listing approval.

The information in connection with the allotment of securities pursuant to Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **Annexure I**.

Kindly note that the Board meeting commenced at 09:15 AM and concluded at 10:10 AM.

Kindly take the same on records.

Thanking You,

Yours faithfully,

For WINDSOR MACHINES LIMITED

VINAY BANSOD
Whole Time Director & CEO
DIN- 09168450
Encl: a/a

Annexure I

The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

S. No.	Particulars	Disclosures																								
1	Type of securities proposed to be Issued	Equity Shares face value of ₹2/- (Rupee Two only) each pursuant to conversion of equity warrants.																								
2	Type of issuance	Preferential Allotment																								
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Allotment of 78,18,608 (Seventy Eight Lakh Eighteen Thousand Six Hundred and Eight) Equity Shares at an issue price of ₹191.85/- each (including a premium of ₹189.85/- each), upon conversion for equal number of Equity Warrants allotted at an issue price of ₹191.85/- each and upon receipt of balance amount at the rate of ₹143.88/- per warrant (being 75% of the issue price per warrant) aggregating to ₹112,49,99,958.60/- (One Hundred Twelve Crore Forty Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Eight and Sixty Paise only) (being 75% of the issue price per warrant).																								
Additional information in case of preferential issue:																										
I	Name of the Investor(s)	a. Mr. Hitendrabhai Patel b. Mr. Dharmendra Varsada																								
II	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles),	<table border="1"> <thead> <tr> <th rowspan="2">Investor</th> <th colspan="2">Pre-Issue shareholding</th> <th colspan="2">Post-issue shareholding</th> </tr> <tr> <th colspan="2">Post allotment of equity shares</th> <th colspan="2"></th> </tr> <tr> <th></th> <th>Number of shares</th> <th>%</th> <th>Number of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Mr. Hitendrabhai Patel</td> <td>-</td> <td>-</td> <td>58,63,956</td> <td>3.47</td> </tr> <tr> <td>Mr. Dharmendra Varsada</td> <td>-</td> <td>-</td> <td>19,54,652</td> <td>1.16</td> </tr> </tbody> </table>	Investor	Pre-Issue shareholding		Post-issue shareholding		Post allotment of equity shares					Number of shares	%	Number of shares	%	Mr. Hitendrabhai Patel	-	-	58,63,956	3.47	Mr. Dharmendra Varsada	-	-	19,54,652	1.16
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III	Issue Price	Equity Warrants had been allotted on January 09, 2025 carrying a right to subscribe to one Equity Share per warrant on receipt of amount at the rate of ₹47.97/- per warrant (being 25% of the issue price per warrant). Now, 78,18,608 Equity Shares have been allotted on receipt of balance amount at the rate of ₹143.88 per warrant (being 75% of the issue price per warrant) Therefore, Issue price is ₹ 191.85 per equity share.
IV	Number of investors	2 (Two)
V	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Conversion of 78,18,608 warrants (out of 2,60,62,027 warrants) upon receipt of Warrant Exercise Price of ₹143.88 per warrant (being 75% of the issue price). Balance 1,82,43,419 warrants held by warrant holders are eligible for conversion within 18 months from the date of allotment of warrants.