

Date: September 10, 2024

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

<u>Sub: Disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(1) and other applicable regulations / sub-regulations of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to acquisition of 3,50,00,000 equity shares, i.e., 53.90% of equity share capital of WINDSOR MACHINES LIMITED.

You are requested to kindly take note of the above.

For, Plutus Investments and Holding Private Limited

(PAN: AAMCP5203B)

Kamdar Parth

Separate Separat

Parth Kamdar Authorised Signatory

CC:

WINDSOR MACHINES LTD.

102 / 103, Devmilan CHS, Next to Tip Top Plaza, L.B.S. Road, Thane (West), Thane, Maharashtra, 400604.



Format for Disclosures under Regulation 29(1) 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	Plutus Investments and Holding Private Limited		
Whether the acquirer belongs to Promoter/Promoter group		Yes*	
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NSE and BSE		
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 b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL NIL	NIL NIL	NIL NIL NIL
c) Voting rights (VR) otherwise than by equity shares	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)	NIL	NIL	NIL
Details of acquisition/Sale:			
Shares carrying voting rights acquired	3,50,00,000	53.90%	53.90%
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	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL .	NIL	NIL
e) Total (a+b+c+/-d)	3,50,00,000	53.90%	53.90%



After the acquisition holding of Acquirer along with PAC:				
 a) Shares carrying voting rights 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 	3,50,00,000 NIL NIL NIL	53.90% NIL NIL NIL	53.90% NIL NIL NIL	
voting rights in the TC (specify holding in each category) after acquisition			, gå	
e). Total (a+b+c+d)	3,50,00,000	53.90%	53.90%	
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off market transfer pursuant to Share Purchase Agreement dated June 18, 2024*			
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.				
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. 12,98,63,600/- consisting of 6,49,31,800 Equity Shares of Face Value Rs. 2/-			
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 12,98,63,600/- consisting of 6,49,31,800 Equity Shares of Face Value Rs. 2/-			

^{*} The Acquirer had entered into a Share Purchase Agreement dated June 18th, 2024 ("SPA") with Castle Equipments Private Limited, the existing promoter of the TC to purchase its entire shareholding, 3,50,00,000 (Three Crore Fifty Lakh) equity shares, representing 53.90% of the paid-up share capital of the TC. In this regard, the Acquirer, has consummated the SPA on September 10, 2024 and acquired such number of equity shares.

Further, as per the terms of the SPA, Castle Equipments Private Limited along with Ghodbunder Developers Private Limited shall cease to be the Promoter of TC and relinquish the management control of the Company in favour of the Acquirer. Consequently, Castle Equipments Private Limited and Ghodbunder Developers Private Limited (i.e., the existing promoter) shall be re-classified from "promoter or promoter group" to "public shareholders", in accordance with applicable laws.

For, Plutus Investments and Holding Private Limited

(PAN: AAMCP5203B)

Kamdar Parth Bharatkumar

Digitally signed by Kandali rathii Bloodistami.
No crifk cered, coursel, pool docked (2001), John-estiand,
No crifk cered, coursel, pool docked (2001), John-estiand,
NAMORTHAN, All (2004), Capital Ind. 1901).
2,54, 20,51 (2007), 2007,

Parth Kamdar
Authorised Signatory
Date: September 10, 2024
Place: Ahmedabad