

November 11th 2024

The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/ 1, G Block,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051

Scrip Code: 522029

Symbol: WINDMACHIN

SHARE PURCHASE AGREEMENT DISCLOSURE
(Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements)
Regulations, 2015 ('SEBI (LODR) Regulations, 2015)

Dear Sir/Madam,

In terms of Regulation 30 of SEBI (LODR) Regulations 2015, we wish to inform you that the Company has entered into a Share Purchase Agreement for acquisition of 100% equity share capital of Global CNC Private Limited.

Furthermore, the details required under Regulation 30 of the SEBI (LODR) Regulations, 2015, as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are enclosed herewith as Annexure I.

Thanking you.

Yours faithfully,
For WINDSOR MACHINES LIMITED

NIKHILKUMAR VADERA
COMPANY SECRETARY

Annexure I

Disclosures/ Details of Agreement pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III thereof and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No	Particular
a.) Name of the target entity, details in brief such as size, turnover etc.	Global CNC Private Limited (“GCPL”) The Net worth and Turnover of the company as on 31st March 2024 are Rs. 17 Crore & Rs. 162 Crore respectively.
b.) Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	Acquisition does not fall within the purview of related party transactions. The promoter/ promoter group of the Company have no interest in Global CNC Private Limited.
c.) Industry to which the entity being acquired belongs	Manufacturing of Computer Numerical Controlled (CNC) machines for automating precision engineering in the production of machine tools.
d.) Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	GCPL is engaged in the manufacturing of CNC machines, and the objective of acquiring GCPL is to expand our capacity to supply a wider range of machines to customers under one roof.
e.) Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable.
f.) Indicative time period for completion of the acquisition	Subject to the fulfillment of Conditions Precedent as outlined in the Share Purchase Agreement dated November 11, 2024, along with requisite shareholder and regulatory approvals from applicable authorities.
g.) Consideration - whether cash consideration or share swap or any other form and details of the same	Cash
h.) Cost of acquisition and/or the price at which the shares are acquired	The shares will be acquired based on the valuation report, with the total cost for acquiring 100% of the equity shares estimated at Rs. 343.11 crore.

Sr. No	Particular
i.) Percentage of shareholding / control acquired and / or number of shares acquired	Acquisition of 100% fully paid equity shares.
j.) Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>GCPL, located at Plot G-2617, Metoda GIDC, Village Metoda, Taluka Lodhika, District Rajkot, Gujarat, India, 360021, is engaged in the manufacturing of computer numerical controlled (CNC) machines for automating precision engineering of machine tools. GCPL was incorporated on May 17, 2021.</p> <p>The turnover for the last three financial years is as follows (in Rs. crore):</p> <p>FY24: 162 FY23: 97 FY22: Nil</p>