



DGP SECURITIES LIMITED

DGP House, 88-C Old Prabhadevi Road, Mumbai - 400 025, India.

Phone +91 22 6653 9000 • Fax : +91 22 6653 9089 • CIN : U26900MH1937PLC002651

20th August, 2020

To,
Ms. Priti Patel,
Company Secretary & Compliance Officer
Windsor Machines Limited
102 1103, Devmilan CHS, Next to Tip Top Plaza,
L.B.S. Road, Thane (West),
Thane - 400604, Maharashtra

Reg.: Windsor Machines Ltd. (Security code: 522029; Symbol: WINDMACHIN)

Sub: Reporting under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011

Dear Sir/Madam,

Please find attached herewith disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 for sale of the shares.

Please note that this submission is on behalf of Persons Acting in Concert (PAC). Kindly acknowledge the receipt of same.

For DGP Securities Limited

Dilip G. Piramal
Chairman
(DIN - 00032012)

Encl.: As above

c.c.
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Limited
Exchange Plaza
Plot no. CII, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Windsor Machines Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer and Person Acting in Concert (PAC): 1. Vibhuti Investments Company Ltd. 2. DGP Securities Ltd. 3. DGP Capital Management Ltd. 4. DGP Enterprises Pvt. Ltd. 5. VIP Industries Limited 6. Kiddy Plast Limited 7. Mr. Dilip G. Piramal		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/disposal 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/disposal under consideration, holding of :			
a) Shares carrying voting rights			
1. Vibhuti Investments Company Ltd.	31,78,331	4.8949%	-
2. DGP Securities Ltd.	18,05,000	2.7798%	-
3. DGP Capital Management Ltd.	4,42,089	0.6809%	-
4. DGP Enterprises Pvt. Ltd.	5,00,000	0.7700%	-
5. VIP Industries Limited	1,000	0.0015%	-
6. Kiddy Plast Limited	5,400	0.0083%	-
7. Mr. Dilip G. Piramal	5,41,000	0.8332%	-
Total shares carrying voting rights (Refer Note no. 1)	64,72,820	9.9686%	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer/seller to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	64,72,820	9.9686%	-

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Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold			
Vibhuti Investments Company Limited	21,30,000	3.2804%	-
b) VRs acquired otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+d)	21,30,000	3.2804%	-
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
1. Vibhuti Investments Company Ltd.	10,48,331	1.6145%	-
2. DGP Securities Ltd.	18,05,000	2.7798%	-
3. DGP Capital Management Ltd.	4,42,089	0.6809%	-
4. DGP Enterprises Pvt. Ltd.	5,00,000	0.7700%	-
5. VIP Industries Limited	1,000	0.0015%	-
6. Kiddy Plast Limited	5,400	0.0083%	-
7. Mr. Dilip G. Piramal	5,41,000	0.8332%	-
Total Shares carrying voting rights	43,42,820	6.6882%	-
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)	43,42,820	6.6882%	-
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer between person acting in concert		
Date of acquisition/sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	19 th August, 2020		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 12,98,63,600 divided into 6,49,31,800 equity shares of Rs. 2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 12,98,63,600 divided into 6,49,31,800 equity shares of Rs. 2/- each.		
Total diluted share/voting capital of the TC after the said acquisition/sale	NA		

[Signature]

[Signature]

(*) 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.

Note No. 1:

The share capital of Windsor Machines Limited (hereinafter referred as "WML") as on 31st March, 2017 was 6,49,31,800 equity shares of Rs. 2/- (Rupees Two only) each (hereinafter referred as "Original Share Capital").

On 9th January, 2018, WML approved allotment of 72,14,644 Warrants (on preferential basis) to certain specified allottees at a price of Rs. 63.30/- per warrant. These warrants were convertible into Equity Shares in the ration of 1:1 within a period of 18 (Eighteen) months from the date of allotment of such Warrants, i.e. on or before July 8, 2019, at the discretion of allottees. For subscribing to the warrants, initially the allottees were required to pay only 25% of Rs. 63.30/- per warrant.

Assuming full conversion of the outstanding warrants into equity shares, the share capital of WML shall increased from the level of Original Share Capital to 7,21,46,444 equity shares of Rs. 2/- (Rupees Two only) each (hereinafter referred as "Increased Share Capital").

Mr. Dilip G. Piramal, DGP Securities Limited and Kiddy Plast Limited (hereinafter referred as "Warrant holders") had subscribed to 13,70,782 Warrants (1.89% of the Increased Share Capital). Accordingly, the total shareholding of the Warrant holders (Acquirer) along with other Person Acting in Concert has increased from 64,72,820 shares (8.98% of the Increased Share Capital or 9.97% of original share capital) to 78,43,602 shares (10.87% of the Increased Share Capital). This diluted shareholding of 10.87% was disclosed by the Acquirer along with Person Acting in Concert on 10th January, 2018 to the Stock Exchange(s)

Later on, on July 8, 2019, the Acquirer and Person Acting in Concert and other allottees informed WML their decision of not to exercise the conversion option. Therefore, the share capital of WML has resumed back to its original level of 6,49,31,800 equity shares of Rs. 2/- (Rupees Two only) each and accordingly the shareholding of the Acquirer and Person Acting in Concert stands revised at 9.9686% of the share capital of 6,49,31,800 equity shares of Rs. 2/- (Rupees Two only) each.

For DGP Securities Ltd.



Dilip G. Piramal
Chairman
(DIN - 00032012)

Place: Mumbai
Date: 20th August, 2020