

WINDLAS BIOTECH LIMITED

windlas

Corporate Identification Number (CIN): L74899UR2001PLC033407
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Contact Person: Mr. Ananta Narayan Panda, Company Secretary and Compliance Officer

POST-BUYBACK PUBLIC ANNOUNCEMENT FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("BUYBACK REGULATIONS") FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF WINDLAS BIOTECH LIMITED ("COMPANY")

This Post Buyback Public Announcement ("Post Buyback Public Announcement") is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended from time to time ("Buyback Regulations").

This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated April 18, 2026, published on April 20, 2026 ("Public Announcement"), the Letter of Offer dated April 27, 2026 ("Letter of Offer"), and Offer Opening Advertisement dated April 28, 2026 published on April 29, 2026 ("Offer Opening Advertisement").

Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

1.1 At the meeting held on Friday, April 17, 2026 ("Board Meeting"), the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by the resolution passed by the Board at the Board Meeting), subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, has approved the Buyback of up to 4,70,000 (Four Lakh Seventy Thousand) fully paid-up equity shares of the face value of INR 5.00/- (Indian Rupees Five Only), representing 2.23% of the total equity shares in the existing total paid-up equity share capital of the company, from all eligible shareholders, at a buyback price of INR 1,000/- (Indian Rupees One Thousand Only) per equity share ("Buyback Price"), payable in cash for an amount not exceeding INR 47,00,00,000 (Indian Rupees Forty Seven Crore Only) excluding any expenses incurred or to be incurred for the Buy Back viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), taxes in any other form, stamp duty, advisors/legal fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("Transaction Costs") (such amount hereinafter referred to as the "Buyback Offer Size"), representing 9.80% and 9.80% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company based on the latest audited standalone and consolidated financial statements as at March 31, 2025, respectively, from the shareholders/beneficial owners of the Equity Shares of the Company as on April 24, 2026 (the "Record Date"), on a proportionate basis through "Tender Offer" route as prescribed under the SEBI Buy Back Regulations (the "Buyback").

1.2 The Company adopted the "tender offer" route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the SEBI vide circular CIR /CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars or notifications, as may be applicable, including any amendments or statutory modifications for the time being in force. For the purposes of the Buyback, BSE was the designated stock exchange.

1.3 The Tendering Period for the Buyback Offer was opened on Thursday, April 30, 2026 and closed on Thursday, May 07, 2026.

2. DETAILS OF THE BUYBACK

2.1 The total number of Equity Shares bought back by the Company under the Buyback were 4,70,000 (Four Lakh Seventy Thousand) equity shares at the price of INR 1,000/- (Indian Rupees One Thousand Only) per Equity Share.

2.2 The total amount utilized in the Buyback was INR 47,00,00,000/- (Indian Rupees Forty Seven Crore Only) excluding the Transaction Costs.

2.3 The Registrar to the Buyback i.e., MUFG Intime India Private Limited, considered a total of 9857 valid bids for 26,57,484 (Twenty Six Lakh Fifty Seven Thousand Four Hundred Eighty Four) Equity Shares in response to the Buyback, which is approximately 5.65 times the maximum number of Equity Shares proposed to be bought back. The details of valid bids received/considered by the Registrar to the Buyback are set out below:

Category of Shareholders	No. of Equity Shares reserved in the Buyback	No. of valid bids received	Total no. of Equity Shares validly tendered	Response (in times)
Reserved Category for small shareholders	97,342	8,862	2,00,518	2.06
General Category for all other eligible shareholders	3,72,658	995	24,56,966	6.59
Total	4,70,000	9,857	26,57,484	5.65

2.4 All valid bids were considered for the purpose of acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection was sent by Registrar to the Buyback to the Eligible Shareholders, on May 14, 2026 through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories and through ordinary post where email id is not available.

2.5 The settlement of all valid bids was completed by Clearing Corporation on May 14, 2026. Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If any Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India or relevant bank, due to any reason, then such funds were transferred to the concerned Seller Members for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

2.6 Demat Equity Shares accepted under the Buyback were transferred to the Company's demat escrow account on May 14, 2026. The unaccepted dematerialized Equity Shares were also returned to respective Seller Member(s)/ Custodian(s) by the Clearing Corporation on May 14, 2026. No Equity Shares were tendered in physical form in the Buyback.

2.7 The extinguishment of 4,70,000 Equity Shares accepted under the Buyback Offer is currently under process and shall be completed in accordance with the SEBI Buyback Regulations on or before Monday, May 25, 2026.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

3.1 The capital structure of the Company pre and post-buyback is set out below:

Particulars	Aggregate value (in ₹ million)
A AUTHORISED SHARE CAPITAL	
108,000,000 Equity Shares of face value INR 5/- each	540.00
300,000 0.001% Non-Cumulative Compulsory Convertible Preference Shares of face value INR 100/- each	30.00
20,500,000 Optionally Convertible Preference Shares of INR 10/- each	205.00
Total	775.00
B ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUYBACK	
21,106,229 fully paid-up Equity Shares of face value INR 5/- each	105.53
C ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE BUYBACK*	
20,636,229 fully paid-up Equity Shares of face value INR 5/- each	103.18

*Subject to extinguishment of 4,70,000 Equity Shares

3.2 Details of the Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been bought back under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total equity shares bought back	Equity Shares accepted as a % of total post buyback equity share capital of the Company*
1	ICI Prudential Smallcap Fund	1,44,516	30.75	0.70
2	Perpetuity Health to Wealth (H2W) Rising Fund	34,160	7.27	0.17
3	Ajay Kumar Aggarwal	24,857	5.29	0.12
4	Uti-Healthcare Fund	18,461	3.93	0.09
5	Vaikarya Change India Fund	7,469	1.59	0.04
6	Micro Strategies Fund	7,406	1.58	0.04
7	Legends Global Opportunities (Singapore) Pte. Ltd.	6,832	1.45	0.03
8	Rakesh Kumar Sharma	4,842	1.03	0.02

*Subject to extinguishment of 4,70,000 Equity Shares

3.3 The shareholding pattern of the Company, prior to the Buyback (as of the Record Date, being April 24, 2026) and post the completion of the Buyback is as follows:

Shareholder Category	Pre-Buyback		Post-Buyback*	
	Number of shares	% Shareholding	Number of shares	% Shareholding
Promoters and people acting in concert	1,30,65,352	61.90	1,30,65,352	63.31
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	4,66,484	2.21		
Indian Financial Institutions/ Banks/Mutual Funds/Govt. Companies	24,52,250	11.62	75,70,877	36.69
Public including other Bodies Corporate	51,22,143	24.27		
Total	2,11,06,229	100.00	2,06,36,229	100.00

*Subject to extinguishment of 4,70,000 Equity Shares

4. MANAGER TO THE BUYBACK

Fintellectual Corporate Advisors Private Limited

B-20, Second Floor, Sector -1, Noida, Uttar Pradesh- 201301

Tel. No.: +91-120-4266080

E-mail: info@fintellectualadvisors.com

Investor Grievance E-mail: investors@fintellectualadvisors.com

Website: www.fintellectualadvisors.com

Contact person: Mr. Amit Puri/Mr. Pramod Negi

SEBI Registration No.: INM000012944

CIN: U74999DL2021PTC377748

5. DIRECTORS RESPONSIBILITY

In terms of Regulation 24(b)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirms that this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information.

This Post Buyback Public Announcement is issued under the authority of the Board of Directors of the Company in terms of the resolution passed by the Board on April 17, 2026.

For and on behalf of the Board of Directors of
WINDLAS BIOTECH LIMITED

Sd/-
Hitesh Windlass
Managing Director
DIN: 02030941

Sd/-
Manoj Kumar Windlass
Joint Managing Director
DIN: 00221671

Sd/-
Ananta Narayan Panda
Company Secretary and Compliance Officer
Membership No: A13980

Date: May 15, 2026
Place: Gurugram

Date: May 15, 2026
Place: Dehradun

Date: May 15, 2026
Place: Gurugram