WESTERN MINISTIL LIMITED

Regd. Office: SHP No. 413, Fourth Floor, CTS No. 458, Disha Construction, Subhash Road,
E-Square, Village Vile Parle (East), Mumbai - 400057, Maharashtra
CIN: L28932MH1972PLC015928 Email: wml.compliance@gmail.com;
Web: www.westernministil.in Mob.: 8369622473

November 26, 2025

To,
BSE Limited
Department of Corporate Services
25th Floor, P J Towers,
Dalal Street
Mumbai – 400001

Scrip Code: 504998

Subject: Outcome of Board Meeting.

Dear Sir / Madam,

With reference to the subject cited, this is to inform the Exchange that the meeting of the Board of Directors of Western Ministil Limited held on Wednesday, November 26, 2025 at the registered office of the Company, the following were considered and approved:

1. The increase in authorized share capital of the company from existing Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lacs Only) divided into 1,30,00,000 (One Crore Thirty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating additional Rs. 3,50,00,000 (Rupees Three Crores Fifty Lacs Only) Equity Shares of Rs. 10/- each, subject to approval of shareholders;

2. Approved the alteration of Memorandum of Association of the Company to substitute the existing Clause V with the new Clause V, subject to the approval of shareholders of the Company;

3.
   a) Issue, offer and allot upto 35,00,000 Equity Shares and 45,00,000 Convertible Warrants on preferential basis to the persons belonging to Non-Promoter Category, who are proposed to be classified as Promoters pursuant to Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, at such price as determined in accordance with the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') as amended from time to time, subject to the approval of shareholders of the Company.

   b) Issue, offer and allot upto 5,00,000 Equity Shares and 23,42,814 Convertible Warrants on preferential basis to the persons belonging to the Non-Promoter Category at such price as determined in accordance with the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, subject to the approval of shareholders of the Company.

   Further the necessary details with respect to point no. 1 & 2 are disclosed in Annexure-A and for point no. 3 are disclosed in Annexure-B as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024

4. Increase In Borrowing Limits pursuant to section 180 (1) (c) of The Companies Act, 2013 of the Company up to Rs. 200 Crores, subject to approval of shareholders;

5. Increase in the limits for the power to create charge on the assets of the Company to secure borrowings pursuant to section 180 (1) (a) of The Companies Act, 2013 up to Rs. 200 Crores, subject to approval of shareholders;

6. Increase in the limits pursuant to section 186 of The Companies Act, 2013 for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate up to Rs. 200 Crores, subject to approval of shareholders;

7. The alteration of main object clause of the Memorandum of Association of the Company, subject to approval of shareholders;

8. Appointment of M/s. Somani & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process in fair and transparent manner of EGM;

9. Approved convening of Extraordinary General Meeting ('EGM') of the members of the Company on Wednesday, December 24, 2025 through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') as per the relevant circulars of MCA and SEBI for obtaining the shareholders' approval for the above mentioned items. The EGM notice shall be submitted to stock exchange when it will be circulated to members of the Company as per the applicable provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The meeting of the Board of Directors commenced at 04.00 pm and concluded at 05.15 pm.

Kindly arrange to take the same on your records.

For Western Ministil Limited

Satish Ramsevak Pandey
Digitally signed by Satish Ramsevak Pandey
Date: 2025.11.26 18:01:14 +05'30'

Satish Ramsevak Pandey
Director
(DIN: 03563657)

Annexure - A

Brief Details of amendment to Memorandum of Association

Amendment to the Authorized Share Capital (Clause V of the Memorandum of Association of the Company)

"V. *The Authorised Share Capital of the Company is Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lacs Only) divided into 1,30,00,000 (One Crores Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has power from time to time to increase to reduce its capital and to divide the shares in the capital for time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights. privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, abrogate any such right, privilege or conditions restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for the time being in force in that behalf."*

Annexure - B

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No.	Particulars	Details
1	Type of securities proposed to be issued	Equity Shares and Convertible Warrants
2	Type of issuance	Preferential issue in terms of Section 42 read with Section 62 of the Companies Act, 2013 and other applicable provisions and SEBI ICDR Regulations.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	35,00,000 Equity Shares and 45,00,000 Convertible Warrants on preferential basis to the persons currently belonging to the non-Promoter category who are proposed to be classified as Promoters post completion of Open offer. The issue price is Rs. 10/- per equity share/convertible warrant calculated in accordance with SEBI ICDR Regulations.
		5,00,000 Equity Shares and 23,42,814 Convertible Warrants on Preferential Basis to the persons belonging to non-Promoter. The issue price is Rs. 10/- per equity share/convertible warrant calculated in accordance with SEBI ICDR Regulations.
4	Total amount for which the securities will be Issued	Aggregating to Rs. 3,50,00,000/- for issue 35,00,000 Equity Shares at issue price of Rs. 10/- each and Rs. 4,00,00,000/- for issue 45,00,000 Convertible Warrants at issue price of Rs. 10/- to the persons currently belonging to the non-Promoter category and will be classified as Promoters post completion of Open offer; and Rs. 50,00,000/- for issue 5,00,000 Equity Shares at issue price of Rs. 10/- each and Rs. 2,34,28,140/- for issue 23,42,814 Convertible Warrants at issue price of Rs. 10/- to the persons belonging to non-Promoter.
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s)		
5	Name of Investors	As per note 1 given below
6	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors. In case of convertibles - intimation conversion of securities or on lapse of the tenure	Issue, offer and allot upto 40,00,000 Equity Shares at a price of Rs. 10/- and 68,42,814 Convertible Warrants at a price of Rs. 10/- per Warrant. The issue price is not lower than the floor price determined in accordance with the Regulation 165 read with 166A of Chapter V of SEBI ICDR Regulations. Minimum 25% of the price of the Warrant would be payable upfront at the time of application and the balance 75% shall be payable at the time of conversion of the warrants into Equity Shares of the Company. ➢ Total Number of Investors: As per note 1 given below ➢ Conversion ratio of each Convertible Warrant: 1:1 Each Warrant can be converted into 1 (One) Equity Share of the Company and conversion can be exercised at any time within a

		period of 18 months from the date of allotment of Warrants, in one or more tranches as the case may be and on such other terms and conditions as applicable. In case the investor fails to exercise the same within the stipulated period, the warrants shall lapse. The issuance of Equity Shares and Convertible Warrants is subject to the approval of members by way of passing special resolution at the Extra Ordinary General Meeting to be held on December 24, 2025.
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Note 1:

Name / List of Investors:

Sr. No.	**Name of the Proposed Allottees**	**Pre-Preferential holding**	**Pre %**	**No. of Equity Shares to be issued**	**No. of Warrants to be issued**	**Post-Preferential Holding**	**Post %**	**Category**
1.	Kalpesh Naginbhai Patel	0	0.00	30,00,000	30,00,000	60,00,000	46.15	*Currently - non-promoter Post Open offer – Promoter
2.	Vandana Patel	0	0.00	5,00,000	15,00,000	20,00,000	15.38	*Currently - non-promoter Post Open offer – Promoter
3.	Abhishek Kumar Upadhyay	0	0.00	50,000	2,34,285	2,84,285	2.19	Non-Promoter
4.	Bansraj Gond	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
5.	Mrityunjay Kumar Rai	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
6.	Brand Avenue Media Private Limited	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
7.	Himanshu Shah	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
8.	Vijay Valjibhai Thakkar	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
9.	Sheetal Jethaji Solanki	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
10.	Vreha Nehal Choksi	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
11.	Jash Vijay Thakkar	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
12.	Dinesh Muddu Kotian	0	0.00	50,000	2,34,281	2,84,281	2.19	Non-Promoter
	Total	**0**	**0.00**	**40,00,000**	**68,42,814**	**1,08,42,814**	83.41	

**Pursuant to the proposed Preferential Issue of Equity Shares and Convertible Warrants which triggers the Open Offer obligations, the Proposed Allottees will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities and thus, are proposed to be classified as the Promoters of the Company.*