

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: 128932MH1972PLC015928 Email: wml.compliance@gmail.com;
Web: www.westernministil.in Mob.: 8369622473

Date: December 02, 2025

To,
The Listing Compliance
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref. BSE Scrip Code: 504998

Sub: - Notice of Extraordinary General Meeting

Dear Sir,

The date of Extra-ordinary General Meeting (EGM) of the Members of the Company and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice of EGM of the Company to be held on Wednesday, December 24, 2025 at 03:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

This is for the information and records of the Exchange.

Thanking You

Yours Sincerely,
For Western Ministil Limited

Prakash Baliram Shewale
Managing Director
DIN: 10967169

WESTERN MINISTIL LIMITED

CIN: L28932MH1972PLC015928

Registered Office: SHP No. 413, Fourth Floor, CTS No. 458, Disha Construction, Subhash Road, E-Square, Village Vile Parle (East), Mumbai - 400057

Email: wml.compliance@gmail.com; Website: www.westernministil.in Contract: +91- 8369622473

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of **Western Ministil Limited** will be held on Wednesday, December 24, 2025 at 03:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following special business(es):

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the 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 1,35,00,000 (One Crore Thirty Five Lacs) 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 ranking *pari passu* with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

"V. *The Authorised Share Capital of the Company is Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lacs Only) divided into 1,35,00,000 (One Crore Thirty Five 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."*

"RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution."

2. ISSUE OF EQUITY SHARES AND CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the SEBI Listing Regulations') and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and

approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 35,00,000 Equity Shares at an issue Price of Rs. 10/- per Equity Share (at Par), aggregating to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) and 45,00,000 Convertible Warrants at an issue price of Rs. 10/- per Warrant (at Par), aggregating to Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lacs Only) 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 ('the SEBI SAST Regulations') and 5,00,000 Equity shares at an issue price of Rs. 10/- per Equity Share (at Par), aggregating up to Rs. 50,00,000/- (Rupees Fifty Lacs Only) and 23,42,814 Convertible Warrants at an issue price of Rs. 10/- per Warrant (at Par), aggregating to Rs. 2,34,28,140/- (Rupees Two Crores Thirty Four Lacs Twenty Eight Thousand One Hundred Forty Only) to Non-Promoter Category, on a preferential basis to the proposed allottees as mentioned below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

S. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	No. of Warrants to be issued	Category
1.	Kalpesh Naginbhai Patel	30,00,000	30,00,000	*Currently- Non-Promoter Post Open offer- Promoter
2.	Vandana Patel	5,00,000	15,00,000	*Currently- Non-Promoter Post Open offer- Promoter
3.	Abhishek Kumar Upadhyay	50,000	2,34,285	Current Status/ Proposed Status - Non-Promoter
4.	Bansraj Gond	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
5.	Mrityunjay Kumar Rai	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
6.	Brand Avenue Media Private Limited	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
7.	Himanshu Shah	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
8.	Vijay Valjibhai Thakkar	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
9.	Sheetal Jethaji Solanki	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
10.	Vreha Nehal Choksi	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
11.	Jash Vijay Thakkar	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
12.	Dinesh Muddu Kotian	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
	Total	40,00,000	68,42,814	

**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.*

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares & Warrants is November 24, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued/allotted upon conversion to the Proposed Equity Allottees in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- ii The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days. However, In accordance with Regulation 170 (3) of SEBI ICDR Regulations, since the proposed preferential allotment attracted obligation to make an open offer under SEBI SAST Regulations, if offer is made under sub-regulation (1) of regulation 20 of the SEBI SAST Regulations, fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI SAST Regulations.
- iii Allotment shall only be made in dematerialized form;
- iv The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall lapse and the amount paid under this clause shall be forfeited by the Company.
- b. The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- c. The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- d. The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- e. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- f. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- g. The Warrants do not give any rights/entitlements to the Warrant holders as that of the shareholder of the Company.
- h. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable

or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

3. INCREASE IN BORROWING LIMITS.:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in the force) (‘Act’) and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures / Fully Convertible Debentures/ Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 200 Crores (Rupees Two Hundred Crores) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

4. POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed

at any time Rs. 200 crores (Rupees Two Hundred Crores) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).”

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

5. INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.:

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

6. AMENDMENT IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution and is hereby accorded to append the following sub clause 1 D, 1 E, 1 F, 1 G and 1 H after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

- 1D To carry on the business of trading, dealing, marketing, distributing, importing, exporting, commissioning, and servicing of all types of industrial machinery, including but not limited to mining machinery, tin manufacturing machinery, packaging machinery, and any other machinery used in manufacturing, construction, mining, chemical, or engineering industries. This includes acting as agents, brokers, representatives, or consultants for clients for the sale, purchase, or leasing of such machinery.
- 1E To own, operate, manage, and maintain tin-printing and container, and to engage in the manufacturing, production, processing, printing, coating, and finishing of metal and plastic containers, cans, lids, and similar packaging products. These containers may be used for storing or packaging paints, chemicals, lubricants, adhesives, industrial liquids, powders, and other related products.
- 1F To engage in the business of trading, marketing, supplying, distributing, importing, and exporting various chemicals and chemical products, including but not limited to gypsum powder, castor oil, industrial solvents, and other raw materials used by manufacturing, agricultural, construction, or chemical industries.
- 1G To provide support services related to machinery and chemicals, including consultancy, installation, maintenance, testing, supervision, and after-sales services to clients across different sectors. To establish and maintain warehouses, storage facilities, distribution channels, branch offices, and marketing networks for promoting and expanding the company's machinery and chemical trading operations across India and abroad. To collaborate, associate, enter into joint ventures or technical tie-ups with domestic or international companies, manufacturers, or suppliers for enhancing machinery trading, manufacturing operations, chemical supply, and related business activities.
- 1H To carry on the business across India and in overseas markets, and to cater to clients from various industries including mining, paint, chemical, engineering, manufacturing, construction, and allied sectors.

"RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

**By order of the Board of Directors
For Western Ministil Limited**

**Place: Mumbai
Date: November 26, 2025**

**Sd/-
Prakash Baliram Shewale
Managing Director
DIN: 10967169**

Registered Office:
SHP No. 413, Fourth Floor, CTS No. 458,
Disha Construction, Subhash Road,
E-Square, Village Vile Parle (East), Mumbai - 400057
CIN: L28932MH1972PLC015928

NOTES:

1. Pursuant to the applicable provisions of the, Companies Act, 2013 (the “Act”) and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, Circular No: 09/2023 dated September 25, 2023 and Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as “MCA Circulars”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) Regulation 44 of SEBI Listing Regulations, the MCA Circulars granted certain relaxations and thus permitted the holding of Extraordinary General Meeting (“EGM”) of the companies through Video Conferencing or Other Audio Visual Means (“VC/OAVM”) viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Act, SEBI Listing Regulation and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM.

For this purpose, the Company has availed services from National Securities Depository Limited (NSDL) for conducting EGM through electronic means, as an authorized agency. The facility of casting votes by a member using remote e-voting system as well as online voting during the EGM will be provided by the National Securities Depository Limited (NSDL).

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.westernministil.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. EGM/ has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. The Deemed Venue of the EGM of the Company shall be its Registered Office.
11. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 (3) of the SEBI Listing Regulations, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
12. The Company has appointed M/s. Somani & Associates, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the voting process.
13. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
14. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
15. The EGM will be held through VC/ OAVM, without the physical presence of the Members at a common venue. Hence, the Attendance Slip and Route Map are not annexed to this Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period begins on 21st December, 2025 at 9:00 A.M. and ends on 23rd December, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th December, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th December, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDEAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nSDL.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDEAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDEAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somaniandassociates5@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Apeksha Gujamgunde at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to wml.compliance@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to wml.compliance@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/ shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at wml.compliance@gmail.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at wml.compliance@gmail.com mentioning their name, demat account number/folio number, email id, mobile number during the period from Thursday, December 18, 2025 from 9:00 A.M. to Friday, December 19, 2025 upto 5:00 P.M. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The present Authorised Share Capital of the Company is 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. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on November 26, 2025 had accorded its approval for increasing the Authorised Share Capital 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 1,35,00,000 (One Crore Thirty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating additional Rs. 3,50,00,000 (Rupees Three Crores Fifty Only) Equity Shares of Rs. 10/- each, subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised 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 1,35,00,000 (One Crore Thirty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating additional Rs. 3,50,00,000 (Rupees Three Crores Fifty Only) Equity Shares of Rs. 10/- each and the new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of Directors, accordingly, recommends the passing of Special Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 1 of the Notice except to the extent of their shareholding.

ITEM NO. 2:

The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Act, to issue and allot upto:

- 35,00,000 Equity Shares at an issue Price of Rs. 10/- per Equity Share (at Par), aggregating to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) and 45,00,000 Convertible Warrants at an issue price of Rs. 10/- per Warrant (at Par), aggregating to Rs. 4,50,00,000 (Rupees Four Crores Fifty Lacs Only) to Non-Promoter Category who are proposed to be classified as Promoters pursuant to an Open offer under SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ('the SEBI SAST Regulations') and 5,00,000 Equity shares at an issue price of Rs. 10/- per Equity Shares (at Par), aggregating up to Rs. 50,00,000/- (Rupees Fifty Lacs Only) and 23,42,814 Convertible Warrants at an issue price of Rs. 10/- per Warrant (including premium), aggregating to Rs. 2,34,28,140 (Rupees Two Crores Thirty Four Lacs Twenty Eight Thousand One Hundred Forty Only) to Non-Promoter Category.

The preferential issue shall be made in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('the SEBI ICDR Regulations) and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on November 26, 2025.

As per the Act and Rules made thereunder, and in accordance with the provisions of the SEBI ICDR Regulations as amended, the issue of Equity Shares and Convertible Warrants on preferential basis requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The Company intends to utilize the proceeds raised through the Preferential Issue (Issue Proceeds) towards the following objects:

Sl. No.	Particulars	Total estimated amount to be utilised upto (In Rs.) *	Tentative timeline for utilization of issue proceeds from the date of receipt of fund
1.	Plant and Machinery for making tin cans 50ML to 15 Ltr with printing line	10,00,00,000	2 years
2.	General corporate purpose **	74,28,140	2 years
3.	Issue related expenses	10,00,000	2 years

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Company, the entire Issue Proceeds would be utilized in phases, as per the Company's business requirements and availability of Issue Proceeds, within the period as mentioned above.

The amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on November 26, 2025 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 35,00,000 Equity Shares at an issue Price of Rs. 10/- per Equity Share (at Par), aggregating to Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs Only) and 45,00,000 Convertible Warrants at an issue price of Rs. 10/- per Warrant (at Par), aggregating to Rs. 4,50,00,000 (Rupees Four Crores Fifty Lacs Only) to Non-Promoter Category who are proposed to be classified as Promoters pursuant to an Open offer under SEBI SAST Regulations and 5,00,000 Equity shares at an issue price of Rs. 10/- per Equity Shares (at par), aggregating up to Rs. 50,00,000/- (Rupees Fifty Lacs Only) and 23,42,814 Convertible Warrants at an issue price of Rs. 10/- per Warrant (at Par), aggregating to Rs. 2,34,28,140 (Rupees Two Crores Thirty Four Lacs Twenty Eight Thousand One Hundred Forty Only) to Non-Promoter Category, on a preferential basis, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

Pursuant to the provisions of the SEBI (ICDR) Regulations, 2018, the allotment of the Equity Shares and Convertible Warrants pursuant to this preferential issue shall be completed within 15 days from the date of passing the Special Resolution by the shareholders.

However, where the allotment is pending on account of the requirement to obtain any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 days from the date of receipt of the last of such approvals or permissions, in accordance with Regulation 170 of the SEBI ICDR Regulations.

The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of their allotment, by submitting a written notice specifying the number of Warrants proposed to be exercised together with the aggregate consideration payable. The Company shall, without any further approval from the shareholders, allot the corresponding number of Equity Shares in

dematerialized form. The Company shall ensure that the allotment of such Equity Shares upon exercise of the Warrants is completed within 15 days from the date of exercise.

Further, in accordance with Regulation 170(3) of the SEBI ICDR Regulations, since the proposed preferential allotment triggers an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), the aforesaid period of fifteen days shall be reckoned from the expiry of the period specified under Regulation 20(1) of the SEBI SAST Regulations or from the date of receipt of all statutory approvals required for completion of the open offer, whichever is later.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the existing promoters, directors or key managerial personnel of the Company intend to subscribe to any of Equity Shares proposed to be issued.

The Board of Directors of the Company has approved the preferential allotment to the following proposed allottees: Mr. Kalpesh Naginbhai Patel and Mrs. Vandana Patel, who currently do not belong to the promoter or promoter group category. However, Mr. Kalpesh Naginbhai Patel (Acquirer - 1) and Mrs. Vandana Patel (Acquirer - 2) (together referred to as “the Acquirers”) are being offered 35,00,000 equity shares and 45,00,000 Convertible Warrants through the proposed preferential issue, together representing 61.54% of the post-preferential fully diluted share capital of the Company.

The proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

S. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	No. of Warrants to be issued	Category
1	Kalpesh Naginbhai Patel	30,00,000	30,00,000	Currently- Non-Promoter Post Open offer- Promoter
2	Vandana Patel	5,00,000	15,00,000	Currently- Non-Promoter Post Open offer- Promoter
	Total	35,00,000	45,00,000	

e) The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

S. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	No. of Warrants to be issued	Category
1.	Kalpesh Naginbhai Patel	30,00,000	30,00,000	Currently- Non-Promoter Post Open offer- Promoter
2.	Vandana Patel	5,00,000	15,00,000	Currently- Non-Promoter Post Open offer- Promoter
3.	Abhishek Kumar Upadhyay	50,000	2,34,285	Current Status/ Proposed Status - Non-Promoter
4.	Bansraj Gond	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
5.	Mrityunjay Kumar Rai	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
6.	Brand Avenue Media Private Limited	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
7.	Himanshu Shah	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
8.	Vijay Valjibhai Thakkar	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
9.	Sheetal Jethaji Solanki	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
10.	Vreha Nehal Choksi	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
11.	Jash Vijay Thakkar	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter

S. No.	Name of Proposed Allottees	No. of Equity Shares to be issued	No. of Warrants to be issued	Category
12.	Dinesh Muddu Kotian	50,000	2,34,281	Current Status/ Proposed Status - Non-Promoter
	Total	40,00,000	68,42,814	

f) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is November 24, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting.

g) **Pricing of the Issue:**

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded the price is determined pursuant to Regulation 165 and Regulation 166A of the SEBI ICDR Regulations.

The Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations for determination of the issue price of Equity Shares and Convertible Warrants is November 24, 2025. The Articles of Association of the issuer do not provide for a method of determination which results in a floor price higher than that determined under the SEBI ICDR Regulations.

As the proposed allotment shall result in a change in control and allotment of more than five per cent. of the post issue fully diluted share capital of the issuer of the Company to the proposed allottees, a valuation report from an independent registered valuer, Mr. Bhavesh M Rathod, Chartered Accountant (M. No. 119158) (Address- Office No. 515, 5th Floor, Dimple Arcade, Thakur Complex, Kandivali East, Mumbai- 400 101) is obtained pursuant to Regulation 165 and 166A of the SEBI ICDR Regulations.

In accordance with the provisions of the SEBI ICDR Regulations, the Equity Shares and Convertible Warrants will be issued at a price of Rs. 10/- (Rupees Ten Only) per security, which is not less than the price as determined by the Registered Valuer.

The valuation report of the Registered Valuer can also be accessed on the Company's website at <https://www.westernministil.in/>.

h. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.**

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue		No. of Equity Shares to be issued	No. of Warrants to be issued	*Post Issue	
			Pre issue Ownership holding	% of total Capital			Post issue Ownership Holding	% of total Capital
Brand Avenue Media Private Limited	Ankit Sharma and Preeti Gaur	N.A.	0	0.00	50,000	2,34,281	2,84,281	2.19

* The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

i. **Shareholding Pattern before and after the preferential issue:**

S. No.	Category	Pre-Issue	*Post-Issue
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(A)	Shareholding of Promoter and Promoter Group	No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of Holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	10,78,884	50.01	10,78,884	8.30
(b)	Bodies Corporate	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0
(d)	Any Others (Specify)	0	0	0	0
	Sub Total(A)(1)	10,78,884	50.01	10,78,884	8.30
2	Foreign				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	10,78,884	50.01	10,78,884	8.30
(B)	Public shareholding				
(B) (1)	Institutions				
(a)	Other Financial Institutions	78	0.00	78	0.00
(b)	Bank	6,463	0.30	6,463	0.05
	Sub-Total (B)(1)	6,541	0.30	6,541	0.05
(B) (2)	Non-institutions				
(a)	Individuals	1050714	48.71	36,09,247	27.76
(b)	Non-Resident Indians (NRIs)	3830	0.18	8003830	61.57
(c)	Bodies Corporate	12118	0.56	2,96,399	2.28
(d)	Director or Director's Relatives	450	0.02	450	0.00
(e)	Any Other (specify)	4649	0.22	4,649	0.04
	Sub-Total (B)(2)	10,71,761	49.68	1,19,14,575	91.65
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	10,78,302	49.99	1,19,21,116	91.70
	TOTAL (A)+(B)	21,57,186	100.00	1,30,00,000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	21,57,186	100.00	1,30,00,000	100.00

*The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

Note: The Board of Directors of the Company has approved the preferential allotment to the following proposed allottees: Mr. Kalpesh Naginbhai Patel and Mrs. Vandana Patel, who currently do not belong to the promoter or promoter group category. However, Mr. Kalpesh Naginbhai Patel (Acquirer - 1) and Mrs. Vandana Patel (Acquirer - 2) (together referred to as "the Acquirers") are being offered 35,00,000 equity shares and 45,00,000 Convertible Warrants through the proposed preferential issue, together representing 61.54% of the post-preferential fully diluted share capital of the Company.

The proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations. Post completion of the Open Offer, the Acquirers would be classified in the Promoter Category of the Company.

Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including Equity Shares and Convertible Warrants through the proposed preferential issue but excluding open offer Equity Shares) will be as under.

S. No.	Category	*Post Issue	
(A)	Shareholding of Promoter and Promoter Group	No. of Share	Percentage (%) of holding

1	Indian		
(a)	Individuals/ Hindu Undivided Family	10,78,884	8.30
(b)	Bodies Corporate	0	0
(c)	Financial Institutions/ Banks	0	0
(d)	Any Others (Specify)	0	0
	Sub Total(A)(1)	10,78,884	8.30
2	Foreign		
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	80,00,000	61.54
(b)	Bodies Corporate	0	0
(c)	Institutions	0	0
(d)	Any Other (specify)	0	0
	Sub Total(A)(2)	80,00,000	61.54
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)	90,78,884	69.84
(B)	Public shareholding		
(B)(1)	Institutions		
(a)	Other Financial Institutions	78	0.00
(b)	Bank	6,463	0.05
	Sub-Total (B)(1)	6,541	0.05
(B)(2)	Non-institutions		
(a)	Individuals	36,09,247	27.76
(b)	Non-Resident Indians (NRIs)	3,830	0.03
(c)	Bodies Corporate	2,96,399	2.28
(d)	Director or Director's Relatives	450	0.00
(e)	Any Other (specify)	4,649	0.04
	Any Other (specify)	39,14,575	30.11
(B)	Total Public Shareholding (B)= (B)(1) +(B)(2)	39,21,116	30.16
	TOTAL (A)+(B)	1,30,00,000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0.00
2	Public	0	0.00
	Sub-Total (C)	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1,30,00,000	100.00

* The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period: The Equity Shares and Convertible Warrants shall be locked in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Equity Shares and Convertible Warrants, as well as the Equity Shares allotted upon conversion of the Warrants, shall be locked-in in accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

k. Undertakings:

- As per Regulation 163(1)(i) of SEBI ICDR Regulation, the Company, its Directors or Promoters are not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.
- The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

l. Certificate of Practicing Company Secretary: The certificate from M/s. Neelam Somani & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website at <https://www.westernministil.in/>.

m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of post-preferential issue capital that may be held by the allottees is provided in the table below. There shall be a change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares and Warrants.

Sr. No.	Name of the Proposed Allottees	Pre issue Shareholding		No. of Equity Shares proposed to be issued	No. of Warrants proposed to be issued	*Post issue shareholding		Category
		No. of shares	%			No. shares	of %	
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	Current Status/ Proposed Status - Non-Promoter
4.	Bansraj Gond	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
5.	Mrityunjay Kumar Rai	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
6.	Brand Avenue Media Private Limited	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
7.	Himanshu Shah	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
8.	Vijay Valjibhai Thakkar	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
9.	Sheetal Jethaji Solanki	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
10.	Vreha Nehal Choksi	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
11.	Jash Vijay Thakkar	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
12.	Dinesh Muddu Kotian	0	0.00	50,000	2,34,281	2,84,281	2.19	Current Status/ Proposed Status - Non-Promoter
	Total	0	0.00	40,00,000	68,42,814	1,08,42,814	83.41	

* The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

Note: The Board of Directors of the Company has approved the preferential allotment to the following proposed allottees: Mr. Kalpesh Naginbhai Patel and Mrs. Vandana Patel, who currently do not belong to the promoter or promoter group category. However, Mr. Kalpesh Naginbhai Patel ("Acquirer 1") and Mrs. Vandana Patel ("Acquirer 2") (together referred to as "the Acquirers") are being offered 35,00,000 Equity Shares and 45,00,000 Convertible Warrants through the proposed preferential issue, together representing 61.54% of the post-preferential fully diluted share capital of the Company.

The proposed preferential allotment has triggered the obligation for the Acquirers to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations. Upon completion of the Open Offer, the Acquirers shall be classified under the Promoter Category of the Company.

Thus, in total, considering the Equity Shares and Convertible Warrants proposed to be allotted through the preferential issue, the Acquirers will jointly hold 61.54% of the post-preferential fully diluted share capital (excluding any Equity Shares that may be acquired through the Open Offer). Out of this, Mr. Kalpesh Naginbhai Patel (Acquirer 1) will hold 30,00,000 Equity Shares and 30,00,000 Convertible Warrants (aggregating to 60,00,000 on a fully diluted basis), representing 46.15%, and Mrs. Vandana Patel (Acquirer 2) will hold 5,00,000 Equity Shares and 15,00,000 Convertible Warrants (aggregating to 20,00,000 on a fully diluted basis), representing 15.38% of the post-preferential fully diluted share capital, excluding the Equity Shares to be acquired through the Open Offer.

Recommendations and Voting Pattern of the committee of Independent Directors of the Company

The committee of Independent Directors comprising of Mr. Paras Chand Jain, Mr. Manoj Chaudhary and Mrs. Gayatri Devi Devishankar Pandey their meeting held on November 26, 2025 has considered the proposal to make the preferential allotment of 35,00,000 Equity Shares and 45,00,000 Convertible Warrants to the proposed allottees who are currently non-promoters of the Company and proposed to be classified as promoters pursuant to Open offer under Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and there would be change in control. The committee has considered that the Issue price of Rs. 10/- has been determined by the Independent Registered Valuer in his Valuation Report as per Chapter V of SEBI (ICDR) Regulations after taking into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium on account of change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of the Independent Director	Assent	Dissent
1.	Paras Chand Jain	√	-
2.	Manoj Chaudhary	√	-
3.	Gayatri Devi Devishankar Pandey	√	-

n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

p. Principal terms of assets charged as securities: Not Applicable.

q. Other disclosures:

- During this financial year, the Company has not made any preferential allotment.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution.

ITEM NOS. 3 and 4:

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit to Rs. 200 Crores (Rupees Two Hundred Crores Only) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores Only) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of

the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 200 Crores (Rupees Two Hundred Crores Only). Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 200 Crores (Rupees Two Hundred Crores Only) as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Number 5 & 6 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 5:

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolutions as set out in Item Number 7 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

ITEM NO. 6:

The company has been primarily engaged in the business of manufacture and/or dealers, exporters and importers of all type of Steel for construction purpose, steel casting, Steel Product, Steel scraps of all types, deal in shares, Stocks, underwriting etc. The Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 10:00 a.m. and 5:00 p.m. up to the last date of E- Voting i.e. Tuesday, December 23, 2025.

The Board of Directors accordingly recommends the resolution set out at Item Number 8 of the accompanying Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

**By order of the Board of Directors
For Western Ministil Limited**

**Place: Mumbai
Date: November 26, 2025**

**Sd/-
Prakash Baliram Shewale
Managing Director
DIN: 10967169**

Registered Office:
SHP No. 413, Fourth Floor, CTS No. 458,
Disha Construction, Subhash Road,
E-Square, Village Vile Parle (East), Mumbai - 400057
CIN: L28932MH1972PLC015928