

MEGA FIN (INDIA) LIMITED

CIN NO. L65990MH1982PLC027165

Email: company.world05@gmail.com / teamsecretarial@arshiyalimited.com

Tel: 022- 42305500/502 Fax: 022 42305555, Website: www.megafin.in

17th Floor, A-Wing, Mittal Tower, Nariman Point, Mumbai City, Mumbai – 400021

October 19, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

Scrip Code: 532105
ISIN: INE524D01015

Subject: Notice of 44th Annual General Meeting to be held on Saturday, November 14, 2026

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 44th Annual General Meeting (“AGM”) of the Company to be held on Saturday, November 14, 2026, which is being convened through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

The Notice of the AGM is being dispatched to the Members of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company, its Registrar and Transfer Agent or the Depositories. Further, the Company is also undertaking dispatch of the Notice of the AGM in physical form to Members in accordance with the applicable provisions and regulatory requirements.

You are requested to take the above information on your record.

Thanking you.

For Mega Fin (India) Limited

HEMA

VIKAS SHAH

Digitally signed by
HEMA VIKAS SHAH
Date: 2026.10.19
19:07:58 +05'30'

Hema Vikas Shah
Independent Director
DIN - 09718467

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NOTICE

Notice is hereby given that the 44th Annual General Meeting (“AGM”) of the Members of Mega Fin (India) Limited will be held on **Saturday, November 14, 2026 at 04:00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements of the Company for the Financial Year Ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and the Auditors thereon.

2. To appoint Mr. Ajay S Mittal (DIN: 00226355), as Director, liable to be retires by rotation.

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

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ajay S Mittal (DIN: 00226355), who retires by rotation and being eligible offers herself for re- appointment, be and is hereby re-appointed as a director (in capacity of Executive Director) of the company.

3. Appointment of Statutory Auditor and Approval of his remuneration.

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

“**RESOLVED THAT** pursuant to provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 M/s. Mathur & Company, Chartered Accountants (Firm Registration No. 001952C), be and are hereby appointed as Statutory Auditors of the Company, so as to hold the office from conclusion of this Annual General Meeting till the conclusion of Forty-Seventh Annual General Meeting of the company to be held for Financial Year 2028-29, at such remuneration plus service tax, out of pocket expenses, travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. Appointment of Secretarial Auditor of the Company and approval of her remuneration.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/S Nishtha Khandelwal & Associates, (ACS No. 71865, CP No. 27466, Peer Review No. 5999, Firm Registration No. S2024MH989400), a practicing Company Secretaries, be and is hereby appointed as Secretarial Auditor of the Company for a term of 3 (three) consecutive years commencing from the April 01, 2026 and ending on March 31, 2029, at such fees, plus applicable taxes and other out-of-pocket expenses as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. Change in Designation of Ms. Shweta Atul Phanse (DIN: 07146218) as a Non-Executive Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 25(2A), as amended from time to time, and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the change in designation of Ms. Shweta Atul Phanse (DIN: 07146218) from Executive Director to Non-Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Shweta Atul Phanse shall be entitled to receive the remuneration/fees/commission as permitted

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to be received in the capacity of Director, under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT any of the Directors or/and Officials of the Company, be and is hereby authorized to sign and execute all such documents and papers, including the letter of appointment, and to file the necessary e-forms and returns with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution.”

**For and on Behalf of Board of Directors
For Mega Fin (India) Limited**

**Sd/-
Ajay S Mittal
Director
DIN: 00226355**

Place: Mumbai

Date: 17.10.2026

Registered Office:

17th Floor, A-Wing,

Mittal Tower, Nariman Point, Mumbai - 400021

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. In terms of the provisions of Section 152 of the Act, Mr. Ajay S Mittal (DIN: 00226355), Executive Director of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointment. Details of a Director retiring by rotation at this Meeting are provided in the “Annexure I” to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a legible scanned certified true copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization letter/Power of Attorney etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to nkpartners@gmail.com with a copy marked to the Company at company.world05@gmail.com and to RTA at rajeshm@bigshareonline.com.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form.

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8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
10. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through physical and electronic mode to those Members whose are registered with the Company/Registrar and Transfer Agent/ Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.megaфин.in, website of the Stock Exchange i.e BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, Bigshare Services Private Limited at <https://ivote.bigshareonline.com/>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
11. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
12. The Scrutinizer will submit her report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges.
13. Members may also note that the Notice of the Annual General Meeting (AGM) and the Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.megaфин.in, websites of the Stock Exchanges, i.e BSE Limited, at www.nseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:

- i. The voting period begins on **Wednesday, November 11, 2026 (9:00 a.m. IST)** and ends on **Friday, September 13, 2026 (5:00 p.m. IST)**. During this period, shareholders holding shares either in physical form or in dematerialized form, **as on the cut-off date i.e Friday, November 06, 2026**, may cast their vote electronically". The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
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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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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.

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

Login type	Helpdesk details
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 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

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- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".

Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

PROCEDURE FOR JOINING THE AGM/EGM THROUGH VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VOTE NOW" "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/EGM.
- 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 AGM/EGM.

Helpdesk for queries regarding virtual meeting:

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In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

For and on Behalf of Board of Directors
For Mega Fin (India) Limited

Sd/-
Ajay S Mittal
Director
DIN: 00226355

Place: Mumbai
Date: 17.10.2026

Registered Office:

17th Floor, A-Wing, Mittal Tower, Nariman Point, Mumbai - 400021

CIN: L65990MH1982PLC027165, Email Id: company.world05@gmail.com, Website: www.megaфин.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 29, 2026, have approved and recommended the appointment of **M/s. Nishtha Khandelwal & Associates, Practising Company Secretaries** (Membership No. A71865, Certificate of Practice No. 27466, Peer Review Certificate No. 5999, Firm Registration No.-S2024MH989400 as the Secretarial Auditor of the Company for period of 3 consecutive financial years commencing from April 01, 2026 to March 31, 2029 on the following terms and conditions:

- a. **Term of appointment:** For 3 (Five) consecutive financial years from April 01, 2026 to March 31, 2029.
- b. **Proposed Fees:** Fees of Rs. 50,000 (Rupees Fifty Thousand only) per financial year, plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2026-27 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee
- c. **Basis of recommendations:** The recommendation of the Audit Committee and the Board is based on the proposed appointee satisfying the eligibility criteria and qualifications prescribed under the Act, the Rules framed thereunder, and the SEBI Listing Regulations. While making the recommendation, the Audit Committee and the Board also considered the professional experience, expertise in secretarial audit and corporate compliance, independence, audit capabilities, and the quality of audit services rendered in the past.
- d. **Credentials:** M/s. Nishtha Khandelwal & Associates, Practising Company Secretaries, is a peer-reviewed firm of Company Secretary in Practice having extensive experience in the areas of secretarial audits, corporate laws, SEBI compliances, due diligence and corporate governance matters. The firm has been advising and assisting companies across various sectors in ensuring compliance with the provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws.

M/s. Nishtha Khandelwal & Associates has furnished its consent to act as the Secretarial Auditor of the Company and has confirmed that its appointment, if approved, shall be within the limits prescribed under the applicable laws and that it is not disqualified from being appointed as Secretarial Auditor in terms of the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an **Ordinary Resolution**. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No. 5

The Members are informed that Ms. Shweta Atul Phanse (DIN: 07146218) was appointed as an Executive Director of the Company with effect from March 15, 2015, pursuant to Section 161(1) of the Companies Act, 2013. Considering the requirements of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, it is proposed to change her designation from Executive Director to Non-Executive Director of the Company, subject to the

MEGA FIN (INDIA) LIMITED

CIN NO. L65990MH1982PLC027165

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17th Floor, A-Wing, Mittal Tower, Nariman Point, Mumbai City, Mumbai – 400021
approval of the Members of the Company. Except Ms. Shweta Atul Phanse, to whom the resolution relates, and her relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for the approval of the members as an *Ordinary Resolution*.

For and on Behalf of Board of Directors
For Mega Fin (India) Limited

Sd/-
Ajay S Mittal
Director
DIN: 00226355

Place: Mumbai

Date: 17.10.2026

Registered Office:

17th Floor, A-Wing, Mittal Tower, Nariman Point, Mumbai - 400021

CIN: L65990MH1982PLC027165, Email Id: company.world05@gmail.com, Website: www.megaфин.in

PROFILE OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED:

Details of the Director seeking Re-appointment at the 44th Annual General Meeting

Pursuant to regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the particulars of the directors proposed to be re-appointed are given below:

Particulars	Details of Director
Name of Director	Mr. Ajay S. Mittal
DIN	00226355
Designation and Category of Director	Executive Director
Age	61 Years
Qualification	Master in Business from the US.
Date of Birth	28 th June 1965
Nature of Appointment/Re-appointment	Retiring by Rotation, eligible for re-appointment
Profile, Experience and expertise in specific functional areas	Mr. Ajay S. Mittal holds a Master in Business. He Expertise With corporate finance, financial restructuring, project finance, capital markets and structured lending. He has advised several small/ mid size organisations in developing and executing turnaround and growth strategies.
Terms and conditions of re-appointment	Director liable to retire by rotation.
Remuneration – Last Drawn	NIL Other Expenses: NA
Remuneration sought to be paid	NA
Date of first appointment on the board	December 12, 1991
Shareholding in the Company	9.26%
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel of the Company
Number of meetings of the Board attended during FY 2025-26	5 out of 5
Names of the Listed Companies in which person is also Director	Arshiya Limited
Names of Listed Companies in which person holds membership of Committees	Arshiya Limited
Names of Listed Companies from which the person has resigned	NA