

Date: October 07, 2026

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 539767

Dear Sir / Ma'am,

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed the Postal Ballot Notice dated October 07, 2026, along with the Explanatory Statement, seeking approval of the Members of the Company, by way of Postal Ballot through remote e-voting only, on the following resolutions:

1. Appointment of Mr. Himanshu Gopal (DIN: 11891364) as Executive Director – **Ordinary Resolution**
2. Appointment of Mrs. Shruti Swaroop (DIN: 07814461) as Independent Director – **Special Resolution**
3. Appointment of Mr. Ishaan, as Non-Executive, Non-Independent Director – **Ordinary Resolution**
4. Issuance of equity shares to existing shareholders through Rights Issue – **Special Resolution**

In compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent / Depositories and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 02, 2026 (“Cut-off date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide the remote e-voting facility to its Members. The remote e-voting period commences at 09:00 A.M. (IST) on Thursday, October 08, 2026 and ends at 05:00 P.M. (IST) on Friday, November 06, 2026. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The results of the Postal Ballot, along with the Scrutinizer's Report, will be announced on or before Tuesday, November 10, 2026.

Members whose e-mail addresses are not registered may register the same by following the process given in the Notes to the Postal Ballot Notice. The Notice is also available on the website of the Company at <https://mnil.in/> and on the website of NSDL at www.evoting.nsdl.com

Kindly take the above on record.

Yours faithfully,

For Mega Nirman & Industries Limited

KANIKA
CHAWLA
Kanika Chawla
Company Secretary & Compliance Officer

Digitally signed by
KANIKA CHAWLA
Date: 2026.10.07 17:01:04
+05'30'

Encl.: As above

MEGA NIRMAN & INDUSTRIES LIMITED
(An ISO 9001: 2015 certified Company)

811-812, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, Delhi-110034.

Phone: 011 - 43590917 | email: secretarial.mnil@gmail.com

CIN: L43219DL1983PLC015425

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

VOTING STARTS ON	VOTING ENDS ON
Thursday, October 08, 2026 at 09:00 A.M. (IST)	Friday, November 06, 2026 at 05:00 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**“SS-2”**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**“MCA”**) for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as **“MCA Circulars”**) and other applicable laws, rules, circulars and notifications (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out in this Notice are proposed to be passed by the Members of Mega Nirman & Industries Limited (**“the Company”**) by way of Postal Ballot, only by voting through electronic means (**“remote e-voting”**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (**“the Board”**) of the Company, at its meeting held on October 07, 2026, has appointed **CA Shiva Nishad** (Membership No. 560019), Partner of Krishan Rakesh & Co., Chartered Accountants (FRN: 009088N), as the Scrutinizer to conduct the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his consent, eligibility and availability to act as the Scrutinizer. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Members are requested to carefully read the instructions indicated in this notice (**“Notice/Postal Ballot Notice”**).

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The remote e-voting period commences from 09:00 A.M. (IST) on Thursday, October 08, 2026 and ends at 05:00 P.M. (IST) on Friday, November 06, 2026. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person as may be authorized by him.

The results of the Postal Ballot will be announced on or before Tuesday, November 10, 2026. The said results would be displayed on the notice board at the Registered Office of the Company and intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website i.e. <https://mnnil.in/> and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

The approval of the members of the Company is sought in terms of applicable provisions of the Act and Listing Regulations, on the items as mentioned in this notice.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. HIMANSHU GOPAL (DIN: 11891364) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Himanshu Gopal (DIN: 11891364), who was appointed by the Board of Directors as an Additional Director in the category of Executive Director of the Company with effect from August 11, 2026, who is eligible for appointment and has given his consent to act as a Director of the Company, who is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, including making the necessary disclosures and intimations to BSE Limited under the Listing Regulations and filing the necessary forms and returns with the Registrar of Companies, as may be necessary, proper or expedient to give effect to this resolution.”

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2. APPOINTMENT OF MRS. SHRUTI SWAROOP (DIN: 07814461) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mrs. Shruti Swaroop (DIN: 07814461), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from August 11, 2026, who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, who is eligible for appointment and has given her consent to act as a Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from August 11, 2026 up to August 10, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/official authorised by the Board of Directors for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

3. APPOINTMENT OF MR. ISHAAN AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in terms of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Ishaan, who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from October 07, 2026, who is eligible for appointment and has given his consent to act as a Director of the Company, who is not

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debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, including making the necessary disclosures and intimations to BSE Limited under the Listing Regulations and filing the necessary forms and returns with the Registrar of Companies, as may be necessary, proper or expedient to give effect to this resolution.”

4. APPROVAL FOR FRESH ISSUANCE OF EQUITY SHARES TO EXISTING SHAREHOLDERS THROUGH RIGHTS ISSUE MECHANISM

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“Companies Act, 2013”), and any other applicable law for the time being in force, and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”), and all other applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended/ updated from time to time, and any other provisions of applicable law (including foreign laws), and subject to other approvals, permissions and sanctions of SEBI, the Stock Exchange where the Equity Shares of the Company are listed (the “Stock Exchange”), the Reserve Bank of India (“RBI”), the Registrar of Companies, Delhi (“ROC”), along with applicable notifications, circulars etc. issued by the aforesaid authorities and any other concerned statutory/ regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities and which may be agreed to by the Board of Directors of the Company (“Board”, which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), consent and approval of the Members be and is hereby accorded to create, offer, issue and allot such number of fully paid-up Equity Shares of the face value of Rs. 10 each of the Company (the “Equity Shares”) by way of a Rights Issue, **to the existing equity shareholders of the Company in proportion to their existing paid-up equity shareholding**, as may be determined, to the shareholders as beneficial owners as at the end of business hours on such date as may hereafter be fixed by the Board for the Rights Issue as the record date (“Record Date” and such existing shareholders, the “Eligible Equity Shareholders”) or to such person or persons, who may or may not be an Eligible Equity Shareholder of the Company, in whose favour a right has

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been exercised by the Promoters and members of the Promoter Group to whom the offer is made, or in favour of any specific investor(s) or in whose favour the Board may, in its discretion, allot Equity Shares in the Rights Issue, for an amount not exceeding Rs. 50 crores (Rupees Fifty Crores only) (the “Issue”) for such purposes and on such other terms and conditions as may be mentioned in the draft letter of offer/ letter of offer or any other offer documents to be sent by the Company in respect of the offer, as may be permitted under the applicable laws and as may be decided by the Board and/ or any committee authorised by the Board, including granting/ crediting of rights entitlement to the Eligible Equity Shareholders to apply for the same or renounce the Equity Shares being so offered to them in favour of any other person(s), or to enable application for additional Equity Shares, if any, by eligible person(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the issue price, rights entitlement ratio, Record Date, issue opening date, issue closing date, number of Equity Shares to be issued and all other terms and conditions of the Rights Issue, in accordance with the applicable laws and regulatory requirements;

RESOLVED FURTHER THAT treatment of fractional entitlements, if any, shall be in a manner as will be disclosed in the offer document(s) in connection with the Issue and in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws;

RESOLVED FURTHER THAT the Equity Shares issued shall rank paripassu in all respects, including dividends, with the existing Equity Shares of the Company from the date of allotment thereof;

RESOLVED FURTHER THAT (i) all monies received from the Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Issue; (ii) the Company shall utilise the monies received pursuant to the Issue in accordance with the objects of the Issue as disclosed in the offer document(s) and after the finalisation of the basis of allotment, in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws; (iii) the details of all monies utilised out of the Issue shall be disclosed under an appropriate separate head in the Balance Sheet of the Company indicating the purpose for which such monies had been utilised;

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint and engage such intermediaries, advisors, consultants, registrars, bankers, legal advisors, depositories and other agencies as may be necessary or expedient in connection with the Issue and to enter into and execute such agreements and other documents as may be necessary in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all necessary applications, filings, intimations and submissions with SEBI, the Stock Exchange, ROC, RBI, depositories and such other statutory, regulatory or governmental authorities as may be required in connection with the Issue;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in connection with the Issue and to take all such decisions and actions as may be necessary or expedient for giving effect to the Issue, including making such modifications, alterations, additions, deletions or variations to the terms and conditions of the Issue as may be necessary or desirable in accordance with applicable laws and regulatory requirements;

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RESOLVED FURTHER THAT if required, the Common Seal of the Company be affixed on such agreements, documents and deeds as may be necessary in connection with the aforesaid Issue in the presence of any one of the Authorised Signatories of the Company, in accordance with the provisions of the Articles of Association of the Company;

RESOLVED FURTHER THAT if necessary, the Company's Common Seal be taken out of the Registered Office of the Company beyond the city limits for execution of the aforesaid documents;

RESOLVED FURTHER THAT it is clarified that in case of inconsistencies between this resolution and regulatory provisions/ amendments to regulatory provisions made from time to time, as applicable, the regulatory provisions/ amendments will prevail and be binding on the Company even if not specifically stated herein, and Board authorisation would be deemed to have been granted for the same to the Authorised Signatories as stated in the resolution;

RESOLVED FURTHER THAT any prior actions taken/ documents executed/ intermediaries engaged for preliminary discussions/ work by the Directors/ Key Managerial Personnel/ Authorised Signatories of the Company in pursuance of the Rights Issue be and are hereby ratified;

RESOLVED FURTHER THAT the authorisations given to the Directors/ Key Managerial Personnel/ Authorised Signatories of the Company as mentioned above shall automatically cease to be effective on cessation of their Directorship with the Company or cessation/ termination of their employment with the Company and that any Director or the Chief Financial Officer or the Company Secretary be authorised to intimate all concerned, by way of a letter, e-mail etc., of the same and request the concerned party to act thereon/ take the same on record;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised to issue a certified copy of this resolution to the concerned authority with a request to act thereon and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

By Order of the Board
For Mega Nirman & Industries Limited

Sd/-
Kanika Chawla
Company Secretary

Date: October 07, 2026
Place: Delhi

NOTES:

1. The Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolutions is annexed hereto.

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2. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2, in respect of the Directors seeking appointment are annexed to this Notice as Annexure I.
3. The Postal Ballot Notice is being sent to the members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the depositories as on Friday, October 2nd, 2026. Members may note that this notice is also available on the website of the Company (<https://mnil.in/>) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
4. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

If your e-mail address is not registered with the Company/Depositories, please follow the given procedure for registration of email address and for receipt of login ID and password for remote e-voting:

- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company along with copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at secretarial.mnil@gmail.com or to Registrar & Share Transfer Agent (RTA), Beetal Financial & Computer Services (P) Limited at beetalrta@gmail.com.
- b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the member. In case of any queries, Members may write to secretarial.mnil@gmail.com.

5. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, October 2nd, 2026 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off date will be entitled to cast their votes through remote e-voting.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

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7. Instructions:

For Remote E-voting:

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

Step 2: Cast your vote electronically on NSDL e-Voting system

Details of Step 1 are mentioned below:

A) Login method for e-Voting 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.	- 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 which 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. - 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 - 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’

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	section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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. 4. 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  App Store  Google Play  
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 into 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. 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

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	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 and 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.

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 to evoting@nsdl.com or call 022 - 4886 7000 and 022 - 2499 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 to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

B) Login method 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

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CIN: L43219DL1983PLC015425

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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 in your mailbox from evoting@nsdl.com. Open the email and open the attachment which is 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'.
 - 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:
- 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.

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- 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.
 - 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.

Details on Step 2 are mentioned below:

How to cast your vote electronically 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 is in active status.
- 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- 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 resolutions, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution 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), AADHAAR (self-attested scanned copy of Aadhaar Card) alongwith request letter to update email address by email to our Registrar Beetal Financial & Computer Services (P) Limited at beetalrta@gmail.com or secretarial.mnil@gmail.com followed by hard copy to Registrar at Beetal house, 3rd Floor, 99 Madangir, Behind Local Shopping Center, near dada Harsukh das Mandir, New Delhi-110062.
- 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 (self-attested copy), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to secretarial.mnil@gmail.com If you are an

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Individual shareholder 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 for Individual shareholders holding securities in demat mode.

Alternately shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

8. 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 shiva@krco.co.in with a copy marked to evoting@nsdl.com and secretarial.mnil@gmail.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.
9. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com.
10. Members can also update their mobile number and e-mail addresses in the user profile, which may be used for sending future communication(s).
11. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, October 02, 2026.
12. Resolutions passed by the Members through remote e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Friday, November 06, 2026.
13. All documents referred to in this Postal Ballot Notice and the Explanatory Statement, including the draft letter of appointment of the Independent Director setting out the terms and conditions of her appointment, will be available for inspection through electronic mode from the date of dispatch of this Notice until the last date of e-voting. Members may send their request to secretarial.mnil@gmail.com from their registered e-mail address, mentioning their name, folio number/ DP ID and Client ID.
14. CA Shiva Nishad (Membership No. 560019), Partner of Krishan Rakesh & Co., Chartered Accountants (FRN: 009088N), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

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15. E-Voting Results

- The Scrutinizer shall, immediately after the conclusion of voting through e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favor or against, if any. The Scrutinizer shall submit report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The result of the voting shall be declared on or before Tuesday, November 10, 2026. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
- The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company <https://mnnil.in/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS **Pursuant to Section 102 of the Companies Act, 2013 ("Act")**

Item No. 1:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Himanshu Gopal (DIN: 11891364) as an Additional Director in the category of Executive Director of the Company with effect from August 11, 2026, subject to the approval of the Members. Accordingly, it is proposed to appoint Mr. Himanshu Gopal as an Executive Director of the Company, liable to retire by rotation.

In terms of Section 161 of the Act, an Additional Director holds office up to the date of the next annual general meeting or the last date, on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of the Members for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through this Postal Ballot.

The Company has received from Mr. Himanshu Gopal (i) his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act; and (iii) a declaration, pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. The Company has also received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

In the opinion of the NRC and the Board, Mr. Himanshu Gopal is a fit and proper person to be appointed as a Director, fulfils the conditions for his appointment as specified in the Act and the Listing Regulations, and has the requisite skills, experience and expertise.

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Mr. Himanshu Gopal does not hold any shares in the Company, either by himself or for any other person on a beneficial basis. His brief profile and the other details required to be disclosed under Regulation 36(3) of the Listing Regulations and SS-2 are provided in **Annexure I** to this Notice.

Mr. Himanshu Gopal, as an Executive Director, shall be entitled to sitting fees for attending meetings of the Board/ Committees and such remuneration as may be determined by the Board from time to time, in accordance with the provisions of the Act and the Listing Regulations.

Except Mr. Himanshu Gopal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval of the Members.

Item No. 2:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mrs. Shruti Swaroop (DIN: 07814461) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from August 11, 2026, for a term of five (5) consecutive years, i.e. from August 11, 2026 up to August 10, 2031, not liable to retire by rotation, subject to the approval of the Members.

In terms of Section 161 of the Act, an Additional Director holds office up to the date of the next annual general meeting or the last date, on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of the Members for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity is subject to the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is being sought through this Postal Ballot.

The Company has received from Mrs. Shruti Swaroop (i) her consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act; (iii) a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations; (iv) a declaration, pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority; and (v) a confirmation that she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration in the data bank of Independent Directors. The Company has also received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director.

In the opinion of the Board, Mrs. Shruti Swaroop fulfils the conditions specified in the Act, the rules made thereunder and the Listing Regulations for her appointment as an Independent Director and is independent of the management of the Company. The NRC and the Board have evaluated her skills, knowledge and experience and are of the view that she possesses the skills and capabilities required for the role of an Independent Director and that her association would be beneficial to the Company.

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Mrs. Shruti Swaroop does not hold any shares in the Company, either by herself or for any other person on a beneficial basis. Her brief profile and the other details required to be disclosed under Regulation 36(3) of the Listing Regulations and SS-2 are provided in **Annexure I** to this Notice.

A copy of the draft letter of appointment of Mrs. Shruti Swaroop, setting out the terms and conditions of her appointment as an Independent Director, is available for inspection by the Members through electronic mode in the manner provided in the Notes to this Notice.

Mrs. Shruti Swaroop, as an Independent Director, shall be entitled to sitting fees for attending meetings of the Board/ Committees and reimbursement of expenses for participation in such meetings, in accordance with the provisions of the Act.

Except Mrs. Shruti Swaroop and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the Members.

Item No. 3:

The Board of Directors of the Company, at its meeting held on October 07, 2026, on the recommendation of the Nomination and Remuneration Committee (“NRC”), appointed Mr. Ishaan as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from October 07, 2026, subject to the approval of the Members. Accordingly, it is proposed to appoint Mr. Ishaan as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

In terms of Section 161 of the Act, an Additional Director holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of the Members for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through this Postal Ballot.

The Company has received from Mr. Ishaan (i) his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act; and (iii) a declaration, pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. The Company has also received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

In the opinion of the NRC and the Board, Mr. Ishaan is a fit and proper person to be appointed as a Director and fulfils the conditions for his appointment as specified in the Act and the Listing Regulations.

Mr. Ishaan does not hold any shares in the Company, either by himself or for any other person on a beneficial basis, and is not related to any Director or Key Managerial Personnel of the Company. His brief profile and the other details required to be disclosed under Regulation 36(3) of the Listing Regulations and SS-2 are provided in **Annexure I** to this Notice.

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Mr. Ishaan, as a Non-Executive Director, shall be entitled to sitting fees for attending meetings of the Board/ Committees, in accordance with the provisions of the Act.

Except Mr. Ishaan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval of the Members.

Item No. 4:

APPROVAL FOR ISSUANCE OF EQUITY SHARES TO EXISTING SHAREHOLDERS THROUGH RIGHTS ISSUE MECHANISM

The Members may kindly take note that the Company had earlier proposed to undertake a Rights Issue of Equity Shares and, in connection therewith, had submitted an application along with the Draft Letter of Offer (“DLOF”) to BSE Limited. The said application and DLOF were subsequently withdrawn by the Company, *inter-alia*, in view of the proposed review and reconsideration of the objects and proposed utilisation of the proceeds of the Rights Issue, as well as the overall structure and terms of the proposed issue.

The Members may further note that, pursuant to such review and upon reassessing the funding requirements of the Company, the proposed objects and utilisation of the issue proceeds and the overall funding strategy, the Company has considered it appropriate to proceed with a fresh Rights Issue of Equity Shares. The proposed fresh Rights Issue is accordingly being undertaken to meet the identified funding requirements of the Company and to deploy the issue proceeds towards the revised objects and proposed utilisation as considered appropriate by the Company, while providing an opportunity to the existing Members to participate in the proposed fund raising.

Accordingly, the Company proposes to create, offer, issue and allot equity shares by way of a rights issue for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only), on such terms, in such manner, at such time and at such price or prices as may be determined in accordance with applicable laws, including, without limitation, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Listing Regulations and all other applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (“SEBI”), to the existing shareholders of the Company by way of a Rights Issue and to get the equity shares listed on the recognised stock exchange in India.

The Equity Shares allotted shall rank paripassu in all respects with the existing Equity Shares of the Company. The terms and conditions of the Rights Issue, including the issue price, rights entitlement ratio, Record Date, timing of the Issue and other related matters, shall be determined by the Board in accordance with the applicable laws and regulatory requirements.

The detailed terms and disclosures in relation to the Rights Issue, including the objects of the Issue, proposed utilisation of the Issue proceeds, issue price, rights entitlement ratio, Record Date, terms of the Issue, manner of application, renunciation of Rights Entitlements, treatment of fractional entitlements, if any, and other relevant matters, shall be set out in the draft letter of offer, letter of offer and/or such other offer-related documents as may be issued by the Company in connection with the Rights Issue, in accordance with the applicable laws.

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The Members may further note that the Board, at its meeting held on October 07, 2026, considered and approved the proposal for undertaking the aforesaid fresh Rights Issue, subject to, inter alia, the approval of the Members of the Company and such other approvals, permissions, consents and sanctions as may be required under applicable laws. In connection with the proposed Rights Issue, the Company shall undertake the necessary filings and obtain the requisite approvals from the Stock Exchange(s), SEBI and other statutory and regulatory authorities, as may be applicable.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company and their entitlement, if any, under the proposed Rights Issue.

The Board recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the Members.

By Order of the Board
For Mega Nirman & Industries Limited

Sd/-
Kanika Chawla
Company Secretary

Date: October 07, 2026
Place: Delhi

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Annexure I

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following information is furnished about the directors proposed to be appointed as per Notice:

Particulars/Name	Himanshu Gopal	Shruti Swaroop	Ishaan
DIN	11891364	07814461	
Designation / Category of Director	Executive Director	Non-Executive Independent Director	Non-Executive, Non-Independent Director
Age	31	47	22
Date of first appointment on the Board	August 11, 2026	August 11, 2026	October 07, 2026
Background, Expertise and Qualification	Commerce Graduate from Delhi University. About 9 plus years of experience in Finance, Accounts and Taxation. Chief Financial Officer of the Company since November 27, 2019.	Mrs. Shruti Swaroop is an HR and leadership advisor with over 20 years of experience in HR consulting, corporate governance and executive coaching. She is the Founder of EMBRACE Consulting and an IICA Certified Independent Director.	Currently pursuing Bachelor of Computer Applications (BCA) (final year) from Akido College of Engineering.
Number of Equity Shares held in the Company including shareholding as beneficial owner as on the date of notice	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None
Terms and conditions of appointment	Executive Director, liable to retire by rotation, as per the details given in the Notice and Explanatory Statement	Independent Director for a term of five (5) consecutive years from August 11, 2026 up to August 10, 2031, not liable to retire by rotation	Non-Executive Non-Independent Director, liable to retire by rotation
No. of Board Meetings attended during the	Not Applicable, New appointment	Not Applicable, New appointment	Not Applicable, New appointment

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financial year			
Directorships of other Boards as on date of notice	NIL	ERTZ Academy Private Limited; Urja Batteries Limited	NIL
Membership / Chairmanship of Committees of companies as on date of notice	NIL	NIL	NIL
Listed Entities from which Director has resigned in past 3 years	NIL	NIL	NIL

By Order of the Board
For Mega Nirman & Industries Limited

Sd/-
Kanika Chawla
Company Secretary

Date: October 07, 2026
Place: Delhi

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