



## **NOTICE**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of the **Mega Nirman & Industries Limited** (the Company) is scheduled to be held on Tuesday, 17<sup>th</sup> day of November, 2020 at 11.00 A.M. through Video Conferencing [VC]/ Other Audio Visual Means [OAVM] without the physical presence of members at registered office to transact the following business mentioned below:-

1. **INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, Section 61 and Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”), the provisions of the Memorandum of Association and the Articles of Association of the Company, and such other acts, laws, rules, regulations and guidelines applicable from time to time, consent of the Shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from INR 4,25,00,000/- (Rupees Four Crore Twenty-Five Lakhs Only) divided into 42,50,000 (Forty-Two Lakhs Fifty Thousand) equity shares of INR 10/- (Rupees Ten Only) each to INR 28,25,00,000/- (Rupees Twenty Eight Crore Twenty Five Lakhs only) divided into 2,82,50,000 (Two crore Eighty Two Lakhs Fifty Thousand only) equity shares of INR 10/- (Rupees Ten Only) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to the share capital be altered by deleting the same and substituting in its place the following new ‘Clause V’:

*V “The Authorised Share Capital of the Company is INR 28,25,00,000/- (Rupees Twenty Eight Crore Twenty Five Lakhs only) divided into 2,82,50,000 (Two crore Eighty Two Lakhs Fifty Thousand only) equity shares of INR 10/- (Rupees Ten Only) each.”*

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. **APPROVAL FOR RIGHTS ISSUE OF EQUITY SHARES**

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 62(1)(a), 179(3), and any other applicable provisions of Companies Act 2013 read with rules thereunder (including any modifications or re-enactment thereof, for the time being in force), SEBI Regulations, as applicable, the consent of the shareholders of the Company be and is hereby accorded for Right Issue of Equity Shares upto the

### **MEGA NIRMAN & INDUSTRIES LIMITED**

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**CIN:** L70101DL1983PLC015425



amount of INR 25,00,00,000 (Twenty Five Crores Only) to the existing shareholders in the ratio of their entitlement or any renunciation by them as on the record date as may be decided by the Board

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorize to take all necessary steps to implement the above resolutions, finalize terms, ratio and entitlement price and issue the letter of offer of rights and take all actions in connections with the further issue and allotment of shares to subscribers as applicable to give effect to above resolution.”

**For and on behalf of Board of Directors  
Mega Nirman & Industries Limited**

**Place: New Delhi  
Date: 21.10.2020**

**Sd/-  
Ms. Kanika  
Company Secretary**

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**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM venue is not required and Extraordinary general meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat for trading by all investors. Members are, therefore advised to dematerialize their physical shareholding to avoid any inconvenience of trading in the shares of the Company.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.mnil.in](http://www.mnil.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Since the Extraordinary General Meeting will be held through VC/OAVM without the physical presence of Members of the Company at a common venue, the route map is not required.

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9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the EGM Notice by email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com)
11. Members holding shares in demat form can update their email address with their Depository Participants.
12. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
13. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death. Shareholders desirous of availing this facility may submit nomination in SH-13.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Pvt Ltd. for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on their website [www.beetalfinancial.com](http://www.beetalfinancial.com)
16. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to the Company by Tuesday, the 10<sup>th</sup> day of November, 2020 so the required information can be made available at the meeting.
17. The Equity Shares of the Company are listed with the BSE Ltd.
18. Voting through electronic means:
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide members facility to exercise their right to vote at Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services will be provided by National Securities Depository Limited (NSDL).
  - b. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

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19. The instructions for members for remote e-voting are as under:-

The remote e-voting period begins on November 14, 2020 at 9:00 A.M. and ends on November 16, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password

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to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in at SI no. 22.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 is given 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 the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

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7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [beetalrta@gmail.com](mailto:beetalrta@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to your respective depository participant (DP).

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shalu.singhal9590@gmail.com](mailto:shalu.singhal9590@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. To join the Extraordinary General Meeting, shareholders can use their login credentials of the e-voting on the day of EGM.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com)
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com) . The same will be replied by the company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members, who will be participating in the EGM through VC/ OAVM facility and 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 e-Voting system in the EGM.

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- c) The Members who have voted through remote e-voting will be eligible to attend the EGM but shall not be eligible to cast their vote again at the EGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.
21. The Scrutinizer(s) shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses, who are not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, not later than 48 (forty eight) hours of conclusion of the meeting to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or any other person authorised by him in writing, shall declare the results of the voting forthwith.
22. The Results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.mnil.in](http://www.mnil.in) and on the website of NSDL i.e. <https://www.evoting.nsdl.com/> immediately after the results are declared by the Chairman or any other person authorised by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.
23. Members are requested to quote their Folio No./ DP ID - Client ID and e-mail ID, Telephone/ Mobile no. in all correspondence.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102(1) of the Companies Act, 2013)**

**Item No: 1**

Members are requested to note that presently, the Authorised Share Capital of the Company is INR 4,25,00,000/- (Rupees Four Crore Twenty-Five Lakhs Only) divided into 42,50,000 (Forty Two Lakhs Fifty Thousand) equity shares of INR 10/- (Rupees Ten Only) each out of which the Issued, Subscribed and Paid-up Share Capital of the Company is INR 3,34,75,000/-

Members are requested to note that to enable the Company for further issue of Equity Shares, it is proposed to increase the Authorised Share Capital of the Company from INR 4,25,00,000/- (Rupees Four Crore Twenty-Five Lakhs Only) divided into 42,50,000 (Forty Two Lakhs Fifty Thousand) equity shares of INR 10/- (Rupees Ten Only) each to 28,25,00,000/- (Rupees Twenty Eight Crore Twenty Five Lakhs only) divided into 2,82,50,000 (Two crore Eighty Two Lakhs Fifty Thousand only) equity shares of INR 10/- (Rupees Ten Only), by addition of 2,40,00,000 (Two Crore Forty Lakhs only) Equity shares of Rs.10/- each.

Increase in Authorised Share Capital would necessitate amendment to the Clause-V of the Memorandum of Association of the Company and require member's approval by passing an Ordinary Resolution.

None of the directors and key managerial personnel of the Company and their relatives are interested in this resolution.

The Board recommends the passing of resolution set out in Item No. 1 as an Ordinary Resolution.

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**Item No: 2**

The Board of Directors of the Company in their meeting held on 21.10.2020 approved the issue of equity shares upto Rs.25 Cr. to existing shareholders on Rights basis pursuant to the provisions of applicable laws and subject to such further approval of regulatory/statutory authority as may be required.

The Objective of the issue is to raise funds for fulfilling working capital requirements of the Company. The Company has started dealing in the business of acquiring, precious, Semi-Precious metals, stones and to buy, sell and deal in wholesale and retail, import and export in bullion, articles made of precious and semi-precious metals, stones articles of virtue and objects of art.

None of the directors and key managerial personnel of the Company and their relatives are interested in this resolution

The Board recommends the resolution and accompanying notice for the approval of the members of the company as an Ordinary Resolution.

**For and on behalf of Board of Directors  
Mega Nirman & Industries Limited**

**Place: New Delhi  
Date: 21.10.2020**

**Sd/-  
Ms. Kanika  
Company Secretary**

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