

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Members,
Mega Nirman and Industries limited

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed to be passed by the members of the Company (“mega Nirman and industries limited”) by way of Postal Ballot, only by way of remote E-voting (“e-voting”) process.

The Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

In terms of the requirements specified in MCA Circulars the Notice is being sent in electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company.

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

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

Commencement of Remote E-Voting	Conclusion of Remote E-Voting
09.00 A.M. IST on Friday, 23 rd January, 2026	05.00 P.M. IST on Saturday, 21 st February, 2026

The remote e-voting will be disabled by NSDL immediately thereafter.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESSES:

ITEM NO. 1

TO APPOINT M/S. KRISHAN RAKESH & CO (FRN-009088N) AS STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2025-26

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 139, 141& 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, and other applicable rules, if any, including any statutory modification(s) or re-enactment(s) thereof, and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of **M/s. Krishan Rakesh & Co. (FRN: 009088N)** who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **ANSK & Associates (FRN: 026177N)** for FY 2025-26 and who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2026 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to sign and submit necessary e-Forms with Registrar of Companies, Delhi and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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ITEM NO. 2

TO CONSIDER INCREASE IN THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession to the earlier resolutions passed in this regard, and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes the Finance Committee or any other Committee duly constituted by the Board to exercise its powers, including powers conferred by this resolution), to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business (including but not limited to, financing any capital or revenue requirements, or funding new business ventures or organic / inorganic opportunities) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed / to be borrowed (other than temporary loans from the Company’s banker) and outstanding at any point of time by the board of directors **from existing limit Rs. 150 Crores (Rupees One Hundred Fifty Crores) to Rs. 300 Crores (Rupees Two Hundred Fifty Crores Only)**

RESOLVED FURTHER THAT subject to the provisions of the Act, the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Term Loan and Working Capital and any other facilities from Banks / Financial Institutions, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non- convertible), Bonds (including Foreign Currency Convertible Bonds) or any other debt instruments permitted to be issued by the Company under any law for the time being in force

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes the Finance Committee or any other Committee duly constituted by the Board to exercise its powers, including powers conferred by this resolution), be and is hereby severally authorized to arrange, finalize and settle the terms and conditions, on which monies shall be borrowed from time to time including but not limited to interest, repayment, security or otherwise to negotiate, sign and execute the necessary agreements, documents, instruments, undertakings or such other writings as may be required and to obtain necessary

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permissions and approvals as the case may be, and to do all such acts, deeds, matters and things as may be necessary, incidental and/or consequential to give effect to the above resolution

RESOLVED FURTHER THAT a true copy of the foregoing resolution, certified to be true by any one of the Directors of the Company, be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.”

ITEM NO. 3

TO APPROVE THE INCREASE IN THE LIMIT TO GIVE LOAN(S)/ PROVIDE GUARANTEE(S) OR SECURITY(IES) MAKE INVESTMENT(S) UNDER SECTION 186 OF COMPANIES ACT, 2013

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

“RESOLVED THAT Pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Power) Rules, 2014 and other applicable Rule, if any (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to be include, unless the context otherwise required, any duly constituted Committee thereof or any Director or Officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether Indian or overseas, from time to time in one or more tranches as the Board in their absolute discretion deemed beneficial and in the interest of the company, however the aggregate amount of the loans given/guarantees or securities provided/investments so far made, along with the loans/guarantees/securities/investments proposed to be made by the company from time to time, in future shall not exceed at any time **Rs. 300 Crores (Rupees Three Hundred Crores only)** over and above the prescribed limit under section 186(2) of the Companies Act, 2013 i.e., sixty per cent of the paid up share capital, free reserve and securities premium account of the Company one hundred per cent of free reserve and securities premium account of the Company, whichever is more

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans/guarantees/securities/investments including the timing, amount and other terms and conditions of such loans/guarantees/securities/investments and varying the same either in part or full as it may deem appropriate and to execute such documents, deeds, writings, papers and/ or agreements as may be required to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any decision, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution

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RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign such forms/returns as may be required to be submitted to the Register of Companies or such other authorities as may be required and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution”.

**By Order of Board of Director,
For Mega Nirman and Industries limited**

Sd/-

**Kanika Chawla
Company Secretary & Compliance Officer
(M. No: ACS 50543)**

Date: - January 20th, 2026

Place: - New Delhi

Notes:-

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (“CDSL”) on Friday, 16th January, 2025 and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. A person who is not a Member as on the Cut-off date shall consider this Notice for information purpose only.
3. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., Friday, 16th January, 2025. A person whose name is recorded in the Register of members of the company and/or in the Register of Beneficial Owners maintained by the Depositories as on the cut -off date shall only be entitled to cast vote through remote e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the relevant Circulars issued by the Ministry of Corporate Affairs (“the MCA Circulars”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities

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Depository Limited (“NSDL”). The instructions for electronic voting are annexed to this Notice. Accordingly, the physical copies of Notice of postal ballot forms will not be sent to the members and accordingly, the Members are required to communicate their assent dissent through remote e-voting.

5. E-voting facility will be available from **Friday, 23rd January, 2026 from 09.00 A.M. (IST) till Saturday, 21st February, 2026 upto 05.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting after the above mentioned time. Members are requested to refer to instructions for e-voting, appended to this Notice. The remote e-voting module be disabled by NSDL during the e-voting period, Members can login to NSDL’s e-voting platform any number of times till they have voted on the Resolutions. Once the vote on the Resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

6. The resolution if passed by the requisite majority through postal ballot will be deemed to have been passed on the last date specified for voting i.e., 21st February, 2026. Further resolution passed by the shareholders through postal ballot is deemed to have been passed as if the same has been passed at a general meeting of the shareholders.

7. **Mr. Chandan Jha, Proprietor of M/s. Chandan J & Associates, (ACS No: 62350, CP No: 27629)**, Practicing Company Secretaries, have been appointed as the Scrutinizer for conducting the Postal Ballot through remote E-voting process in a fair and transparent manner.

8. The Scrutinizer immediately after the conclusion of voting, shall unblock the vote cast through remote e-voting, upon completion of scrutiny of the remote e-voting, the scrutinizer shall submit his report to the chairman or any other person authorised by him. The result of the postal ballot will be announced within 2 (two) working days from the conclusion of the remote e-voting and will also be displayed on the website of the company at www.mnil.in besides being communicated to the Stock Exchanges, Depositories and the Registrar & Share Transfer Agent.

9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company situated at “811-812, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, Delhi-110034 between 11.00 AM to 05.00 PM and will also be applicable for inspection electronically until the last date for receipt of voted through the e-voting process. Members seeking to inspect such documents can send an email to secretarial.mnil@gmail.com from their registered email address along with details of their Folio No/DP ID and Client ID.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

10. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated. The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the

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Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on Friday, 16th January, 2026, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with **Beetal Financial & Computer Services Pvt Ltd.** our Registrar and Share Transfer Agent (“RTA”) (in case of Shares held in physical form).

11. Members holding shares in physical mode and who have not registered / updated their e-mail addresses are requested to update their e-mail addresses with the Registrar and Transfer Agents of the Company, viz., **Beetal Financial & Computer Services Pvt Ltd.** in prescribed Form ISR-1 and other forms pursuant to Circular issued by the Securities and Exchange Board of India (SEBI), bearing No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021. The formats of the forms are available on the website of the **Beetal Financial & Computer Services Pvt Ltd.** at www.beetal.in Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company www.mnil.in and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com)

12. The results of voting on the Resolutions will be declared within 2 (two) working days from the close of business hours on Saturday, 21st February, 2026 and will be displayed at the Registered Office of the Company and on the website of the Company www.mnil.in besides being communicated to the concerned Stock Exchanges and NSDL.

13. The instructions for remote e-voting by Members are as under:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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’ 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.

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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.

- Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.
- 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.
- 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

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	system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

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- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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.
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.

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

CIN: L43219DL1983PLC015425

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschandanjha.95@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "["Forgot User Details/Password?"](#)" or "["Physical User Reset Password?"](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 secretarial.mnil@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 secretarial.mnil@gmail.com If you are an Individual

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shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1:

The Members of the Company at its 39th Annual General Meeting held on August 20th, 2022 had appointed M/s. A N S K & Associates, Chartered Accountants (Firm Registration No. 026177N), as a statutory auditor of the Company to hold office for a period of Five (5) consecutive financial years from 2022-23 to 2026-27, However, of ANSK & Associates (FRN: 026177N) vide their letter dated November 14th, 2025 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8) (i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of such auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Your Board approached to M/s Krishan Rakesh & Co. (FRN: 009088N) to act as Statutory Auditor of the Company and received their confirmation. Therefore, Board of Directors in their meeting held on December 12th, 2025, on the recommendation of Audit Committee has recommended the appointment M/s Krishan Rakesh & Co. (FRN: 009088N) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s ANSK & Associates (FRN: 026177N) and to hold office as the Statutory Auditor of the Company till the ensuing Annual General Meeting of the Company to be held in the year 2026 subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

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The Company has received consent letter and eligibility certificate from M/s Krishan Rakesh & Co. (FRN: 009088N) to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

ITEM NO. 2:

The member of the company passed the Special Resolution through Postal Ballot on 30th September, 2017 and authorized the Board of Directors of the Company, for borrowing monies on behalf of the company from time to time, upon an aggregate amount not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores) over and above the limit the paid up share capital of the company and its free reserves.

Considering the future expansion plans, the Company may require additional funds to support from banks, financial institutions, NBFCs or any other entities.

Keeping in view the above requirements, it is proposed to revise the borrowing power of the Board of directors (hereinafter referred as “the Board” which term shall be deemed to include, any Committee, including the Committee of Directors or any officer(s) authorized by the Board or committee to exercise the powers conferred on the Board by this Resolution) upto Rs. 300 Crores (Rupees Three Hundred Crores Only) for smooth functioning of the company.

It is further informed that the provision of section 180(1)(c) of the companies Act, 2013 (“Act”) imposes restriction on the borrowing power of the Board to the extent of aggregate amount of paid up share capital, free reserve and securities premium. However, an amount in excess of the said limit can be borrowed after obtaining prior approval of shareholders of the company by way of special Resolution.

Accordingly, it is proposed to obtain the approval of the Members for this purpose in modification to the previous resolution approved by the members through Postal ballot on 30th September, 2017. The Board accordingly recommends the Resolution set out in item No. 2 of this Postal ballot notice for approval by Members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their Directorship and Shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.

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ITEM NO. 3:

Under the provision of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security(ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporate, in excess of the limit prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

As per section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of paid up share capital, free reserves and securities premium account of the company or one hundred per cent of its free reserves and securities premium account of the company, whichever is more.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of funds by giving commensurate loan(s) / providing guarantee(s) or securities(s) in connection with loans/ to make investment(s) to person(s) or bodies corporate(s), from time to time, in excess of the limits specified under Section 186 of the Companies Act, 2013.

The Board of Directors at their meeting held on January 20th, 2026, subject to the approval of members of the Company, had proposed and approved, for seeking the member's approval for increase in limit under Section 186 of the Act, to an aggregate sum of Rs. 300 Crores (Rupees Three Hundred Crores Only), notwithstanding that the aggregate of loan and investment so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposit, guarantee proposed to be made or given by the Board may exceed the prescribed limit under section 186 of the Companies Act, 2013. Also, as required under section 186 of the act read with the Companies (Meeting of the Board and its Power) Rules, 2014.

**By Order of Board of Director,
For Mega Nirman and Industries limited**

Sd/-
Kanika Chawla
Company Secretary & Compliance Officer
(M. No: ACS 50543)

Date: - January 20th, 2026

Place: - New Delhi

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