



Ref: MNIL/BSE/2025

Date: 07/08/2025

The BSE Limited

Department of Corporate Services,
25th Floor, P J Towers,
Dalal Street, Mumbai - 400001

Script Code: 539767 ISIN: INE216Q01010

Sub: Revised Outcome of Board Meeting held on July 25, 2025

This is with reference to our earlier intimation regarding the outcome of the Board Meeting held on July 25, 2025, wherein the Board, *inter-alia*, approved various matters, including the allotment of equity shares pursuant to the conversion of share warrants at a price of Rs. 15/- per share.

We respectfully submit that due to a clerical and typographical error, certain details pertaining to the said allotment were inadvertently misstated. The error was purely unintentional and not deliberate in nature.

As a measure of good corporate governance and to ensure full compliance, as well as to remove any ambiguity or misunderstanding, we hereby submit the revised outcome of the Board Meeting after rectifying the aforesaid errors. This revised submission is intended to provide a clear, accurate, and final disclosure of the decisions taken.

We sincerely apologise for any inconvenience caused by this oversight and request you to kindly take this clarification on record. We assure you that due care will be taken to prevent such errors in the future.

Thanking you.

Yours truly,

For Mega Nirman and Industries Limited

Kanika Chawla

Company Secretary & Compliance Officer

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



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Sub: Revised Outcome of the Board Meeting

we hereby inform that Board of Directors in its meeting held on Friday, July 25th, 2025 proceeds at 11:00 AM and concluded at 07.00PM,*inter-alia* considered and approved the following:

1. Directors' Report and other related items for the financial year ended March 31, 2025.
2. Appointment of NSDL for conducting Remote E-voting.
3. Proposal to issue equity shares to the existing shareholders on a rights basis in the ratio of 1:1, as may be permitted under applicable laws and subject to such regulatory and statutory approvals as may be required. The Board has also approved the appointment of the necessary intermediaries/agencies in this regard.(Annexure-I)
4. Appointment of M/s Apoorv & Associates (M. No. F 12734, CP:21063) as Scrutinizer for conducting E-voting at AGM.
5. Notice of **42nd Annual General Meeting** scheduled to be held on **Tuesday, 26th August, 2025** at **11:00 AM** at Maharaja Banquets, A-1/20A, Paschim Vihar, Main Rohtak Road, New Delhi-110063.
6. The Register of members and the Share Transfer books of the Company shall remain closed from 19th August, 2025 to 26th August, 2025 (both days inclusive) for the purpose of 42nd Annual General Meeting (AGM).
7. Increase in the Authorised Share Capital of the Company from INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore only) equity shares of INR 10/- (Rupees Ten only) Each to INR 60,00,00,000 (Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore only) equity shares of INR 10/- (Rupees Ten only) Each.
8. Appointment of M/s Chandan J & Associates (Mr. Chandan Jha, Sole Proprietor) as Secretarial auditor of the Company for a term of 5 (five) consecutive years, to hold Office from the conclusion of 42nd Annual General Meeting ("AGM") till conclusion of 47th AGM of the Company to be held in the Calendar year 2030 subject to approval of Shareholders to conduct the Secretarial Audit of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30. Details enclosed as Annexure II.

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9. The allotment of 86,66,667 Equity Shares having face value of Rs. 10/- each at an issue price of Rs. 15/- each (including a premium of Rs. 5/- each), consequent upon the conversion of 86,66,667 Warrants issued at an Issue Price of Rs. 15/-each, to the following persons belonging to the “Non-Promoter Group”, on preferential basis, upon receipt of balance amount aggregating to Rs. 9,75,00,003.75/- (Rupees Nine Crore Seventy-Five Lakhs Three rupees and Seventy-five Paise Only) at the rate of Rs. 11.25/- (Rupees Eleven and Twenty-Five Paise Only) per warrant (being 75% of the issue price per warrant) from the allottees pursuant to the exercise of their rights of conversion into equity shares in accordance with the provisions of SEBI (ICDR) Regulations, 2018:

S.No.	Name of Allottees	No. of warrants allotted	No. of warrants applied for conversion	No. of equity shares allotted	Amount received being 75% of the issue price per warrant	No. of warrants pending for conversion
1.	M.D.S. Infrastructure Private Limited	20,00,000	3,55,555	3,55,555	39,99,993.75	16,44,445
2.	Orchard Road Properties Private Limited	20,00,000	12,88,888	12,88,888	1,44,99,990	7,11,112
3.	Ayodhya Vincom Private Limited	20,00,000	20,00,000	20,00,000	2,25,00,000	0
4.	Pooja Mohlay	17,00,000	17,00,000	17,00,000	1,91,25,000	0
5.	Puneet Kumar Mohlay	17,00,000	17,00,000	17,00,000	1,91,25,000	0
6.	Sonali Gupta	20,00,000	11,11,112	11,11,112	1,25,00,010	0
7.	Ankan Gupta	14,00,000	511,112	511,112	57,50,010	0
	Total	1,28,00,000	86,66,667	86,66,667	9,75,00,003.75	23,55,557

Pursuant to members approval, these warrants were allotted, in terms of SEBI (ICDR) Regulations, 2018 to “Non-Promoter Group” on preferential basis, at an Issue Price of Rs. 15/- per warrant on payment of Rs. 3.75/- per warrant, being 25% of the Issue Price, entitling the warrants holders to get their warrants converted into equal number of Equity Shares of the Company by paying remaining 75% i.e., Rs. 11.25/- within 18 months from the date of warrant allotment.

Consequent to today's conversation of warrants/allotment of Equity Shares, the issued and paid-up capital of the Company stands increased to Rs. 19,29,19,430 consisting of 1,92,91,943 equity shares of Rs. 10/- each.

The new equity shares so allotted shall rank *pari-passu* with the existing equity shares of the Company.

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It may be pleased note that 63,55,557 total warrants are outstanding for conversion and these warrant holders are entitled to get their warrants converted into equal number of Equity Shares of the Company by paying remaining 75% i.e., Rs. 11.25/- per warrant within 18 months from the date of warrant allotment.

Disclosure under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as Annexure III to this letter.

This is for your kind information and record.

Thanking you.
Yours truly,

For Mega Nirman and Industries Limited

Kanika Chawla
Company Secretary & Compliance Officer

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Annexure-I

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Type of securities proposed to be issued	Equity Shares ranking pari-passu to the existing equity shares of the Company
Type of issuance	Rights Issue of equity shares to the existing shareholders of the company
Total number of securities proposed to be issued or the total amount for which the securities will be issued(approximately)	Upto 50,00,00,000 (Fifty Crore) Equity Shares of the company having face value of Rs. 10/- each by way of right issue in the ratio of 1 equity shares for every 1 fully paid-up equity shares.
Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

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Annexure-II

Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular SEBI Circular bearing Ref. No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Appointment of Secretarial Auditor:

S. No.	Particulars	Details
1.	Name	M/s Chandan J& Associates (Mr. Chandan Jha, Sole Proprietor)
2.	Reason for Change i.e. Appointment	Appointment as the Secretarial Auditor from FY 2025-26 to FY 2029-30
3.	Date of appointment	25-07-2025
4.	Brief Profile	Firm of Practicing Company Secretary having an experience of 1 year in the field of Secretarial and legal Compliances.
5.	Disclosures of Relationship between Directors	Not Applicable

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Annexure-III

The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

S. No.	Particulars	Disclosures
1	Type of securities proposed to be Issued	Equity Shares pursuant to conversion of warrants.
2	Type of issuance	Preferential Allotment
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Allotment of 86,66,667 Equity Shares having face value of Rs. 10/- each at an issue price of Rs. 15/- each, consequent upon the conversion of 86,66,667 Warrants issued at an Issue Price of Rs. 15/-each, upon receipt of balance amount aggregating to Rs.9,75,00,003.75
Additional information in case of preferential issue:		
4	Name and number of the Investor(s)	<ol style="list-style-type: none">1. M/s M.D.S. Infrastructure Private Limited2. M/s Orchard Road Properties Private Limited3. M/s Ayodhya Vincom Private Limited4. Pooja Mohlay5. Puneet Kumar Mohlay6. Sonali Gupta7. Ankan Gupta

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5	Post allotment of securities - outcome of the subscription , issue price / allotted price (in case of convertibles),	<table border="1"> <thead> <tr> <th rowspan="2">Name of the Allottees(s)</th> <th colspan="2">Equity holding before conversion of warrants into equity</th> <th rowspan="2">No. of Shares allotted upon conversion of warrant</th> <th colspan="2">Post issue Equity Holding after exercise of Warrants</th> </tr> <tr> <th>No. of shares</th> <th>%</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>1. M/s M.D.S. Infrastructure Private Limited</td> <td>Nil</td> <td>Nil</td> <td>3,55,555</td> <td>3,55,555</td> <td>1.84</td> </tr> <tr> <td>2. M/s Orchard Road Properties Private Limited</td> <td>Nil</td> <td>Nil</td> <td>12,88,888</td> <td>12,88,888</td> <td>6.68</td> </tr> <tr> <td>3. M/s Ayodhya Vincom Private Limited</td> <td>Nil</td> <td>Nil</td> <td>20,00,000</td> <td>20,00,000</td> <td>10.36</td> </tr> <tr> <td>4. Pooja Mohlay</td> <td>Nil</td> <td>Nil</td> <td>17,00,000</td> <td>17,00,000</td> <td>8.81</td> </tr> <tr> <td>5. Puneet Kumar Mohlay</td> <td>Nil</td> <td>Nil</td> <td>17,00,000</td> <td>17,00,000</td> <td>8.81</td> </tr> <tr> <td>6. Sonali Gupta</td> <td>8,88,888</td> <td>8.37</td> <td>11,11,112</td> <td>20,00,000</td> <td>10.36</td> </tr> <tr> <td>7. Ankan Gupta</td> <td>8,88,888</td> <td>8.37</td> <td>5,11,112</td> <td>14,00,000</td> <td>7.25</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>						Name of the Allottees(s)	Equity holding before conversion of warrants into equity		No. of Shares allotted upon conversion of warrant	Post issue Equity Holding after exercise of Warrants		No. of shares	%	No. of shares	%	1. M/s M.D.S. Infrastructure Private Limited	Nil	Nil	3,55,555	3,55,555	1.84	2. M/s Orchard Road Properties Private Limited	Nil	Nil	12,88,888	12,88,888	6.68	3. M/s Ayodhya Vincom Private Limited	Nil	Nil	20,00,000	20,00,000	10.36	4. Pooja Mohlay	Nil	Nil	17,00,000	17,00,000	8.81	5. Puneet Kumar Mohlay	Nil	Nil	17,00,000	17,00,000	8.81	6. Sonali Gupta	8,88,888	8.37	11,11,112	20,00,000	10.36	7. Ankan Gupta	8,88,888	8.37	5,11,112	14,00,000	7.25						
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<p>Warrants had been allotted on February 07, 2024 carrying a right to subscribe to 1 Equity Share per warrant on receipt of amount at the rate of Rs. 15/- per warrant (being 25% of the issue price per warrant).</p> <p>Hence, 86,66,667 Equity Shares have been allotted on receipt of balance amount at the rate of Rs. 15 per warrant (being 75% of the issue price per warrant)</p>																																																																	
6	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Exercise of 86,66,667 warrants into 86,66,667 fully paid-up Equity Shares of Rs.10/-each at an issue price of Rs. 15/- each.</p>																																																															

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