

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON WEDNESDAY FEBRUARY 25, 2026 AT 12 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 811-812 AGGARWAL CYBER PLAZA-1, NETAJI SUBHASH PLACE, PITAMPURA, SHAKUR PUR I BLOCK, NORTH WEST DELHI, INDIA, 110034

APPROVAL OF THE DRAFT LETTER OF OFFER:

“**RESOLVED THAT** in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules and regulations and pursuant to the resolution passed by the Board of Directors of the Company at its meeting held on February 25, 2026, the draft letter of offer for the Rights Issue of Equity Shares of the Company, as placed before the Board, be and is hereby approved for filing with the Stock Exchange and / or any other regulatory authorities, as may be applicable.

RESOLVED FURTHER THAT any of the members of the Board of Directors of the Company be and are hereby authorized to:

- make such modifications, changes, variations or amendments in the draft letter of offer as may be required by the Stock Exchanges or any other authority, or deemed necessary in the interest of the Company;
- finalize and file the draft letter of offer with the stock exchanges and other relevant authorities;
- issue public advertisements or announcements in connection with the Rights Issue, as required under applicable laws;
- do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with the approval, filing, and further processing of the draft letter of offer, including execution of documents and taking necessary corporate actions in relation thereto.

RESOLVED FURTHER THAT the members of the Board of Directors and the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to sign the said DLOF for and on behalf of the Company and file the same with the Stock Exchanges.

RESOLVED FURTHER THAT any of the members of the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary including providing a copy of this resolution to be furnished to such authorities, agencies, or intermediaries as may be required under applicable laws, to give effect to this resolution and to sign and execute any documents, letters or certificates in this regard.”

**//CERTIFIED TRUE COPY//
FOR, MEGA NIRMAN & INDUSTRIES LIMITED**



**ANKAN GUPTA
EXECUTIVE DIRECTOR**

Date: 25th February, 2026

Place: Delhi

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

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

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