

# MONIND LIMITED

**Regd. Off.** : Block-7, Room No. 78, Deen dayal awas, Kabir Nagar Raipur, Chhattisgarh-492099  
**CIN:** L51103CT1982PLC009717; **Corp Office:** Monnet House, 11 Masjid Moth,  
Greater Kailash Part II, New Delhi-110048; **Phones:** 011-29223112; Ph.: +91-877-0344104  
**E-Mail:** [isc\\_mind@monnetgroup.com](mailto:isc_mind@monnetgroup.com); **website:** [www.monnetgroup.com](http://www.monnetgroup.com)

## POSTAL BALLOT NOTICE

### (Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Notice is hereby given to the Members of Monind Limited (“**the Company**”) pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013, (the “**Act**”), read together with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules, regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company, through postal ballot only by way of remote electronic voting (“**remote e-voting**”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with the said MCA Circulars and applicable provisions of the Act and SEBI Listing Regulations, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical Postal Ballot forms. Accordingly, the postal ballot notice along with the Explanatory Statement and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company or the Depository Participant(s) or Registrar and Share Transfer Agent (the “**RTA**”) i.e. MCS Share Transfer Agent Limited as on March 27, 2026 (“**Cut-off Date**”). 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 to cast vote through remote e-voting forms part of the ‘Notes’ to this Notice. The Notice is also available on the website of the Company [www.monnetgroup.com](http://www.monnetgroup.com)

The remote e-voting facility will be available for the following period:

Commencement of e-voting : Friday, April 03, 2026 (9:00 A.M. IST)

End of e-voting: Saturday, May 02, 2026 (5:00 P.M. IST)

The Company has made necessary arrangements with MCS Share Transfer Agent Limited, RTA to enable the Members to register their e-mail address. Accordingly, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Members desiring to exercise their vote through the 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 not later than 5:00 P.M. (IST) on May 02, 2026. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

## **Resolution proposed to be passed by means of Postal Ballot:**

**Item No. 1:** To appoint Mr. Sandeep Kumar (DIN: 07635851) as a Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory amendment(s) and modification(s) or re-enactment(s) for the time being in force), and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sandeep Kumar (DIN: 07635851), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. February 13, 2026 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from February 13, 2026 to February 12, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

**Item No. 2:** To re-appoint Mr. Mahesh Kumar Sharma (DIN: 07504637) as Whole-time Director & Key Managerial Personnel of the Company and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and such other approvals of applicable authority(ies), if any, as may be required and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors at their respective meetings held

# MONIND LIMITED

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on February 13, 2026, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Mahesh Kumar Sharma (DIN: 07504637), as Whole-Time Director of the Company for a period of 5 (Five) years, who shall be liable to retire by rotation with effect from 07th May, 2026 to 06th May, 2031 (both days inclusive) on such terms and conditions as may be deemed fit.

**RESOLVED FURTHER THAT** upon the appointment as Whole-Time Director (“WTD”), Mr. Mahesh Kumar Sharma be also designated as a Key Managerial Personnel (“KMP”) under Section 203 of the Companies Act, 2013 and Rules thereunder with effect from said date.

**RESOLVED FURTHER THAT** no remuneration to Mr. Mahesh Kumar Sharma for appointment as WTD & KMP of the Company shall be paid during his aforesaid tenure.

**RESOLVED FURTHER THAT** Mr. Mahesh Kumar Sharma be and is hereby also vested with all the requisite authorities, powers, delegations, functions, and responsibilities etc. which are required for day to day management of the Company including signing the necessary documents on behalf of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and to sign, execute and file and/ or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorised representatives to give effect to this Resolution.

**RESOLVED FURTHER THAT** a certified true copy(ies) of this Resolution be provided to all concerned, as and when required, under the hand of a Director or Company Secretary of the Company.”

By Order of the Board  
For **Monind Limited**

**Date:** February 13, 2026  
**Place:** New Delhi

Sd/-  
**(Ritika Ahuja)**  
**Company Secretary**  
**(Membership No. A48049)**

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) and 110 of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Friday, March 27, 2026 (“**Cut-off Date**”) will be considered for the purpose of e-voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting. A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. Voting rights will be reckoned in proportion to the total paid-up capital of Equity and Preference shares registered in the name of the members on the Cut-off Date. Voting rights in the e-voting cannot be exercised by a proxy.
5. The remote e-voting facility will be available for the following period:

Commencement of e-voting :	Friday, April 03, 2026 (9:00 A.M. IST)
End of e-voting:	Saturday, May 02, 2026 (5:00 P.M. IST)
6. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
7. The Notice will also be uploaded on the website of the Company at [www.monnetgroup.com](http://www.monnetgroup.com) on the website of National Securities Depository Limited (“NSDL”), at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the website of the stock exchange on which the shares of the Company are listed i.e. on BSE at [www.bseindia.com](http://www.bseindia.com).

8. All material documents referred to in this Postal Ballot Notice and the Explanatory Statement thereto shall be made available for inspection at the Registered/ Corporate Office of the Company on all working days (except Saturday & Sunday) between 10:00 A.M. (IST) to 5:00 P.M. (IST) from the date of circulation of this Notice up to the date of declaration of the result of Postal Ballot.
9. All material documents referred to in the Notice and Explanatory Statement thereto will also be available electronically for inspection without any fee by the members during the aforesaid period. Members seeking to inspect such documents are requested to write to the Company on [cs.compliance@monnetgroup.com](mailto:cs.compliance@monnetgroup.com) requesting for inspection of said documents.
10. The Board of Directors (“**Board**”) has appointed Mr. Kapil Dev Taneja, (M. No. F4019, CP No. 22944), failing him Mr. Sujeet Kumar, (M. No. F12562, CP No. 22684) partners of M/s Sanjay Grover & Associates, Practicing Company Secretaries (Registration No.P2001DE052900), as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.
11. The Scrutinizer’s decision on the validity of E-voting will be final and binding.
12. The resolutions, if passed by the Members through postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. Saturday, May 02, 2026 in terms of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India
13. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman or the Board of Directors, and the result of the voting by Postal Ballot will be announced on or before Tuesday, May 05, 2026. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.
14. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
15. SEBI further vide its Master circular dated February 06, 2026 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. Accordingly, such shareholders are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company.
16. SEBI has introduced Online Dispute Resolution (‘ODR’) portal for dispute resolution in addition to the existing SEBI Complaints Redress System (‘SCORES’) platform, which can be utilised by the investors and the Company for dispute resolution. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>. The detailed circulars and process are also available on the website of the Company at [www.monnetgroup.com](http://www.monnetgroup.com)

17. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ 1/3750/2026 dated January 30, 2026, shareholders are hereby informed that a special window has been opened from February 5, 2026 till February 4, 2027 for transfer and Dematerialization of Physical Securities sold/purchased prior to April 01, 2019. The special window is also applicable to such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. Please note that all such requests/ shares during this window shall be processed only in demat mode and due process shall be followed for such transfer-cum-demat requests. Eligible shareholders may submit their requests along with the requisite documents to the Company and/or to RTA within the aforesaid period.

### **Procedure to cast votes through 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**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI Master circular dated January 30, 2026 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able</li> </ol>

	<p>to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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</li></ol>

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at <b>022-48867000</b> .
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free no. 1800-21-09911.
<p><b>B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.</b></p> <p><b><u>How to Log-in to NSDL e-Voting website?</u></b></p>	

# MONIND LIMITED

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:

<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 i.e. 139018 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139018 then user ID is 139018001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use 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'?
    - (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](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.com](mailto: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.

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 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 [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in) with a copy marked to [evoting@nsdl.com](mailto: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](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 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](mailto: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),

# MONIND LIMITED

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AADHAR (self-attested scanned copy of Aadhar Card) by email to ([cs.compliance@monnetgroup.com](mailto:cs.compliance@monnetgroup.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 ([cs.compliance@monnetgroup.com](mailto:cs.compliance@monnetgroup.com) ). If you are an Individual 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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master Circular dated January 30, 2026 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 SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013**

In terms of Section 102 and 110 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the businesses mentioned under Resolutions 1 & 2 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”) and the Secretarial Standards on General Meetings:

### **Item No. 1 Appointment of Mr. Sandeep Kumar (DIN: 07635851) as a Non-Executive Independent Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Sandeep Kumar as an Additional Director and also as a Non-Executive Independent Director of the Company for a term of Five (5) consecutive years w.e.f. February 13, 2026, not liable to retire by rotation, subject to the approval of Members of the Company by way of a Special Resolution.

In compliance with the provisions of Section 161 of the Companies Act, 2013 (“**the Act**”), Mr. Sandeep Kumar shall hold office up to the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain approval of the members of the Company for the appointment of Mr. Sandeep Kumar as a Non-Executive Independent Director of the Company within a period of 3 (Three) months from the date of appointment.

The Company has received all the requisite disclosures from Mr. Sandeep Kumar with respect to his appointment as Non- Executive Independent Director that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations.

Further, in opinion of the Board, Mr. Sandeep Kumar is a person of integrity, fulfills the conditions specified in the Act read with SEBI Listing Regulations relating to the appointment as Independent Director and is independent of management. He possesses the requisite skills, expertise and competencies identified by the Board for effective functioning of the Company. Details of his profile, qualification, experience, expertise and the information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

# MONIND LIMITED

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

The Board of Directors believes that appointment of Mr. Sandeep Kumar will be of immense benefit to the Company.

Accordingly, approval of shareholders is sought by way of a Special Resolution to appoint Mr. Sandeep Kumar as a Non- Executive Independent Director on the Board of the Company for a term up to five consecutive years w.e.f February 13, 2026.

Copy of letter of appointment of Mr. Sandeep Kumar, setting out the terms and conditions of his appointment, is available for inspection by the Members in electronic mode and at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sandeep Kumar is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 1 above for approval of the Members by way of a Special Resolution.

## **BRIEF PROFILE/RESUME OF THE DIRECTOR**

### **Additional Information of Director for seeking appointment:**

<b>Name of the Director</b>	Mr. Sandeep Kumar
<b>Director Identification Number (DIN)</b>	07635851
<b>Date of Birth / Age</b>	12-09-1991/ 34 years
<b>Date of first appointment on Board</b>	13-02-2026
<b>Qualification, Experience &amp; Expertise in specific functional areas</b>	Mr. Sandeep Kumar is a qualified Company Secretary with over 11 years of post-qualification experience in corporate secretarial, legal and compliance functions. He commenced his professional journey with the Diamond Group of Industries in 2014, where he served as the Company Secretary until 2023. He later worked with Service Easy Technology Private Limited (GoMechanic) till September 2024. He has also served as an Independent Director in Punj Lloyd Group entities during 2016–2019 and Currently serving as an Independent Director in MPDL Limited. He is currently working with MPCL Industries & Onward Solar Group as Company Secretary.
<b>Terms and conditions for appointment / re-appointment</b>	Mr. Sandeep Kumar shall be Non- Executive Independent Director of the Company for a term of 5 consecutive years

# MONIND LIMITED

	w.e.f. February 13, 2026 and as per details mentioned in the proposed resolution.
<b>Remuneration last drawn</b>	NIL
<b>Remuneration sought to be paid</b>	No remuneration will be paid except sitting fees for attending Board Meetings of the Company.
<b>Shareholding in the Company as on 13.02.2026 (in individual capacity and as a beneficial owner)</b>	NIL
<b>Relationship with other directors and KMPs of the Company</b>	None
<b>Number of Board meetings attended during FY 2025-26</b>	Not applicable
<b>Directorships held in other Companies as on date (including Private Companies)</b>	MPDL Limited
<b>Details of Listed Companies from which the Director resigned in the past three years</b>	NIL
<b>Chairmanship/ membership of Committees as on date</b>	<b><u>MPDL Limited</u></b> Audit Committee-Member Nomination & Remuneration Committee-Member Stakeholders Relationship Committee-Member
<b>Skills and capabilities/justification for appointment required for the role and the manner in which the proposed appointee meets such requirements</b>	The role demands strong Corporate Governance & Policy implementation which Mr. Sandeep Kumar meet through his qualification & experience.

## **Item No. 2 Re-appointment of Mr. Mahesh Kumar Sharma (DIN: 07504637) as Whole-Time Director & Key Managerial Personnel of the Company.**

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the present term of Mr. Mahesh Kumar Sharma (DIN: 07504637), Whole-Time Director of the Company is upto May 06, 2026. Mr. Mahesh Kumar Sharma has been associated with the Company since May 07, 2016. He is a Post-Graduate and has extensive experience in the field of accounting and taxation. He possesses in-depth knowledge of financial management and corporate regulatory matters.

Considering his rich experience, continued guidance and contribution towards the growth of the Company, the Board considers it desirable to re-appoint him for a further term of 5 (five) years, who shall be liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 13, 2026, approved the re-appointment of Mr. Mahesh Kumar Sharma as Whole-Time Director (“WTD”) & Key Managerial Personnel (“KMP”) of the Company for a further period of five (5) years with effect from May 07, 2026 to May 06, 2031, subject to approval of the Members.

No remuneration to Mr. Mahesh Kumar Sharma for appointment as WTD & KMP of the Company shall be paid during his aforesaid tenure.

The Company has received all the requisite disclosures from Mr. Mahesh Kumar Sharma with respect to his re-appointment as Whole-Time Director. Details of his profile, qualification, experience, expertise and the information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings are disclosed herein below.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Mahesh Kumar Sharma is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the Ordinary Resolution set out in the Notice for approval of the Members.

### **Additional Information of Director for seeking appointment:**

<b>Name of the Director</b>	Mr. Mahesh Kumar Sharma
<b>Director Identification Number (DIN)</b>	07504637
<b>Date of Birth / Age</b>	01-06-1963/ 62 years
<b>Date of first appointment on Board</b>	07-05-2016
<b>Qualification, Experience &amp;</b>	Mr. Mahesh Kumar Sharma is a Post-Graduate and has

# MONIND LIMITED

<b>Expertise in specific functional areas</b>	extensive experience in the field of accounting and taxation. He possesses in-depth knowledge of financial management and corporate regulatory matters. He joined Monind Limited in the year 2016 and has been actively associated with the Company since then. He is also presently serving as the Chief Financial Officer (CFO) of the Company and plays a key role in overseeing the financial operations, regulatory compliance, budgeting, internal controls, and strategic financial planning of the Company.
<b>Terms and conditions for appointment / re-appointment</b>	Mr. Mahesh Kumar Sharma shall be Whole-Time Director of the Company for a term of 5 consecutive years w.e.f. May 07, 2026 and as per details mentioned in the proposed resolution.
<b>Remuneration last drawn</b>	NIL
<b>Remuneration sought to be paid</b>	NIL
<b>Shareholding in the Company as on 13.02.2026 (in individual capacity and as a beneficial owner)</b>	NIL
<b>Relationship with other directors and KMPs of the Company</b>	None
<b>Number of Board meetings attended during FY 2025-26</b>	4
<b>Directorships held in other Companies as on date (including Private Companies)</b>	AP Coal Washeries Private Limited Dynamic Defence Technologies Limited Torrens Technologies Private Limited Excello Fin Lea Ltd
<b>Details of Listed Companies from which the Director resigned in the past three years</b>	NIL
<b>Chairmanship/ membership of Committees as on date</b>	<b><u>Excello Fin Lea Ltd</u></b>  Audit Committee-Member Nomination and Remuneration Committee-Member