

32nd Annual Report

2014-2015



***Your Dreams,
Our Mission....***



We Build Dreams!

Mega Nirman & Industries Limited



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CHAIRMAN'S SPEECH

“Anyone who stops learning is old, whether at twenty or eighty. Anyone who keeps learning stays young.” - **Henry Ford**

Dear Shareholders,

I am glad to welcome you to the **32ndAnnual General Meeting**. Your continued trust, encouragement, support and fair criticism based on data and facts are what give us energy, enthusiasm, confidence and motivation to strive for betterment.

During the journey of rejuvenation, I look forward to the continuing support of our shareholders, who have reposed their faith in the Board and in the management. The confidence of you, the shareholders, has been a considerable source of strength for us at Mega Nirman & Industries Limited. As we step into a new phase of vitality, we continue to rely on this support and confidence.

Thanks the members of the board, for their kindness, generosity, commitment and team work in making my stay very enjoyable and productive. Thanks again for your kindness, encouragement and support.

Yours Sincerely

Sd/-

Niranjan Poddar
Chief Executive Officer

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Niranjan Poddar	Chief Executive Officer
Mr. Ravinder Singh	Executive Director
Mr. Subhas Kumar Poddar	Executive Director
Mr. Shubham Agarwal	Executive Director
Mr .Devraj Baid	Non -Executive Director
Mrs. Ruma Mukherjee	Non -Executive Director
Mr .Vineet Goyal	Non -Executive Director

CHIEF FINANCIAL OFFICER

Atul Mittal

COMPANY SECRETARY & COMPLIANCE OFFICER

Shiwati Gandhi

STATUTORY AUDITORS

M/s PVR-N & Co.,
2936/43, Saraswati Marg, Karol Bagh,
New Delhi- 110 008

INTERNAL AUDITOR

M/s DSAS & Associates, Chartered Accountants
A-5/235, 1st Floor,
Paschim Vihar, New Delhi-110063

BANKER

Axis Bank Limited
ICICI Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

M/s Beetal Financial Computer Services Pvt. Ltd.,
Address: Beetal House, 3rd Floor, 99, Madangir, behind LSC,
New Delhi – 110062
Tel No: 011- 29961281, 29961283 Fax: 011-29961284
Website: <http://www.beetalfinancial.com>

ANNUAL GENERAL MEETING

Date: 21st September, 2015
Time: 11:00 AM
Day: Monday
Venue: 257, Second floor, Satyam Tower,
Commercial Complex, Paschim vihar
New Delhi-110063

WEBSITE & E-MAIL

<http://www.mnil.in>, secretarial.mnil@gmail.com

NOTICE

NOTICE is hereby given that the 32th Annual General Meeting of the Company shall be held on **Monday, the 21st day of September, 2015 at 11:00 AM** at its Registered Office at 257, Second floor, Satyam Tower, Commercial Complex, Paschim vihar New Delhi-110063 to transact the following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company & Statement of Profit & Loss Account of the Company for the period commencing from 1st April, 2014 to 31st March 2015 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Niranjana Poddar, who retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.
3. To ratify the appointment of the Auditor of the company and to fix their remuneration and to pass following resolution as an Ordinary Resolution thereof:-

RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. PVR-N & Co., Chartered Accountants (Firm Registration No. 004062N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 33rd Annual General Meeting to be held for the financial year 2015-2016 on such remuneration as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as an **Ordinary Resolution**:-

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shubham Agarwal holding (DIN 07230285), who was appointed as an Additional and Whole Time Director of the Company on 08th August, 2015 and who holds the office up to the date of this Annual General Meeting in terms of Section 161 of the companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the companies Act, 2013, signifying their intention to propose Mr. Shubham Agarwal as a candidate for the office of a whole time director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 and Schedule V and other applicable provisions of the Companies act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Shubham Agarwal, as a Whole Time Director from 08th August, 2015 to 07th August, 2020 on remuneration upto Rs. 25000/- (Twenty Five Thousand Only) per month, with the liberty to the Board of the Directors and Remuneration Committee to review and increase the same not exceeding the limits specified under schedule V to the Companies act, 2013 inclusive of all benefits.

RESOLVED FURTHER THAT Mr. Niranjana Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

5. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as an **Ordinary Resolution**:-

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Devraj Baid (**DIN:06555251**), who was appointed as a rotational Non-Executive Director on 30/09/2013 be and is hereby appointed as non rotational Independent Director of the Company to hold office for 5 years commenced from 01/04/2014 till 30/04/2019.

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

6. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as **Special Resolution**:-

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Ruma Mukherjee (DIN:03437200), who was appointed as an Additional Non Executive Director on 09/12/2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company to hold office for period of 5 year up 30th September, 2020.

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

7. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as **Special Resolution**:-

RESOLVED THAT in accordance with the provisions of Section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act along with the relevant Rules made under The Companies (Incorporation) Rules, 2014 or any other rules made thereunder, including any statutory modifications) or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to amend the manner of numbering of clauses in the Memorandum of Association of the Company, so that the same is in accordance with the provisions of the Table-A of the Schedule I of the Act"

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

8. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as **Special Resolution**:-

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to amend the heading of existing Clause (III)(B) of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company which shall be read as follows:-

(b) Matters which are necessary for furtherance of the objects specified in clause 3 (a) are:-

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

9. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as **Special Resolution**:-

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for deleting the Other Objects Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

10. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as **Special Resolution**:-

RESOLVED THAT in accordance with the provisions of Section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act along with the relevant Rules made under the Companies (Incorporation) Rules, 2014 or any other rules made thereunder, including any statutory modification(s) or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to alter the existing liability clause (clause IV) of the Memorandum of Association of the Company, which shall read as follows:

4th "The liability of the members is limited to the extent of amount unpaid on shares held by the members."

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

11. To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as **Special Resolution**:-

RESOLVED THAT pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection at the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company, so that the same is in accordance with the provisions of the Table-F of the Schedule I of the Act"

RESOLVED FURTHER THAT Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

**For and On behalf of Board of Directors of
M/s Mega Nirman & Industries Limited**

**Place: New Delhi
Date: 8th August, 2015**

**Sd/-
Niranjan Poddar
Director
DIN: 03437200
ADDRESS: K-31/3A MOHAN PARK
K BLOCK, MODEL TOWN III, DELHI-110009**

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Instrument appointing the proxy is annexed.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint one person as proxy and such person shall not act as proxy for any other person or member.
3. Proxies in order to be effective must be lodged with the company at least 48 hours before the meeting.
4. An explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 in respect of Special Resolution is annexed hereto and form part of this notice.
5. Members/ Proxies/authorized representatives to attend meeting are requested to bring filled Attendance Slips enclosed.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., **from 15th September, 2015 to 21st September, 2015**, (both days inclusive).
7. The Memorandum and Articles of Association of the Company may be inspected at the Registered Office of the Company at any time during the 10 am to 6 pm on working day from the date of dispatch of the Notice till the date of meeting.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Company.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. **(A)** In Compliance with the provisions of Section 108 of the Companies Act, 2013 and revised rule 20 of the Companies (Management and Administration) Rules and the revised Clause 35B of the Listing Agreement, the Company is pleased to provide its members, the facility to exercise their vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Ltd (CDSL) on all resolution set forth in the Notice. The Members may cast their votes using an electronic Voting System provide by the CDSL from the place other than the venue of the Meeting ("Remote E-voting").
(B) The Facility for voting through, Ballot papers will also be made available before or at the AGM as per following instructions and the members attending the AGM who have not already

cast their vote by “**Remote E-voting**” or through **Ballot Paper** before AGM shall be eligible to exercise their right at the AGM through ballot paper and Ballot Form is attached with the Annual Report.

The Instructions for Ballot Paper Voting before AGM

Pursuant to Clause 35B of the Listing Agreement, Members who do not have access to e-voting facility may fill the Ballot Paper enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer appointed by the Board of Directors of the Company, **S. K. Balecha & Co.**, a Practicing Company Secretary so as to reach not later than 20th September, 2015 by 6:00 p.m. Ballot Paper received thereafter will be treated as invalid on the following Address:-

B-1014, 3rd Floor Shastri Nagar, New Delhi-110052

(C) Members who have cast their votes by Remote e -voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

(D) The Board of the Directors has appointed Shri Sudesh Kumar Balecha, a Practicing Company Secretary as ‘scrutinizer’ to scrutinize the Ballot Forms and Remote e-voting process in a fair and transparent manner.

(E) Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

(F) A Person, whose name is recorded in the register of members or in the register of beneficial owners as maintained by the depositories as on **cut-off date i.e 14th Sep, 2015** shall be entitled to avail the facility of remote e-voting/ Ballot Papers.

(G) Any person who becomes a member of the Company after dispatch of the notice of the Meeting and holding shares of the Company as on **cut-off (i.e) 14th Sep, 2015** date may obtain the User ID and password by sending E-mail to helpdesk.evoting@cdslindia.com.

(H) The Remote e-voting will be available during the following period:-

From: 9:00 AM on 18.09.2015

Till: 5:00 PM on 20.09.2015

(I) The Scrutinizer, after scrutinizing the votes cast at the meeting (Ballot Papers) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.mnil.in and on the website of the CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **9:00 AM on 18.09.2015** and ends on **5:00 PM on 20.09.2015**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address label. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share

your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Mega Nirman & Industries Limited** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- (xx) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- (xxi) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (xxii) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- (xxiii) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

**For and On behalf of Board of Directors of
M/s Mega Nirman& Industries Limited**

**Place: New Delhi
Date: 8th August, 2015**

**Sd/-
Niranjan Poddar
Director
DIN: 03437200
ADDRESS: K-31/3A MOHAN PARK
K BLOCK, MODEL TOWN III, DELHI-110009**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**ITEM NO.4**

The Board up on the recommendation of the Nomination and Remuneration Committee at its meeting held on 08th August, 2015 appoints Mr. Shubham Agarwal as an Additional and Whole Time Director of the company and the Company also received written consent from Mr. Shubham Agarwal to act as director of the company in form DIR-2 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in DIR-8 to the effects that he is not disqualified under Sec 164(2) of the companies Act, 2013.

Further pursuant to the provisions Section 196, 197 and Schedule V and other applicable provisions of the Companies act, 2013(including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company is required for the appointment as a Whole Time Director of the Company as per the details mention in the resolution.

In view of the above the Board recommends the resolution set out at **Item No- 4** of the Notice, for the approval of the members of the Company.

Except Mr. Shubham Agarwal, being an appointee, none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO: 5

As per the **General Circular No. 14/2014 dated 09th June, 2014** issued by Ministry of corporate Affairs the Independent directors appointed before 1st April, 2014 may continue to be Independent directors of the Company but they should be re-appointed as per the provisions of Companies Act, 2013.

Taking the View of above Circular the Board of the Directors of your Company as per the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement propose to appoint Mr. Devraj Raj Baid for a term of 5 (five) consecutive years started from April 01, 2014 to March 31, 2019, who was earlier appointed as rotational Non-Executive Director of the Company on 30/09/2013 as per the provisions of the Companies Act, 1956.

Accordingly, the Board recommends the resolution set out at **Item No. 5** of the Notice, for the approval of the members of the Company.

Except Mr. Shubham Agarwal, being an appointee, none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO: 6

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, it is proposed to appoint Mrs. Ruma Mukherjee as Independent Directors of the Company for a term of 5 (five) consecutive years from September 30, 2015 to September 30, 2020 who was earlier appointed as Additional Non executive Director of the Company on 09/12/2014 till ensuing AGM.

The Company has received a declaration in writing from Mrs. Ruma Mukherjee that she meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement and as per the board of the Director, the aforesaid Directors fulfill the criteria specified in the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing

Agreement, for their appointments as an Independent Director of the Company. The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all of them as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolutions set out at **Item No-6** of the Notice, for the approval of the members of the Company.

Except Mrs. Ruma Mukherjee, being an appointee, none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO.7

As per Table - A under Schedule I of the Companies Act, 2013, the clauses in Memorandum of Association of a Company limited by shares shall be numbered as 1st, 2nd, 3rd and so on as against the roman numbers I, II, III used earlier. Given this position, it is considered expedient to change the manner of numbering in the clauses of the Memorandum of Association of the Company for which shareholders' approval is required.

The Board of Directors of the Company recommends the resolution set out in **Item No-7** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO.8

The Company Propose to amend the heading of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013 and for this the consent of the shareholders is required.

The Board of Directors of the Company recommends the resolution set out in **Item No-8** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO.9

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Taking into account the shareholders' approval is required.

The Board of Directors of the Company recommends the resolution set out in **Item No-9** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO.10

As per the Provisions of Section 4 of the Companies Act. 2013 and as per Table - A under Schedule I, the Memorandum of Association of a Company limited by shares, shall State that "The Liability of the member(s) is limited and this liability is Limited to the amount unpaid, if any, on the shares held by them". Given this Position, it is considered expedient to amend the existing clause IV of the Memorandum of Association of the Company for which it needs Shareholders approval.

The Board of Directors of the Company recommends the resolution set out in **Item No-10** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

ITEM NO.11

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AOA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act. The Companies Act, 2013 is now largely in force.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board of Directors of the Company recommends the resolution set out in **Item No-11** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

**For and On behalf of Board of Directors of
M/s Mega Nirman& Industries Limited**

Place: New Delhi

Date: 8th August, 2015

Sd/-

Niranjn Poddar

Director

DIN: 03437200

ADDRESS: K-31/3A MOHAN PARK

K BLOCK, MODEL TOWN III, DELHI-110009

DIRECTORS' REPORT

Dear Shareholders,
Mega Nirman & Industries Limited

Your directors have pleasure in presenting their 32th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2015.

FINANCIAL RESULTS

(In Rs.)

Particulars		31.03.2015	31.03.2014
	Income	22,06,457.00	8,26,774.00
Less:	Total Expenditure	16,91,675.16	3,86,045.32
	Net Profit/(Loss) before Tax & Depreciation (PBDT)	5,14,781.84	4,40,728.68
Less:	Depreciation	3,11,606.00	3,38,576.00
	Net Profit/(Loss) after Depreciation before Tax (PBT)	2,03,175.84	1,02,152.68
Less:	Provision for Income Tax-Current	1,03,124.00	72,058.00
	Profit after Tax	1,00,051.84	30094.68

During the year under review, the Company has earned a profit of Rs. **100051.84/-**

DIVIDEND AND RESERVES

During the year under review, the Company did not earn much profit and hence your Director proposes to plough back the profits in the business of the Company and create reserve for the Company. As a matter of this, your Board does not recommend any dividend for the financial year ended 31st March, 2015. The Board proposes to carry Rs 88,92,425/- (Rupees Eighty Eight Lacs Ninety Two Thousand four hundred Twenty Five) to the reserves of the Company.

FUTURE PROSPECTUS

The Company is planning to enter into new projects in the coming years so your Directors are hopeful to grow in coming years and to achieve better financial results. The Company has also applied for listing on Bombay Stock Exchange and it will result in good progress for the Company.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposit under Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975.

PARTICULARS OF EMPLOYEES

None of the Employees of the Company was in the receipt of remuneration, which was more than the limits as prescribed under the Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies (Particulars of Employees) Rules, 1975 and hence no particulars are required to be disclosed in this report.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as [ANNEXURE-1](#)

MEETING OF THE BOARD OF THE DIRECTORS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year **ELEVEN** Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS AND KEY MANEGERIAL PERSOONEL

In pursuant of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Niranjana Kumar Poddar, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offer him for re-appointment.

Pursuant to the Provisions of Section 260 and 149 of the Companies Act, 2013 and Articles of Association of the Company and other applicable provisions of Listing Agreement, Mrs. Ruma Mukherjee was appointed as Additional non executive director on the Board of the company on w.e.f 09th December, 2014 who shall hold the office till the date of the ensuing Annual General Meeting. However Mr. Ganesh Ray Directors of the Company expressed their unwillingness to continue on the Board of the Company w.e.f. 23rd June, 2014. The Board placed on record its appreciation of the valuable services rendered during their tenure.

Further pursuant to the Provisions of Section 203 of the Companies Act, 2013 Mr. Kamal Kumar Gupta has been appointed as Chief Financial officer of the company w.e.f 09/12/2014. Ms. Isha Malik was appointed as Company Secretary of the Company on 25/07/2014 and resign on 27/08/2014 due to some unavoidable circumstances after that Ms. Vanshika Rastogi was appointed as Company Secretary of the Company on 11/11/2014.

Pursuant to the Provisions of Section 138 of the Companies Act, 2013 Ms. Nupur Garg was appointed as Internal Auditor of the Company w.e.f from 27/08/2014.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(5) of the Companies Act, 2013, and to the best of their knowledge and belief and according to the information and explanation obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a) In the preparation of the Annual Accounts for the financial year ended on 31st March, 2013, the applicable Accounting Standards had been followed along with proper explanation relating to the material departures.
- b) They have selected such Accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the losses of the Company for that period.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the Assets of the Company and for preventing and detecting fraud or other irregularities.
- d) They have prepared the Annual Accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS' REPORT

The Observations of the Statutory Auditors in their report read together with the Notes on Annual Accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. PVR-N & Co., Chartered Accountants (Firm Registration No. 004062N), were appointed as statutory auditors of the Company till the conclusion of the 33rd Annual General Meeting to be held for the financial year 2015-2016 on such remuneration as may be determined by the Board of Directors of the Company, subject to ratification of their appointment at every AGM.

Accordingly the appointment of M/s. PVR-N & Co., Chartered Accountants (Firm Registration No. 004062N) statutory Auditors is placed before the shareholders for ratification. In this regard Company has received the Certificate from the Auditor to the effect that, if they are re-appointed then it would be in accordance of the Sec 149 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Since the Company do not involve in any manufacturing or processing activities, the particulars as per the Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not applicable.

There is NIL Foreign Exchange Earning and outgo.

RISK MANAGEMENT POLICY OF THE COMPANY

As per SEBI circular dated Sep 15, 2014 the clause 49 is not applicable upon the Companies having paid up equity share capital not exceeding Rs.10 crores and Net Worth not exceeding Rs.25 crores, as on the last day of the previous financial year.

Taking the view of above our Company does not require constitution of a separate risk management committee. Hence, no particulars regarding the Risk Management Policy are required to be disclosed in this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented as a separate section forming part of the Annual Report.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s. Anita Aswal, Practising Company Secretary, and his report is annexed as [ANNEXURE -2](#)

RECOMMENDATION OF THE AUDIT COMMITTEE

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

CORPORATE GOVERNANCE

The Company has adopted the best Corporate Governance Practices setting out the standards in order to conduct the business of the Company with highest level of integrity and transparency. A detailed report on Corporate Governance prepared in accordance with the Clause 49 of the Listing Agreement, forms the part of this Annual Report.

A requisite certificate from the Statutory Auditors of the Company, PVR-N & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is given as Annexure-B to the Corporate Governance Report.

RELATED PARTY TRANSACTION

During the period under review the company has not entered into any related party transaction.

BOARD EVALUATION

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

CSR POLICY

The Provisions of Sec 135 of the Companies Act, 2013 is not applicable on the Company and hence no particulars are required to be disclosed in this report.

INSIDER TRADING REGULATIONS

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has adopted **CODES OF FAIR DISCLOSURE AND CONDUCT** in the Board meeting held on 30th May, 2015 and the same has been uploaded on the website www.mnil.in of the company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, designated employees and other employees.

DECLARATION ON INDEPENDENT DIRECTORS

The Board of Directors declares that they have received the written Declaration from Independent Directors Ms. Ruma Mukherjee, Mr. Veenet Goyal and Mr. Devdraj Baid as per Section 149(6) of the Companies Act, 2013.

ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere thanks to the employees at all level for their contributions made during the year. Moreover they wish to place on record their deep appreciation of the enthusiasm, initiative and hard work put in by the employees of the Company.

**For and On behalf of Board of Directors of
M/s Mega Nirman& Industries Limited**

**Place: New Delhi
Date: 8th August, 2015**

**Sd/-
Niranjan Poddar
Chairman**

**ANITA ASWAL****COMPANY SECRETARY**

R/o: H. No. 308 - A, Part - 2,

Pratap Vihar, Delhi - 110086

M. No.: +91 - 9990179102

Tel. No.: 011 - 32023503

Email ID: aswal1207@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
MEGA NIRMAN & INDUSTRIES LIMITED
257, 2nd Floor, Satyam Tower,
Commercial Complex, Paschim Vihar,
Delhi - 110063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Mega Nirman & Industries Limited**. (Hereinafter called the company) Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of **M/s. Mega Nirman & Industries Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March 2015 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. (**not applicable to the Company during the Audit Period**); and
- ii. The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review and as per explanations and clarifications given to us and the representations made by the Management ,the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company had following events which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

During the Fiscal year ended 2015, the Company issued & allotted 28,00,000 equity shares @ Rs.10/- each, amounting to the total paid up capital of the company Rs. 33,475,000.

Sd/-

Company Secretary
Anita Aswal

Membership Number ACS: 37019
Certificate of Practice No.: 13883

Date: 05/08/2015

Place: New-Delhi

*** This report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.**

“Annexure - A”

To,
The Members
MEGA NIRMAN & INDUSTRIES LIMITED
257, 2nd Floor, Satyam Tower,
Commercial Complex, Paschim Vihar,
Delhi - 110063

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 05/08/2015
Place: New-Delhi

Sd/-
Anita Aswal
Company Secretaries
ACS No: 37019
CP No: 13883

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2014

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

REGISTRATION & OTHER DETAILS:

1.	CIN	L70101DL1983PLC015425
2.	Registration Date	23/03/1983
3.	Name of the Company	Mega Nirman & Industries Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	257, 2nd Floor Satyam Tower, Commercial Complex, Paschim Vihar, New Delhi-110063 Email-id: -secretarial.mnil@gmail.com Contact No. 011-47075887
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Beetal Financial Computer Services Pvt. Ltd., Address: Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 -

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Project Development Fees	45	45.19%
2	Interest Income	74	54.81%

g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign VentureCapital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	
2. Non- Institutions									
a) Bodies Corp.	472400			86.28	0	354800	354800	10.60	75.68
i) Indian	0	0	0	0	0	0	0	0	
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals	0	0	0	0	0	0	0	0	
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	0	0	0	0	93600	93600	2.80	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	2700000	24000	2724000	81.37	0
c) Others (specify)	0	0	0	0	100000	0	100000	2.99	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	472400	0	0	86.28	2800000	472400	3272400	97.76	11.48
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
Shares held byCustodian for GDRs & ADRs									
Grand Total (A+B+C)	547500	0	0	100	2875100	472400	3347500	100	

B) Shareholding of Promoter-

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yogesh Kumar Goyal	75100	13.72	0	75100	2.24	0	11.48
2								

C) Change in Promoters' Shareholding (please specify, if there is no change)

S.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	75100	13.72	75100	2.24
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	75100	13.72	75100	2.24

D) Shareholding Pattern of top ten Shareholders:**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S.NO	Shareholders	Shareholding at the beginning of the year 01.04.2014		Shareholding at the End of the year 31.03.2015		% Change in shareholding during the year (Due to Allotment)
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1	M/s. Nisha Holding Limited	27200	4.97%			0.8125%
2	M/s. Anjali Leasing Limited	27000	4.93%			0.8066%
3	M/s. B.C. Limited	25300	4.62%			0.7558%
4	M/s .Skyweb Infotech Limited	24000	4.38%			----
5	M/s. Capital Trade link Limited	20000	3.65%			0.5975%
6	M/s. San Share Shopee Private Ltd	20000	3.65%			0.5975%
7	M/s. San Finevest Services Limited	20000	3.65%			0.5975%
8	M/s. San Financial Servicers Limited	20000	3.65%			0.5975%
9	M/s. Abhinav Leasing & Finance Ltd	20000	3.65%			0.5975%
10	M/s. Mega Fincap Private Limited	20000	3.65%			0.5975%
11	Avinash Kumar Agarwal			300000	8.96 %	
12	Ritu Aggarwal			150000	4.48%	
13	Joshika Saraf			100000	2.99%	
14	Ambieca Saha			100000	2.99%	

15	Harsh Goyal			100000	2.99%	
16	Anirban Shah			100000	2.99%	
17	Shivangi Goel			100000	2.99%	
18	Nikhil Sipani			100000	2.99%	
19	Chirag Arora			100000	2.99%	
20	Kanwar Lal Sipani			100000	2.99%	

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	715191	00	00	715191
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	715191	00	00	715191
Change in Indebtedness during the financial year				
* Addition	00	00	00	00
* Reduction	150477	00	00	150477
Net Change	564714	00	00	564714
Indebtedness at the end of the financial year				
i) Principal Amount	564714	00	00	564714
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	564714	00	00	564714

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	NIL	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	20000	20000	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	0	0	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0	0	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	0	0	-
2	Stock Option	-	0	0	-
3	Sweat Equity	-	0	0	-
4	Commission	--	0	0	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	
5	Others, please specify	-	-	-	-
	Total	-	20000	20000	-

XII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management discusses and analysis or MD&A is an integrated part of a company's annual financial statements. The purpose of the MD&A is to provide a narrative explanation, through the eyes of management, of how an entity has performed in the past, its financial condition, and its future prospects. In so doing, the MD&A attempt to provide investors with complete, fair, and balanced information to help them decide whether to invest or continue to invest in an entity.

The MD&A report is a powerful vehicle for communicating to shareholders a meaningful assessment of a company's performance, liquidity and future prospects.

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the companies' act, 2013; guidelines issued by the securities and exchange board of India (SEBI) and the generally accepted accounting principles (GAAP) in India. Our Management accepts responsibilities for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein.

The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statement reflect in a true and fair manner the form and substance of transactions, and reasonable present our state of affairs, profits and cash flow for the year.

HUMAN RESOURCE

Human Resource Management (HRM) is a strategic and comprehensive approach to managing people and the workplace culture and environment. Effective HRM enables employees to contribute effectively and productively to the overall company direction and the accomplishment of the organization's goals and objectives.

HR now focuses on strategic initiatives like merger and acquisitions, talent management, succession, planning industrial and labor relations and diversity and inclusion.

In any enterprise, employees form the principal of an organization, a significant portion of our management focus is invested in engaging with our employees. We strengthen our talent pool providing employees with growth and career enhancement opportunities. Our company is widely acclaimed for its people development practices and has reinforced its position in this area.

This, Coupled with the ability to attract best talent, provides an economical authority to the organization.

INTERNAL CONTROL SYSTEM

Internal Control System as defined in accounting and auditing is a process for assuring achievement of an organization objectives in operational effectiveness and efficiency, reliable financial reporting, and compliance with laws, regulation & policies. A broad concept, internal control involves everything that controls risks to an organization.

Management is accountable to the board of directors, which provides governance, guidance and oversight, effective board members are objectives cable and inquisitive. They also have knowledge of equities activities and environment, and commit the time necessary to fulfil their board responsibilities.

Management may be in a position to override controls and ignore or stifle communication from subordinates, enabling the dishonest management which intentionally misrepresents results to cover its tracks. A strong active board particularly when coupled with effective upward communications channels and capable financial, legal and internal audit functions, is often best able to identify and correct such a problem.

Internal control system are implemented to safeguard the company assets from loss or damage, keep constant check on cost structure and prevent revenue leakages and to provide adequate financial and accounting controls and implement accounting standards.

The internal audit department together with an independent firm of chartered accountants reviews the effectiveness of the system and procedures. The internal auditors evaluate the adequacy of the internal control systems by analyzing and testing controls and make their recommendations to the management to improve internal controls wherever necessary. The system is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

OUR STRATEGY

We seek to further strengthen our position by successfully differentiating our service offerings and increasing the scales of our operation. To achieve this goals, we seek to :

- Increase business from existing and new appliance
- Expand geographically
- Continue to invest in infrastructure and employees
- Continue to enhance our engagement models and offerings
- Continue to develop deep industry knowledge
- Pursue alliances and strategic acquisitions

The company's strategy for long-term growth is based on continuing to scale, strengthen core business and grow in new areas of business. The company has a matured set of elements of strategy, which have evolved over time. While the core elements of strategy continue to remain same, there is a structured attempt by the company to look for new dimensions of growth within these elements.

RISK AND CONCERNS

Risk management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/ or impact of unfortunate events or to maximize the realization of opportunities.

Risk can come from uncertainty in financial markets, threats from project failures (at any phase in design, development, production, or sustainment life-cycles), legal liabilities, credit risk, accidents, natural causes and disasters as well as deliberate attack from an adversary, or events of uncertain or unpredictable root-cause.

Method, definitions and goals vary widely according to whether the risk management method is in the context of project management, security, engineering, industrial processes, financial portfolios, actuarial assessment, or public health and safety.

It is essential for the company that risks be effectively identified, analyzed and then mitigated by means of appropriate control measures. Your company has a risk management system in place, which enables us to recognize and analyze risks early and to take the appropriate action.

As the company is continuously growing hence it is required for the company to meet all the future requirements or opportunities effectively.

CAUTIONARY STATEMENT

Statements in this management discussion and analysis report describing the company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from expressed or implied.

CORPORATE GOVERNANCE **(As per Annual Report 2014-2015)**

The provisions of the listing agreement to be entered into with the Stock Exchanges with respect to corporate governance will be applicable to Mega Nirman & Industries Limited immediately upon the listing of its Equity Shares on the Stock Exchanges.

The Company is in full compliance to all the clauses of Corporate Governance including the latest guidelines under clause 49.

Mega Nirman & Industries Limited is committed to Good Corporate Governance. Company aims to achieve the objective of enhancing the shareholders value by ensuring effective relationship with stakeholders and protecting their interests. The Company believes that the Company's business strategy and plans should be consistent with the welfare of all its stakeholders which will bring sustained corporate growth and long term benefit to all.

(1).Board of Directors

As on March 31, 2015, the Company has six directors. Of the Six Directors, three are non-executive directors and three are independent directors. The composition of the board is in conformity with Clause 49 of the Listing Agreements entered into with the stock exchanges.

Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 (“Act”). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.

The Board has established procedures to periodically review compliance reports of all laws applicable to the Company prepared by the Company, as well as steps taken by the Company to rectify instances of non- compliances.

a. Number of Board Meetings

Eleven board meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held:

The Board of Directors met Ten times during the year on: **15/04/2014, 29/05/2014, 23/06/2014, 25/07/2014, 13/08/2014, 27/08/2014, 09/09/2014, 11/11/2014, 09/12/2014, 12/02/2015 and 31/03/2015.**

b. Attendance of Directors at Board Meeting and at the last Annual General Meeting:

The details of attendance of Directors at the Board meeting during the financial year 2014-2015 and the last AGM are as under:

Name of Director	Number of Meetings attended	Presence in the AGM dated 30/09/2014	No. of other directorship
Mr. Niranjan Poddar	10	Yes	4
Mr. Subhas Kumar Poddar	10	Yes	4
Mr. Ravinder Singh	10	Yes	2
Mr. Vineet Goel	10	Yes	-
Mr. Devraj Baid	10	Yes	1
Mrs. Ruma Mukherjee**	2	No	3
Mr. Ganesh Ray**	2	No	2

* Mrs. Ruma Mukherjee appointed on w.e.f 09th Dec, 2014 and Mr. Ganesh Ray has resigned w.e.f 23/06/2014.

(2). Committees of the Board

- (A) Audit Committee
 (B) Stakeholders Relationship Committee.
 (C) Nomination and Remuneration Committee.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees.

(A) Audit Committee:-**Composition**

The Audit Committee of the Board comprised of three Directors as follows:

- Mr. Vineet Goel
- Mr. Devraj Baid
- Mr. Niranjan Poddar

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure. It is entrusted with review of quarterly and annual financial statement before submission to the Board, review of observation of auditor and to ensure compliance of internal control systems, authority for investigation and access to full information and external professional advice for discharge of the functions delegated to the Committee by the Board.

Four audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

29/05/2014, 13/08/2014, 11/11/2014 and 12/02/2015.

The necessary quorum was present for all the meetings.

(B) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board comprised of two Non-Executive Directors as follows:

- Mr. Vineet Goel
- Mr. Devraj Baid

The Committee ensures cordial investor relations the mechanism for Redress of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipt of annual reports, non-receipt of dividend and other allied complaints.

There were **no complaints** which were pending as **on March 31, 2015**. The main responsibility of the Committee is to ensure cordial investor relations and supervise the mechanism for Redress of investor grievances pertaining to transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends etc.

(C) Nomination and Remuneration Committee

Pursuant to the provisions of the Companies Act and clause 49 of the Listing Agreement. The Company has constituted the Nomination and Remuneration Committee members on 09th December, 2014 with the following Members:

- Mr. Vineet Goel
- Mr. Devraj Baid
- Mrs. Ruma Mukherjee

The broad terms of reference of the nomination and Remuneration Committee are as under:

- Recommend to the board the set up and composition of the board and its committees including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

(3) General Body meetings:-

The details of the General Meeting held in the last three years

Year	Date	Time	Location
2014	30 th September, 2014	1300 Hrs	2836/37, 1st Floor, Ashok Gali, Rambazar Morigate, Delhi-110006
2013	30 th September, 2013	1500 Hrs	2836/37, 1st Floor, Ashok Gali, Rambazar Morigate, Delhi-110006

2012	28 th September, 2012	1100 Hrs	102, Palco House, 2162/T-10, Main Patel Road, New Delhi - 110 008
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The following information gives the detail of special resolutions passed by the company in the previous AGMs:

S. No.	Particulars	Status
1.	Whether any special resolutions were passed at the last three Annual General Meeting	Yes
2.	Whether special resolutions were put through postal ballot at the last three Annual General Meeting	None
3.	Persons who conducted the postal ballot	N.A.

(4) Disclosures:-

- There was no compliance by the company, penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- The Company does not have any material significant related party transaction that may have potential conflict with the interests of company at large.
- The Company has complied all the mandatory requirements mentioned in Annexure IC of Clause 49 of Listing Agreement in respect of Corporate Governance.
- Your Company has laid down a Code of Conduct (“Code”) for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., www.mnil.in. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company’s Code of Conduct for the financial year ended March 31, 2015. A declaration signed by the Chief Executive Officer (CEO) to this effect is attached as **Annexure A** to the Corporate Governance Report in the Annual Report.
- The Auditor’s Certificate obtained from **M/s. PVR-N & Co.**, Chartered Accountants, (Firm Registration No. 004062N) is provided as **Annexure-B** to the Corporate Governance Report in the Annual Report for compliance with Clause 49 of the Listing Agreement.
- As required by Clause 49 of the Listing Agreement, the CEO Certification is provided as **Annexure-C** to the Corporate Governance Report in the Annual Report.

(5) Means of communication:-

The unaudited quarterly results and the audited results for the year are published in one English newspaper i.e. Financial Express and one Hindi newspaper i.e. Hari bhoomi after its submission to the Stock Exchanges.

The company contains relevant information including matters pertaining to Investor Relations, Share Holder benefits, as well as Quarterly/ Annual financial results.

(6) Additional Shareholder information

Annual General Meeting

Date: 21st September, 2015

Time: 11:00 AM

Venue: 257, 2nd Floor Satyam Tower, Commercial Complex, Paschim Vihar, New Delhi- 110063.

Financial Calendar

Financial year: 1st April, 2014 to 31st March, 2015

For the year ended March 31, 2015 results were announced on:-

- 29th May, 2014: First Quarter
- 13th August, 2014: Second Quarter
- 11th November, 2014: Third Quarter
- 12th February, 2015: Fourth Quarter

Book Closure

The dates of Book closure are from the **15th September, 2015 to 21st September, 2015**, inclusive of both days.

Listed on Stock Exchange

At present the equity shares of the Company are listed on Delhi Stock Exchange (DSE) and had applied for Direct Listing on Bombay Stock Exchange (BSE).

Details of Non-Compliance

The Company has complied with all the requirements of regulatory authorities and no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital market over the last three years.

Interest of the Directors

The directors of the Mega Nirman & Industries Limited have no other interest in **MEGA NIRMAN & INDUSTRIES LIMITED**.

Registrars and Share Transfer Agents

M/s Beetal Financial Computer Services Pvt. Ltd.,

Address: Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi-110062

Tel No: 011- 29961281, 29961283 Fax: 011-29961284

Website: <http://www.beetalfinancial.com>

Term of Office

Change in Board of Directors of **MEGA NIRMAN & INDUSTRIES LIMITED** for last 3 years:

Year	Directors	Appointment	Resignation
2014-2015	Ravinder Singh	17/12/2012	-
	Subhas Kumar Poddar	17/12/2012	-
	Niranjan Poddar	17/12/2012	-
	Vineet Goel	30/05/2013	-
	Devraj Baid	30/05/2013	-
	Ruma Mukherjee	09/12/2014	-
2013-2014	Ravinder Singh	17/12/2012	-
	Subhas Kumar Poddar	17/12/2012	-
	Niranjan Poddar	17/12/2012	-
	Vineet Goel	30/05/2013	-
	Devraj Baid	30/05/2013	-
	Ganesh Ray	30/10/2009	23/06/2014
2012-2013	Ravinder Singh	17/12/2012	-
	Subhas Kumar Poddar	17/12/2012	-
	Niranjan Poddar	17/12/2012	-
	Vineet Goel	30/05/2013	-
	Devraj Baid	30/05/2013	-
	Ganesh Ray	30/10/2009	-
	Yogesh Kumar Goyal	26.06.2007	17/12/2012
	Nirmal Prakash	10.09.2004	17/12/2012

Shareholding of the key managerial personnel

There are no Holdings by the KMP's in the shareholding of the company.

Bonus or Profit Sharing Plan for key managerial personnel

There is no bonus or profit share.

[Annexure-A](#)**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Board Members and Senior Management. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

I confirm that the Company has in respect of the year ended March 31, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Date: 08/08/2015
Place: New-Delhi

Sd/-
Niranjn Poddar
(Chief Executive Officer)

Annexure -B**COMPLIANCE CERTIFICATE****TO THE MEMBERS OF****MEGA NIRMAN & INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by **MEGA NIRMAN & INDUSTRIES LIMITED** (“the Company”), for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreements of the Company entered into with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **PVR-N & CO.**
Chartered Accountants
(Firm Registration No. 004062N)

Sd/-

Date: 08/08/2015
Place: New-Delhi

Pradeep Jindal
Partner

Annexure-C**CERTIFICATION BY CEO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT**

The Board of Directors,
Mega Nirman & Industries Limited

We have reviewed the financial statements and the cash flow statement of Mega Nirman & Industries Limited for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes in internal control over financial reporting during the year;
- (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Niranjan Poddar
(Chief Executive Officer)

Date: 08/08/2015
Place: New-Delhi

Independent Auditor's Report

To,
The Members,
M/s Mega Nirman Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Mega Nirman Industries Limited (the "company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial

statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is

disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164(2) of the Act;

- f) On our observation company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- g) with respect to the other matter to be included in the auditor's report in accordance with rule 11 of the companies (audit and auditors) rules,2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. the Company has no any pending litigations on its financial statements.
 - b. the company has not made any long terms contract including derivative contracts during the year.
 - c. the company has no any amount required to transfer any amount in investor education and protection fund.

For **PVR-N & Co.**
Chartered Accountants

Sd/-
Pradeep Kumar Jindal
Partner

M.No.:082646
F.Reg. No.: 004062N
Place:NewDelhi
Date: 30th May, 2015

Annexure to the Independent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended 31st March, 2015, we report that:

Fixed Assets

a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

b) As explained to us the company has a phased program of physical verification of its fixed assets. In our opinion, it is reasonable having regard to the size of the company and the nature of its assets, certain fixed assets have been physically verified by the management during the year and no discrepancy was noticed on such verification.

Inventory

The physical verification of inventory including investments has been conducted at reasonable intervals by management; the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. The company is maintaining proper records of the inventory, no material discrepancies were noticed on physical verification.

Granting of Loans to Certain Parties

a) The Company has neither granted nor taken any loan secured or unsecured, to/from Companies, firm's and other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

b) Since there are no such loans, the comments regarding terms and conditions, repayment of the principal amount and interest thereon and overdue amount are not required.

Internal Control System

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control procedures.

Acceptance of Deposits

The company has not accepted any deposits from the public.

Maintenance of Cost records

The Company is not required to maintain cost records as prescribed u/s 148(1) of the 2013, Act.

Deposit of Statutory Dues

In respect of statutory dues:

- a) According to the information and explanations given to us and the records of the company examined by us, the company is regular in depositing the undisputed statutory dues with the appropriate authority and no dues are outstanding for a period of more than six months from the date they become payables as on 31.03.2015.
- b) The Company doesn't have any disputed dues of Sales -Tax/ Income Tax/ Customs/ Wealth Tax/ Excise Duty/Cess, etc. for a period of more than six months from the date they became payable, as on 31.03.2015.

Accumulated Losses and Incurrence of Cash Losses

The company has not in currently cash losses in the financial year and in the immediately preceding financial year, but company has accumulated losses which are less than 50% as at the end of the year under audit.

Default in repayment of Dues

The company has no dues payable to a Financial Institution or Banker, Debenture Holders.

Guarantee for Loans taken by Others from banks or financial institutions

In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

Application of term loans

In our opinion and according to the information and explanations given to us, the Company has not raised any term loans.

Fraud Reporting

According to the information and explanation given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

For **PVR-N & Co.**
Chartered Accountants

Sd/-
Pradeep Kumar Jindal
Partner

M.No.:082646
F.RegN No.: 004062N
Place: New-Delhi
Date:30th May, 2015

MEGA NIRMAN & INDUSTRIES LIMITED				
BALANCE SHEET AS AT 31.03.2015				
(In Rupees)				
	Particulars	Note No.	31.03.2015	31.03.2014
I.	<u>EQUITY AND LIABILITY</u>			
(1)	Shareholders' Funds			
	(a) Share Capital	1	3,34,75,000.00	54,75,000.00
	(b) Reserves & Surplus	2	88,92,425.83	87,47,358.99
	(c) Money received against share warrants		-	-
(2)	Share Application Money Pending Allotment		-	1,85,00,000.00
(3)	Non Current Liabilities			
	(a) Long Term Borrowings	3	3,96,751.00	5,64,714.00
	(b) Deferred tax liabilities(Net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long term provisions		-	-
(4)	Current Liabilities			
	(a) Short-term borrowings	4	1,67,963.00	1,50,477.00
	(b) Trade payables		2,03,803.00	3,30,000.00
	(d) Short-term provisions	5	3,26,917.00	1,17,772.00
	TOTAL		4,34,62,859.83	3,38,85,321.99
II.	<u>ASSETS</u>			
(1)	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible assets	6	11,53,676.27	14,65,282.27
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-current Investments	7	1,16,00,000.00	1,16,00,000.00
	(c) Deferred tax assets (Net)		45,015.00	-
	(d) Long-term loans and advances	8	1,08,50,000.00	98,50,000.00
	(e) Other non-current assets		6,64,650.00	1,76,700.00
(2)	Current Assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables	9	43,65,588.00	45,92,448.00
	(d) Cash and cash equivalents	10	3,04,008.56	18,42,900.72
	(e) Short-term loans and advances	11	1,40,02,779.00	39,90,000.00
	(f) Other current assets	12	4,77,143.00	3,67,991.00
	Significant Accounting Policies	17		
	TOTAL		4,34,62,859.83	3,38,85,321.99

For & on behalf of the Board of Directors of

In terms of our report attached.
For PVR-N & Company
Chartered Accountants

Sd/-
Pradeep Kumar Jindal
Partner
M. No. 082646
FRN. 004062N

Place : New Delhi
Date : 30th May,2015

Mega Nirman & Industries Limited

Sd/-
Niranjan Poddar
Director

Sd/-
Ravinder Singh Chaudhary
Director

Sd/-
Vanshika Rastogi
Company Secretary

MEGA NIRMAN & INDUSTRIES LIMITED				
Statement of Profit & Loss for the Year Ended 31.03.2015				
	Particulars	Note No.	31.03.2015	31.03.2014
I.	Revenue from operations	13	10,81,140.00	8,26,774.00
II.	Other Income		11,25,317.00	
III.	Total Revenue [I+II]		22,06,457.00	8,26,774.00
IV.	Expenses			
	Cost of Sale			
	Purchases of Stock-in-Trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade			
	Employee benefits expenses	14	10,16,530.00	52,243.00
	Finance costs	15	82,257.16	87,539.32
	Depreciation and amortization expenses		3,11,606.00	3,38,576.00
	Other expenses	16	5,92,888.00	2,46,263.00
	Total Expenses		20,03,281.16	7,24,621.32
V.	Profit before exceptional and extraordinary items and tax (III- IV)		2,03,175.84	1,02,152.68
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V-VI)		2,03,175.84	1,02,152.68
VIII.	Extraordinary items			
IX.	Profit before Tax (VII-VIII)		2,03,175.84	1,02,152.68
X	Tax expenses:			
	(1) Current tax		1,03,124.00	72,058.00
	(2) Deffered tax		(45,015.00)	
XI.	Profit(Loss) for the period from continuing operations (IX-X)		1,45,066.84	30,094.68
XII.	Profit /(loss) from discontinuing period			
XIII.	Tax expenses of discontinuing operations			
XIV.	Profit/(loss) from Discontinuing operation (after tax) (XII-XIII)			
XV.	Profit(Loss) for the period (XI+XIV)		1,45,066.84	30,094.68
XVI.	Earning per Equity share:			
	(1) Basic		0.04	0.05
	(2) Diluted			
	Significant Accounting Policies	17		

For & on behalf of the Board of Directors of

In terms of our report attached.
For PVR-N & Company
Chartered Accountants

Mega Nirman & Industries Limited

Sd/-
Pradeep Kumar Jindal
Partner
M. No. 082646
FRN. 004062N

Sd/-
Niranjan Poddar
Director

Sd/-
Ravinder Singh Chaudhary
Director

Sd/-
Vanshika Rastogi
Company Secretary

Place : New Delhi
Date : 30th May,2015

CASH FLOW STATEMENT AS AT 31ST MARCH 2015

	Particulars	AS AT 31.03.2015	AS AT 31.03.2014
A	CASH FLOW FROM OPERATING ACTIVITIES	Rs.	Rs.
	Net Profit before Taxation	2,03,175.84	1,02,152.68
	Add: Adjustment For		
1	Depreciation	3,11,606.00	3,38,576.00
2	Misc. Expenditure w/o	73,850.00	--
3	Finance Cost	82,257.16	87,539.32
4	Interest Income	(11,25,317.00)	--
		(4,54,428.00)	5,28,268.00
	Operating Profit Before Working Capital Change		
	Adjustment For		
1	(Increase)/decrease in Loans & Advances	(1,00,12,779.00)	
2	(Increase)/decrease in Sundry Debtors	2,26,860.00	(5,85,500.00)
3	Increase/(decrease) in Current Liabilities	1,00,434.00	(1,00,93,091.00)
4	(Increase)/decrease in Other Current Assets	(1,09,152.00)	2,172.00
	Cash Generated from Operation	(97,94,637.00)	(1,06,76,419.00)
	Less: Direct Tax	(1,03,124.00)	(72,058.00)
	Net Cash Generated from operations	(1,03,52,189.00)	(1,02,20,209.00)
B	CASH FLOW FROM INVESTING ACTIVITIES		
1	Investment in Long term Loan & Advances	(10,00,000.00)	(98,50,000.00)
	Net cash used in Investing Activities	(10,00,000.00)	(98,50,000.00)
C	CASH FLOW FROM FINANCING ACTIVITIES		
1	Repayment of Loan	(1,67,963.00)	(1,50,477.00)
2	Share Capital Introduced	95,00,000.00	--
3	Share Application Money Pending Allotment	--	1,85,00,000.00
4	Miscellaneous Expenditure	(5,61,800.00)	(1,52,200.00)
5	Interest Income	11,25,317.00	--
6	Finance Cost	(82,257.16)	(87,539.32)
	Net cash generate in Financing Activities	98,13,296.84	18,109,783.68
	Net Changes in Cash & Cash Equivalents (A+B+C)	(15,38,892.16)	(19,60,425.32)
	Opening balance of Cash & Cash Equivalents	18,42,900.72	38,03,326.04
	Closing Balance of Cash & Cash Equivalents	3,04,008.56	18,42,900.72

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of M/s Mega Nirman & Industries Limited for the year ended on 31.03.2015. The Statement has been prepared by the Company in accordance with the requirements of AS-3 "Cash Flow" Statements "and in agreement with the corresponding Balance Sheet and Profit and Loss of the Company covered by our report dated 30th May, 2015.

In terms of our report attached.

For PVR-N & Company
Chartered Accountants

Sd/-

Pradeep Kumar Jindal

Partner

Mem. No. 082646

FRN. 004062N

Place : New Delhi

Date : 30th May, 2015

For & on behalf of the Board of Directors of
Mega Nirman & Industries Limited

Sd /-

Niranjan Poddar
Chaudhary
Director

Sd/-

Vanshika Rastogi
Company
Secretary

Sd/-

Ravinder Singh

Director

1. Share Capital

Particulars	31.03.2015	31.03.2014
Authorised		
Preference Share		
Equity Share (42,50,000 Equity Shares of Rs. 10/- each) (Previous Year 12,50,000 Equity Shares of Rs. 10/- each)	42,50,00,000.00	1,25,00,000.00
Issued, Subscribed & Paid Up		
Preference Share		
Equity Share (33,47,500 Equity Shares of Rs. 10/- each) (Previous Year 5,47,500 Equity Shares of Rs. 10/- each)	3,34,75,000.00	54,75,000.00
TOTAL	3,34,75,000.00	54,75,000.00

a) Reconciliation of Shares outstanding at the beginning and end of the reporting period

Particulars	Equity Shares 31.03.2015		Equity Shares 31.03.2014	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	5,47,500	54,75,000.00	5,47,500	54,75,000.00
Shares Issued during the year	28,00,000	2,80,00,000.00	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	33,47,500	3,34,75,000.00	5,47,500	54,75,000.00

b) Particulars of Shareholders holding more than 5% Equity Shares

SR. NO.	Name of Shareholder	31.03.2015		31.03.2014	
		No. Of Share	% of Holding	No. Of Share	% of Holding
1	Yogesh Kumar Agarwal	-	-	75,100	13.72%
2	Avinash Kumar Agarwal	3,00,000	8.96%	-	-

c) Terms/ Rights attached to Securities:

- 1) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by shareholders.

2. Reserve & Surplus

Particulars	31.03.2015	31.03.2014
a. Securities Premium Account	1,20,00,000.00	1,20,00,000.00
b. Surplus		
Opening balance	(32,52,641.01)	(32,82,735.69)
(+) Reversal Of Provision of Tax	-	-
(+) Net Profit/(Net Loss) For the current year	1,45,066.84	30,094.68
Closing Balance	(31,07,574.17)	(32,52,641.01)
Total	88,92,425.83	87,47,358.99

3. Long Term Borrowings

Particulars	31.03.2015	31.03.2014
Secured		
a. Loan from ICICI Bank	3,96,751.00	5,64,714.00
Total	3,96,751.00	5,64,714.00

4. Short Term Borrowings

Particulars	31.03.2015	31.03.2014
Secured		
a. Loan from ICICI Bank	1,67,963.00	1,50,477.00
Total	1,67,963.00	1,50,477.00

5. Short Term Provisions

(In Rupees)

Particulars	31.03.2015	31.03.2014
(a) Provision for Employee Benefits		
Salary & Reimbursements	1,69,467.00	-
(b) Others		
Provision for Tax	1,03,124.00	72,058.00
Audit Fees Payable	54,326.00	37,472.00
Isha Malik	-	2,100.00
National Securities Depository Limited	-	6,142.00
Total	3,26,917.00	1,17,772.00

8. Long Term Loan & Advances

Particulars	31.03.2015	31.03.2014
Unsecured, considered good		
Other Loan & Advances	1,08,50,000.00	98,50,000.00
Total	1,08,50,000.00	98,50,000.00

9. Trade Receivables

Particulars	31.03.2015	31.03.2014
Trade Receivables	43,65,588.00	45,92,448.00
Total	43,65,588.00	45,92,448.00

10. Cash & Cash Equivalents

Particulars	31.03.2015	31.03.2014
a. Balances with banks :		
ICICI BANK	1,42,141.14	10,93,151.30
Axis Bank	10,000.00	-
b. Cash in hand		
Cash in hand	15,186.42	7,49,749.42
Total	3,04,008.56	18,42,900.72

11. Short Term Loan & Advances

Particulars	31.03.2015	31.03.2014
Unsecured, considered good		
Other Loan & Advances	1,40,02,779.00	39,90,000.00
Total	1,40,02,779.00	39,90,000.00

12. Other Current Assets

Particulars	31.03.2015	31.03.2014
Income Tax Refund	1,05,032.00	1,05,032.00
Tax Deducted At Source	17,918.00	17,918.00
TDS Receivable	1,12,538.00	-
Tax Paid Under Appeal	2,21,337.00	2,21,337.00
Prepaid Insurance	20,318.00	23,704.00
Total	4,77,143.00	3,67,991.00

13. Revenue from Operations

Particulars	31.03.2015	31.03.2014
Sale of services	10,81,140.00	8,26,600.00
Short & Excess	-	174.00
Total	10,81,140.00	8,26,774.00

14. Employee Benefit Expenses

Particulars	31.03.2015	31.03.2014
Salary	9,05,800.00	52,243.00
Staff welfare expenses	1,10,730.00	-
Total	10,16,530.00	52,243.00

15. Finance Cost

Particulars	31.03.2015	31.03.2014
Bank Charges	656.16	348.32
Interest on Car Loan	71,523.00	87,191.00
Interest on Tax Paid	10,078.00	-
Total	82,257.16	87,539.32

16. Other Expenses

Particulars	31.03.2015	31.03.2014
Advertisement	33,543.00	29,802.00
Audit Fees	16,854.00	16,854.00
Car Insurance	23,704.00	28,031.00
Conveyance Exp.	22,430.00	10,691.00
Corporate Action Fees	23,595.00	-
Income Tax Paid	-	2,500.00
ROC Exp.	22,100.00	4,000.00
Legal & Professional Charges	84,440.00	1,05,700.00
Listing Fees	16,854.00	5,618.00
Loss-Amount not recovered from Insurance Co.	-	12,000.00
Misc. Office Exp.	1,07,770.00	-
Misc. Exp. w/off	73,850.00	-
Office Rent	27,750.00	-
Postage Telegram & Courier	46,970.00	-
Printing & Stationary	46,415.00	5,525.00
Repair & Maintenance	-	11,592.00
Telephone Exp.	6,768.00	5,400.00
Vehicle Exp.	34,845.00	8,550.00
Website Development Charges	5,000.00	-
Total	5,92,888.00	2,46,263.00

6. Fixed Assets

Particulars	Gross Block					Accumulated Depreciation					Net Block	
	31.03.2014	Additions / (Disposals)	Acquired through business combinations	Revaluations / (Impairments)	31.03.2015	31.03.2014	Depreciation charged for the year	Adjustment due to revaluations	On disposals	31.03.2015	31.03.15	31.03.14
Tangible Assets												
Vehicle	1,55,000.00	-	-	-	1,55,000.00	1,49,291.42	1,783.00	-	-	1,51,074.42	3,925.58	5,708.58
Computer	54,750.00	-	-	-	54,750.00	47,193.40	5,819.00	-	-	53,012.40	1,737.60	7,556.60
Furniture	15,090.00	-	-	-	15,090.00	9,967.40	1,600.00	-	-	11,567.40	3,522.60	5,122.60
Invertors	11,550.00	-	-	-	11,550.00	9,555.51	361.00	-	-	9,916.51	1,633.49	1,994.49
Shop	5,00,000.00	-	-	-	5,00,000.00	-	-	-	-	-	5,00,000.00	5,00,000.00
Car	12,75,000.00	-	-	-	12,75,000.00	3,30,100.00	3,02,043.00	-	-	6,32,143.00	6,42,857.00	9,44,900.00
Total	20,11,390.00	-	-	-	20,11,390.00	5,46,107.73	3,11,606.00	-	-	8,57,713.73	11,53,676.27	14,65,282.27

7. Non Current Investments

(In Rupees)

		Particulars			31.03.2015		31.03.2014					
A		Other Investments										
		(a) Investment in Equity instruments			1,16,00,000.00		1,16,00,000.00					
		Total			1,16,00,000.00		1,16,00,000.00					
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of holding (%)		Amount (₹)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			2015	2014			2015	2014	2015	2014		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
1	Vishika International Pvt. Ltd. (Rs. 10/- each)	Others	10000	10000	Unquoted	fully	-	-	10,00,000	10,00,000	Yes	-
2	Vriti Management Systems Pvt. Ltd. (Rs. 10/- each)	Others	25000	25000	Unquoted	fully	-	-	25,00,000	25,00,000	Yes	-
3	Climb Finance Ltd. (Rs. 10/- each)	Others	5000	-	Unquoted	fully	-	-	5,00,000	5,00,000	Yes	-
4	J. R. Herbal Care India Ltd. (Rs. 10/- each)	Others	3000	-	Unquoted	fully	-	-	6,00,000	6,00,000	Yes	-
5	Matrix Dotcom Infonet Pvt. Ltd. (Rs. 10/- each)	Others	20000	-	Unquoted	fully	-	-	40,00,000	40,00,000	Yes	-
6	Paras Aluminium Pvt. Ltd. (Rs. 10/- each)	Others	10000	-	Unquoted	fully	-	-	10,00,000	10,00,000	Yes	-
7	Yuvraj International Ltd. (Rs. 10/- each)	Others	20000	0	Unquoted	fully	-	-	20,00,000	20,00,000	Yes	-
Total									1,16,00,000	1,16,00,000		

Note No. 17**Significant Accounting Policies and Other Notes to Accounts****1. Significant Accounting Policies:****a) Basis of Preparation**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis of accounting. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the companies Act 2013 (Act) and in accordance with the Accounting Standards notified in the Companies (Accounting Standard) Rules, 2014. Accounting Policies have been consistently applied except where a newly issued accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto in use. Profit & Loss Statement & Balance sheet are prepared accordance to Schedule III of The companies Act, 2013.

b) Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to Contingent Liabilities as at the date of the financial statements and the reported amounts of Income and Expenses during the Period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

c) Cash and Cash Equivalents :

Cash & Cash Equivalent consists of Cash in hand, Bank balances and Bank Deposits.

d) Cash Flow Statement

Cash flows are reported using the indirect method, as per AS-3, issued by the ICAI. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

e) Fixed Assets & Depreciation

Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon. Direct costs are capitalized until assets are ready to be put to use.

Depreciation on the Fixed Assets has been provided on the basis of Written Down Value method over the useful lives of assets as per useful life prescribed under Schedule II of Companies Act, 2013.

f) Investments

Long term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments determined on an individual basis.

g) Provision & Contingencies

The Company recognizes a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

h) Income Tax

Taxation is accounted on the basis of the "Liability Method" which is generally followed in India. Provision is made for income tax based on computation after considering rebates, relief and exemption under the Income Tax Act, 1961.

In accordance with the Accounting Standards 22 "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India, Deferred Tax Liability/Assets has been calculated on timing differences between the accounting income and the taxable income for the year and quantified using the tax rate enacted or substantively enacted as on the Balance Sheet date.

i) Provision, Contingent Liabilities & Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statement.

j) Provision for Gratuity

No provision for gratuity has been made as the provisions of Payment of Gratuity Act, 1972 are not applicable.

2) Other Notes to Accounts

- i. In the opinion of Board of Directors, the aggregate value of Current assets, Loans and Advances are realizable in ordinary course of business and will not be less than the amount at which these are stated in the balance sheet.
- ii. Deferred Tax Assets for the year of Rs.45015/- as per Accounting Standards 22 on Accounting for Taxes on income pertaining to the timing between the accounting income and the taxable income has been recognized by the management in the Profit & Loss Account.
- iii. In the opinion of the company management, the operations of the company are considered as single segment hence AS-17 on Segment reporting issued by the Institute of Chartered Accountants of India is not applicable.
- iv. Related Party Disclosure in accordance with Accounting Standards 18 issued by the Institute of Chartered Accountants of India are :

a. Remuneration to Key Management Personnel:**(In Rupees)**

Particulars	Designation	2015	2014
Mr. Kamal Gupta	CFO	40000/-	NIL
Ms. Vanshik Rastogi	CS	93333/-	NIL

b. Earnings Per Share**(In Rupees)**

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Net Profit/(Loss) for the year	145066.84	30094.68
Weighted Number of Equity Shares	33,47,500	5,47,500
Nominal Value per Share	10/-	10/-
Earnings Per Share (Basic)	0.04	0.05

C. Auditors Remuneration

Payment to auditors (including service tax) comprises of the following:

(In Rupees)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
As Statutory Audit Fees	16854/-	16854/-
Total	16854/-	16854/-

D. Contingent Liabilities

There is no contingent liability as on 31st March, 2015.

E. Previous year figures have been re-grouped/re-classified wherever necessary to make them comparable with the current year figures.

**In terms of our report attached.
For PVR-N & Company
Chartered Accountants**

**Sd/-
Pradeep Kumar Jindal
Partner
Mem. No. 082646
FRN. 004062N**

**Place : New Delhi
Date : 30th May,2015**

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

Sd/-	Sd/-
Niranjan Poddar Chaudhary Director	Ravinder Singh Director

**Sd/-
Vanshika Rastogi
Company
Secretary**

**BALLOT PAPER**

S. No.	PARTICULARS	DETAILS
1.	Name of First named Shareholder (in BLOCK LETTERS)	
2.	Postal Address	
3.	Registered Folio/*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of ordinary/special resolution to be passed for the business stated in the notice dated 8th August, 2015 convening the 32nd Annual General Meeting of the Company to be held on 21st September, 2015 by recording my assent/dissent to the said resolution in the following manner

S.No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	To appoint a Director in place of Mr. Niranjn Poddar, who retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.		
3.	Ratify the appointment of M/s. PVR-N &CO. , Chartered Accountants as Statutory Auditors & fixing their remuneration.		
4.	To appoint Mr. Shubham Kr. Agarwal as Whole Time Director of the Company		
5.	To appoint Mr. Devraj Baid as Independent Director of the Company.		
6.	To appoint Mrs. Ruma Mukherjee as Independent Director of the Company.		
7.	To amend the manner of numbering of clauses in the Memorandum of Association.		
8.	To amend the heading of existing Clause (III)(B) of the Incidental or Ancillary Objects Clause of the Memorandum of Association		

MEGA NIRMAN & INDUSTRIES LIMITED

Regd. Office: - 257, Second floor, Satyam tower, Commercial Complex, Paschim Vihar New Delhi- 110063

Tel. No. 011-47075887, website: www.mnil.in

CIN: L70101DL1983PLC015425, email id: secretarial.mnil@gmail.com

9.	To Consider deletion of the Objects Clauses of the Memorandum of Association		
10.	To alter the existing liability clause (clause IV) of the Memorandum of Association.		
11.	To adopt the new set of Articles of Association of the Company as per Table-F of the Companies Act, 2013		

Place:

Date:

Signature of Shareholder

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

32nd Annual General Meeting of Mega Nirman & Industries Limited

Full name of the members attending _____
(In block capitals)

Ledger Folio No. /Client ID No. _____ No. of shares held: _____
Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I, hereby record my presence at the 32nd Annual General Meeting of the **Mega Nirman & Industries Limited**, Address: 257, Second floor, Satyam tower, Commercial Complex, Paschim Vihar New Delhi- 110063, on Monday, the 21st September, 2015.

(Member's /Proxy's Signature)

MEGA NIRMAN & INDUSTRIES LIMITED

Regd. Office: - 257, Second floor, Satyam tower, Commercial Complex, Paschim Vihar New Delhi- 110063

Tel. No. 011-47075887, website: www.mnil.in

CIN: L70101DL1983PLC015425, email id: secretarial.mnil@gmail.com

**Annexure-1****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company	
Registered Office	

Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We , being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	

MEGA NIRMAN & INDUSTRIES LIMITED

Regd. Office: - 257, Second floor, Satyam tower, Commercial Complex, Paschim Vihar New Delhi- 110063

Tel. No. 011-47075887, website: www.mnil.in

CIN: L70101DL1983PLC015425, email id: secretarial.mnil@gmail.com

Resolutions

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	To appoint a Director in place of Mr. Niranjan Poddar, who retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.		
3.	Ratify the appointment of M/s. PVR-N & CO. , Chartered Accountants as Statutory Auditors & fixing their remuneration.		
4.	To appoint Mr. Shubham Kr. Agarwal as Whole Time Director of the Company		
5.	To appoint Mr. Devraj Baid as Independent Director of the Company.		
6.	To appoint Mrs. Ruma Mukherjee as Independent Director of the Company.		
7.	To amend the manner of numbering of clauses in the Memorandum of Association.		
8.	To amend the heading of existing Clause (III)(B) of the Incidental or Ancillary Objects Clause of the Memorandum of Association		
9.	To Consider deletion of the Objects Clauses of the Memorandum of Association		
10.	To alter the existing liability clause (clause IV) of the Memorandum of Association.		
11.	To adopt the new set of Articles of Association of the Company as per Table-F of the Companies Act, 2013		

* Applicable for investors holding shares in Electronic form.

Affix Revenue Stamps

Signed this ____ day of ____ 20__

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

Across Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company.