



**Ref: MNIL/BSE/2023**  
**Date: 01/09/2023**

**BSE LIMITED**  
Department of Corporate Services  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**Scrip Code: 539767 ISIN: INE216Q01010**

**Sub: Annual Report 2022-23**

Dear Sir/Ma'am

This has further to our communication dated August 25, 2023 intimating the AGM of the Company to be held on Wednesday, September 27, 2023.

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the Financial Year 2022-23 along with Notice of AGM. The same has also been sent to the members through electronic mode.

The Annual Report including AGM Notice are also available on the Company's web-site [www.mnil.in](http://www.mnil.in)

Thanking you,  
Yours Faithfully

**For Mega Nirman & Industries Limited**

KANIKA  
CHAWLA

Digitally signed by KANIKA CHAWLA  
DN: cn=KANIKA CHAWLA,  
o=Mega Nirman & Industries Limited, ou=Corporate Services,  
email=kanika.chawla@mnil.in, c=IN  
Date: 2023.09.01 10:11:10 +05'30'

**Ms. Kanika Chawla**  
**Company Secretary & Compliance Officer**

Encl: a/a

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**MEGA NIRMAN & INDUSTRIES LIMITED**

C-1/50,5 Bharat Vihar Road,  
Raja Puri, Uttam Nagar, New Delhi-110059  
Phone: 011 - 49879687 |email: [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com)  
CIN: L70101DL1983PLC015425

The cover features a blurred background of a person working at a desk with a laptop and a calculator. Two large, thick, diagonal lines, one dark blue and one orange, cross the page. The text is centered in the white space between these lines.

ANNUAL REPORT  
2022-23

MEGA NIRMAN &  
INDUSTRIES LIMITED



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## CORPORATE INFORMATION

Whole Time Director  
**Mr. Ramanuj Murlinarayan Darak**

Executive Director  
**Mr. Anand Rai**  
**Mr. Zabihullah Burhani**  
**Mr. Ankan Gupta**

Non-Executive Independent Director  
**Mr. Govind Swaroop Mishra**  
**Mr. Monendra Srivastava**  
**Mrs. Sushma Jain**

Chief Financial Officer  
**Mr. Himanshu Gopal**

Company Secretary & Compliance Officer  
**Ms. Kanika Chawla**

**Statutory Auditors**  
A N S K & ASSOCIATES  
Chartered Accountants  
Office : 414, RG Trade Tower, Netaji Subhash  
Place, Pitampura, New Delhi-110034

**Banker**  
HDFC Bank, New Delhi

**Stock Exchange**  
Bombay Stock Exchange Limited

**MEGA NIRMAN & INDUSTRIES LIMITED**  
**CIN: L70101DL1983PLC015425**

**Registered Office:**  
C-1/50,5 Bharat Vihar Road,  
Raja Puri, Uttam Nagar, New Delhi-110059

**Internal Auditor**  
M/s DSAS & Associates, Chartered Accountants  
A-5/235, 1<sup>st</sup> Floor, Paschim Vihar,  
New Delhi-110063

**Registrar and Share Transfer Agent**  
Beetal Financial & Computer Services Pvt. Ltd,  
**Address:** Beetal House, 3<sup>rd</sup> Floor, 99,  
Madangir, behind LSC, New Delhi – 110062  
**Tel No:** 011- 29961281, 29961283  
Fax: 011-29961284

**E-mail for Members:**  
[Secretarial.mnil@gmail.com](mailto:Secretarial.mnil@gmail.com)

**Website:** [www.mnil.in](http://www.mnil.in)



## NOTICE

**NOTICE** is hereby given that **40<sup>th</sup> Annual General Meeting ('AGM')** of the members of Mega Nirman & Industries Limited ('THE COMPANY') will be held on Wednesday, the 27<sup>th</sup> day of September, 2023 at 11:00 A.M. at Maharaja Banquets Monarch Residency, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063, to transact the following Business:-:-

### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, including Board of Directors and Auditors Report thereon.
2. To re-appoint Mr. Zabihullah Burhani (DIN: 07097788), Director who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:-**

3. **REGULARIZE APPOINTMENT OF MR. GOVIND SWAROOP MISHRA (DIN: 09763273) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Govind Swaroop Mishra (DIN: 09763273) who was appointed as an Additional Director with effect from 12/10/2022 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Director of the Company of the Company for a period of 5 years

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby authorised severally, to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

4. **REGULARIZE APPOINTMENT OF MR. ANKAN GUPTA (DIN: 10187896) AS EXECUTIVE DIRECTOR OF THE COMPANY**

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ankan Gupta (DIN: 10187896) who was appointed as an Additional Director with effect from 01/06/2023 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company



**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby authorised severally, to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

**5. TO APPROVE PREFERENTIAL ALLOTMENT OF UPTO 2,50,00,000 (TWO CRORE AND FIFTY LAKHS) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 2,50,00,000 (Two Crore and Fifty Lakhs) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Rs. 10/- (Rupee Ten Only) each per Warrant, to persons belonging to ‘Non-Promoter, Public Category’, at an issue price of Rs. 15/- (Rupees Fifteen Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 37,50,00,000/- (Rupees Thirty-Seven Crores and Fifty Lakhs only), on such further terms and conditions as detailed herein below, to the below mentioned persons (“Proposed Allottees”):

S. No.	Name of the Proposed Allottees	Category	Warrants Quantity*
1.	M.D.S. Infrastructure Private Limited	Body Corporate	20,00,000
2.	Pearl Dealers Private Limited	Body Corporate	20,00,000
3.	One Tree Hill Properties Private Limited	Body Corporate	20,00,000
4.	Orchard Road Properties Private Limited	Body Corporate	20,00,000
5.	Ayodhya Vincom Private Limited	Body Corporate	20,00,000
6.	Kiwi Dealcom Private Limited	Body Corporate	20,00,000
7.	STRM India Securities Private Limited	Body Corporate	18,00,000
8.	Aryadeep Tie Up Private Limited	Body Corporate	17,00,000



9.	Sonali Gupta	Individual	20,00,000
10.	Vasu Mohlay	Individual	20,00,000
11.	Pooja Mohlay	Individual	17,00,000
12.	Puneet Kumar Mohlay	Individual	17,00,000
13.	Ankan Gupta	Individual	14,00,000
14.	Santosh Singhal	Individual	7,00,000
<b>Total</b>			<b>2,50,00,000</b>

*\*maximum quantity of warrants proposed to be allotted to respective allottee in the proposed Preferential Issue*

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Monday, August 28, 2023 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on September 27, 2023).

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants, being allotted to the Proposed Allottees, at the discretion of Board of Directors or Board Committee, may be listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- g) Warrants shall be issued and allotted by the Company only in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).



- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.”

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”





**6. RE-APPOINTMENT OF DIRECTOR, MRS. SUSHMA JAIN (DIN: 08545336) FOR SECOND TERM AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Sushma Jain (DIN: 08545336), who was appointed as an Independent Director of the Company for a term up to August 25, 2024, being eligible for being reappointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying intention to propose Mrs. Sushma Jain as a candidate for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office with effect from August 25, 2024 for a term of 5 years, and whose office shall not be liable to retire by rotation

**RESOLVED FURTHER THAT** any Director or Company Secretary be and are hereby authorised severally, to file necessary e-form with the Registrar of Companies and to do all such act(s), deed(s) and things(s) connected with the aforesaid matters or any other matter incidental or ancillary thereto for giving effect to the above said resolution.”

**By Order of the Board  
For Mega Nirman & Industries Limited**

**Place: New Delhi  
Date: 25.08.2023**

**Sd/-  
Kanika Chawla  
Company Secretary  
M.No. A50543**

**NOTES: -**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. As there is special business to be transacted at the 40<sup>th</sup> Annual General Meeting, therefore there is requirement to annex Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.
3. The details of Director/ Manager seeking re-appointment, in terms of the Companies Act, 2013 (including Secretarial Standard-2) are annexed hereto and forms part of this notice.



4. Relevant documents, if any and statutory registers will be open for inspection, in physical form, at the Registered Office of the Company on all working days up to the date of the AGM and will also be available for inspection at the AGM. Members seeking inspection of such documents can send an e-mail to [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com)
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting alongwith the Specimen Signature of representative authorised under said resolution to attend & vote on behalf of the meeting.
6. In terms of the Articles of Association, the facility for voting through polling paper in terms of Section 109 of the Act and the rules made thereunder shall be made available at the AGM.
7. Pursuant to Section 105 of Companies Act, 2013, a person shall act as proxy of not more than 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
8. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
9. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities shall be processed only if the securities are held in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization since physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members can contact Company's RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com). for assistance in this regard.
12. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.



- 13.** The attendance of the Members attending the EGM/AGM through Physically or through proxy/Authorised representative shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 14.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- 15.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 16.** Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representatives to attend/ participate in the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer by e-mail through their registered e-mail address at [apoorvandassociates@gmail.com](mailto:apoorvandassociates@gmail.com) with a copy to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 17.** In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat for trading by all investors. Members are, therefore advised to dematerialize their physical shareholding to avoid any inconvenience of trading in the shares of the Company.
- 18.** The Integrated Annual Report including the Notice of the AGM for the FY 2022-23 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participants ('DPs') unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Integrated Annual Report to those Members who request the same at [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com) mentioning their Folio No. / DP ID and Client ID. The Notice convening the 40<sup>th</sup> AGM has been uploaded on the website of the Company at [www.mnil.in](http://www.mnil.in) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. at [www.msei.in](http://www.msei.in). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- 19.** The cut-off date, i.e. Wednesday, 20<sup>th</sup> September 2023, shall only be entitled to avail the facility of remote e-voting/ voting at the AGM.
- 20.** Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.



21. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 20<sup>th</sup> September 2023 to Wednesday, the 27<sup>th</sup> September, 2023 (both days inclusive).
22. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/her death. Shareholders desirous of availing this facility may submit nomination in SH-13.
23. Updation of PAN and other details SEBI vide Circular dated November 3, 2021 and December 14, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [www.mnil.in](http://www.mnil.in) PAN details are to be compulsorily linked to Aadhaar by March 31, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after April 1, 2023, shall be frozen as per the aforesaid circular. Effective from January 1, 2022, any service requests/ complaints received from a Member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at [www.mnil.in](http://www.mnil.in) to furnish the abovementioned details.
24. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [www.mnil.in](http://www.mnil.in) in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular dated November 3, 2021. Changes intimated to the DP will then be automatically reflected in the Company's records.
25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
26. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and TPCL in case the shares are held by them in physical form.
27. The Equity Shares of the Company are listed with the Bombay Stock Exchange. The Company has paid the annual listing fees to the BSE Limited for the year 2022-23.
28. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting at AGM, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Private Limited by sending a mail at [beetalrta@gmail.com](mailto:beetalrta@gmail.com).



29. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062 India by following due procedure.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, 24<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 26<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20<sup>th</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> September, 2023.

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

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

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider</li></ol>



	<p>for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at</p>



[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.  
1800 22 55 33





**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file



is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**



1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [apoorvandassociates@gmail.com](mailto:apoorvandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [abhishekm@nsdl.com](mailto:abhishekm@nsdl.com) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.



**By Order of the Board  
For Mega Nirman & Industries Limited**

**Place: New Delhi  
Date: 25.08.2023**

**Sd/-  
Kanika Chawla  
Company Secretary  
M.No. A50543**

**EXPLANATORY STATEMENT**

*(Pursuant To Section 102(1) of the Companies Act, 2013)*

**Items to Special Business:**

**ITEM NO. 3:-**

Mr. Govind Swaroop Mishra (DIN: 09763273) who was appointed as an Additional Director (in the category of Independent Director) of the Company with effect from 12/10/2022. In terms of Section 161(1) of the Companies Act, 2013, Mr. Govind Swaroop Mishra holds office as an Additional Director Upto the date of this Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Govind Swaroop Mishra being proposed to be appointed as Independent Director of the Company for the period of 5 (five) consecutive years and not be liable to retire by rotation. Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and after completion of first term of his appointment, she may be re-appoint for second term.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Govind Swaroop Mishra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Govind Swaroop Mishra as an Independent Director, for approval by the members of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Govind Swaroop Mishra to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item No. 3 for the approval of the members as Ordinary Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

**ITEM NO. 4-**

Pursuant to Section 161 and 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provision of the Companies Act, 2013 or any other law for the time being in force, the Board of Directors and Nomination and



Remuneration Committee of the Company appointed Mr. Ankan Gupta (DIN: 10187896) as an Additional Director under category of Executive Director with effect from 01/06/2023.

Mr. Ankan Gupta, 26 years. He is a graduate in Commerce and has cleared ICAI IPCC Exams, having experience in the field of Finance, Taxation etc. His broad vision and strategies will help the Company to emerge from the challenging situations that the company may come across.

No Director, Key Managerial Personnel or their relatives, except Mr. Ankan Gupta to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item No. 4 for the approval of the members as Ordinary Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

#### **Item No. 5: Issue of warrants on Preferential Basis**

The Special Resolution contained in Item No. 5 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 2,50,00,000 (Two Crore and Fifty Lakhs) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to 'Non-Promoter, Public Category', on preferential basis, at an issue price of Rs. 15/- (Rupees Fifteen Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 37,50,00,000/- (Rupees Thirty-Seven Crores and Fifty Lakhs only).

The proposed Preferential Issue is to be issued to the persons belonging to 'Non-Promoter, Public Category' as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on August 25, 2023.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 5 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

#### **I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price**

The Board of Directors at its meeting held on August 25, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 2,50,00,000 (Two Crore and Fifty Lakhs) Fully Convertible Warrants at an issue price of Rs. 15/- (Rupees Fifteen Only) for an aggregate amount of up to Rs. 37,50,00,000/- (Rupees Thirty-Seven Crores and Fifty Lakhs only) for cash, by way of a preferential issue to the persons belonging to 'Non-Promoter, Public Category'.



## **II. Objects of the Preferential Issue**

### **Objects of the proposed Fund Raising under separate head:**

Subject to applicable laws and regulations, our Company intends to use the Net Proceeds to finance (in whole or part) one or more, or any combination of the following: (a) working capital requirements, including repayment or prepayment thereof, meeting various expenditure of the Company including contingencies;; (b) capital expenditure, including towards development, refurbishment and renovation of our assets (c) any other cost incurred towards the main business objects of the Company; and (d) financing of business opportunities, strategic initiatives; and/or (e) general corporate purpose

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

Though the requirement stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore

### **Schedule of Implementation and Deployment of Funds**

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by July, 2025.

### **Interim Use of Proceeds**

Our management will have flexibility in deploying the Proceeds received by our Company from the Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

## **III. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is Monday, August 28, 2023 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on September 27, 2023).

## **IV. Basis on which the price has been arrived at and justification for the price (including premium, if any);**

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on BSE. Also, the allotment to the proposed allottees belonging to Public Category would be more than 5% of the post issue fully diluted share capital. Thus, in compliance with the Regulation 166A of the SEBI (ICDR) Regulations, 2015 as the preferential issue to the proposed allottees is more than 5% of the post issue fully diluted share capital of the Company,



the minimum issue price per warrant is higher of the price determined through following methods was considered:

a) The Equity Shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 14.07/- each.

b) The price determined through Valuation report of Mr. Angad Singh, Registered Valuer (IBBI/RV/03/2021/14621) i.e., Rs. 14.40/- per warrant. The said report is available on the website of the Company at [www.mnil.in](http://www.mnil.in)

c) Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis

After considering the above, management of the company decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 15/- (Rupees Fifteen Only) each.

**V. Amount which the company intends to raise by way of such securities;**

Aggregate amount of up to Rs. 37,50,00,000/- (Rupees Thirty-Seven Crores and Fifty Lakhs only)

**VI. Name and address of valuer who performed valuation;**

Mr. Angad, 4746, Sector-125, New Sunny Enclave, Mohali – 140301, Punjab, Registered valuer (IBBI Regd. No. IBBI/RV/03/2021/14261)

**VII. Principal terms of Assets charged as securities: Not Applicable**

**VIII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable**

**IX. Valuation for consideration other than cash: Not Applicable**

**X. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

The Director of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued written against their names as detailed in the following table:

Name	Category	No. of Warrants
Ankan Gupta	Non-Promoter, Public	14,00,000

**XI. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil**

**XII. The Shareholding Pattern of the issuer before and after the preferential issue**

Category	Pre-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	%





<b>A) Promoter Shareholding</b>					
Indian					
a) Individuals & HUF	75,100	2.24	-	75,100	0.26
b) Body Corporates	-	-	-	-	-
c) Any Other(specify)	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>75,100</b>	<b>2.24</b>	<b>-</b>	<b>75,100</b>	<b>0.26</b>
2) Foreign Promoters	-	0.00	-	-	-
<b>Total Promoter Shareholding A=A1 +A2</b>	<b>75,100</b>	<b>2.24</b>	<b>-</b>	<b>75,100</b>	<b>0.26</b>
<b>B) Public Shareholding</b>					
B1) Institutional Investors	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
<b>B3 Others</b>					
a) Individuals	26,80,282	80.08	95,00,000	1,21,80,282	42.97
b) Body Corporate	5,07,295	15.15	1,55,00,000	1,60,07,295	56.47
c)Others (Including NRI, HUF)	84,823	2.53	-	84,823	0.30
<b>Total Public Shareholding B=B1+B2+ B3</b>	<b>32,72,400</b>	<b>97.76</b>	<b>2,50,00,000</b>	<b>2,82,72,400</b>	<b>99.74</b>
C) Non-Promoter - Non-Public	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>33,47,500</b>	<b>100.00</b>	<b>2,50,00,000</b>	<b>2,83,47,500</b>	<b>100.00</b>

Notes:

(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. 25<sup>th</sup> August, 2023

(2) Post shareholding structure may change depending upon any other corporate action in between.

**XIII. Proposed time limit within which the allotment shall be completed:**

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. September 27, 2023 provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

**XIV. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice.

**XV. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

S. No.	Name of the proposed allottee	Category	Type of securities	Name of Ultimate Beneficial Owner
1	M.D.S. Infrastructure Private Limited	Non Promoter-Public	Warrants	Taniya Rao and Chandan das



2	Pearl Dealers Private Limited	Non Promoter-Public	Warrants	Suraj Rajak
3	One Tree Hill Properties Private Limited	Non Promoter-Public	Warrants	Rohit Kumar Koiri and Santanu Biswas
4	Orchard Road Properties Private Limited	Non Promoter-Public	Warrants	Rohit Kumar Koiri and Santanu Biswas
5	Ayodhya Vincom Private Limited	Non Promoter-Public	Warrants	Avijit Mallick
6	Kiwi Dealcom Private Limited	Non Promoter-Public	Warrants	Gopal Dey
7	STRM India Securities Private Limited	Non Promoter-Public	Warrants	Himanshu Rajput
8	Aryadeep Tie Up Private Limited	Non Promoter-Public	Warrants	Ajoy Saha
9	Sonali Gupta	Non Promoter-Public	Warrants	Not Applicable*
10	Vasu Mohlay	Non Promoter-Public	Warrants	Not Applicable*
11	Pooja Mohlay	Non Promoter-Public	Warrants	Not Applicable*
12	Puneet Kumar Mohlay	Non Promoter-Public	Warrants	Not Applicable*
13	Ankan Gupta	Non Promoter-Public	Warrants	Not Applicable*
14	Santosh Singhal	Non Promoter-Public	Warrants	Not Applicable*

\*Being allottee a natural Person

**XVI. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Name	Pre-Issue Shareholding Structure		No. of Warrants to be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	%
M.D.S. Infrastructure Private Limited	Nil	Nil	20,00,000	20,00,000	7.06
Pearl Dealers Private Limited	Nil	Nil	20,00,000	20,00,000	7.06
One Tree Hill Properties Private Limited	Nil	Nil	20,00,000	20,00,000	7.06
Orchard Road Properties Private Limited	Nil	Nil	20,00,000	20,00,000	7.06
Ayodhya Vincom Private Limited	Nil	Nil	20,00,000	20,00,000	7.06
Kiwi Dealcom Private Limited	Nil	Nil	20,00,000	20,00,000	7.06
STRM India Securities Private Limited	1000	0.03	18,00,000	18,01,000	6.35
Aryadeep Tie Up Private Limited	Nil	Nil	17,00,000	17,00,000	6.00
Sonali Gupta	Nil	Nil	20,00,000	20,00,000	7.06
Vasu Mohlay	Nil	Nil	20,00,000	20,00,000	7.06



Pooja Mohlay	Nil	Nil	17,00,000	17,00,000	6.00
Puneet Kumar Mohlay	Nil	Nil	17,00,000	17,00,000	6.00
Ankan Gupta	Nil	Nil	14,00,000	14,00,000	4.94
Santosh Singhal	Nil	Nil	7,00,000	7,00,000	2.47

**Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.**

**XVII. Lock-in Period:**

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**XVIII. Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

**XIX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable**

**XX. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Name of the Allottees	Current Status	Post Status
M.D.S. Infrastructure Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Pearl Dealers Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
One Tree Hill Properties Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Orchard Road Properties Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Ayodhya Vincom Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Kiwi Dealcom Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
STRM India Securities Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category



Aryadeep Tie Up Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
Sonali Gupta	Non-Promoter, Public Category	Non-Promoter, Public Category
Vasu Mohlay	Non-Promoter, Public Category	Non-Promoter, Public Category
Pooja Mohlay	Non-Promoter, Public Category	Non-Promoter, Public Category
Puneet Kumar Mohlay	Non-Promoter, Public Category	Non-Promoter, Public Category
Ankan Gupta	Non-Promoter, Public Category	Non-Promoter, Public Category
Santosh Singhal	Non-Promoter, Public Category	Non-Promoter, Public Category

**XXI. Practicing Company Secretary's Certificate:**

The certificate from Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.mnil.in](http://www.mnil.in)

**XXII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

**ITEM NO. 6: RE-APPOINTMENT OF DIRECTOR, MRS. SUSHMA JAIN (DIN: 08545336) FOR SECOND TERM AS INDEPENDENT DIRECTOR OF THE COMPANY:**

Mrs. Sushma Jain, (DIN: 08545336) was appointed as Independent Director of the Company on August 26, 2019 pursuant to the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force for a period of 5 years. Now the term of Mrs. Sushma Jain, (DIN: 08545336) as Independent Director on the Board of the Company will expire on August 25, 2024.

The Nomination & Remuneration Committee at its Meeting held on August 25, 2023 after taking into account the performance evaluation of Mrs. Sushma Jain, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by him during his tenure as an Independent Director since appointment, has recommended to the Board that continued association of Mrs. Sushma Jain as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mrs. Sushma Jain as Independent Directors on the Board of the Company, to hold office



for the second term of five consecutive years commencing from August 25, 2024 upto August 24, 2029 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Sushma Jain (DIN: 08545336) for appointment to the office of Independent Directors.

No Director, Key Managerial Personnel or their relatives, except Mrs. Sushma Jain to whom the resolution(s) relates, is interested or concerned in the resolution(s).

The Board commends the resolutions set forth in Item No. 6 for the approval of the members as Special Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

**By Order of the Board  
For Mega Nirman & Industries Limited**

**Place: New Delhi  
Date: 25.08.2023**

**Sd/-  
Kanika Chawla  
Company Secretary  
M.No. A50543**

**Annexure to the Notice**

**INFORMATION PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 READ WITH THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTOR PROPOSED TO BE RE-APPOINTED**

**ITEM NO. 3: REGULARISATION OF MR. GOVIND SWAROOP MISHRA**

Mr. Govind Swaroop Mishra; 52 years (DOB: 20/08/1970) is Non-Executive Director of Mega Nirman & Industries Limited. He is Post graduate and has a 20 years 'experience in the field of Media. He Served several Print & electronic media organizations with senior position and Heading a NGO, named Swastik educational & social org.

He is on the Board of the Company since 12/10/2022. He doesn't hold any share of the Company. He does not hold directorship in any other company except Mega Nirman & Industries Limited.

**Details of his Committee Chairmanship/memberships:**

As on August 21, 2023, Mr. Govind Swaroop Mishra hold membership in Nomination and Remuneration committee.

**Other Details:**

1. **Remuneration:** NIL



- |  |  |
|--|--|
| 2. <b>Last Drawn Remuneration:</b>                 | Not Applicable                         |
| 3. <b>Number of Meetings attended:</b>             | As per the Corporate Governance Report |
| 4. <b>Relationship between Directors inter-se:</b> | Not related to any director            |

#### **ITEM NO. 4: REGULARISATION OF MR. ANKAN GUPTA**

Mr. Ankan Gupta; 26 years (DOB: 09/12/1997) is Executive Director of Mega Nirman & Industries Limited. He is a graduate in Commerce and has cleared ICAI IPCC Exams, having experience in the field of Finance, Taxation etc.

He is on the Board of the Company since 01/06/2023. He doesn't hold any share of the Company. He does not hold directorship in any other company except Mega Nirman & Industries Limited.

#### **Details of his Committee Chairmanship/memberships:**

As on August 25, 2023, Mr. Ankan Gupta does not hold membership in Nomination and Remuneration committee.

#### **Other Details:**

- |  |  |
|--|--|
| 1. <b>Remuneration:</b>                            | NIL                                    |
| 2. <b>Last Drawn Remuneration:</b>                 | Not Applicable                         |
| 3. <b>Number of Meetings attended:</b>             | As per the Corporate Governance Report |
| 4. <b>Relationship between Directors inter-se:</b> | Not related to any Director            |

#### **ITEM NO. 6: APPOINTMENT OF INDEPENDENT DIRECTOR FOR SECOND TERM, MRS. SUSHMA JAIN**

Mrs. Sushma Jain; 61 years (D.O.B. – 08/08/1962), She is a Non-Executive Director of the Company and had completed her B. Com (pass) from Shaheed Bhagat Singh College, University of Delhi in year, 1984. She worked as an agent advisor in Max Life insurance company from 2008-2014. Recently she is an agent advisor of LIC and Max bupa. (2014-present).

She is on the Board of the Company since 26/08/2019. She doesn't hold any share of the Company. Also he hold directorship in Ace Edutrend Limited and Be Swasth Healthcare Limited w.e.f. 15/04/2022 and 27/09/2019 respectively.

#### **Details of her Committee Chairmanship/memberships:**

As on 25/08/2023, Mrs. Sushma Jain hold membership in Audit committee and Nomination and Remuneration Committee.

#### **Other Details:**

- |  |  |
|--|--|
| 1. <b>Nationality:</b>                             | Indian                                 |
| 2. <b>Remuneration:</b>                            | NIL*                                   |
| 3. <b>Last Drawn Remuneration:</b>                 | Not Applicable                         |
| 4. <b>Number of Meetings attended:</b>             | As per the Corporate Governance Report |
| 5. <b>Relationship between Directors inter-se:</b> | Not related to any director            |



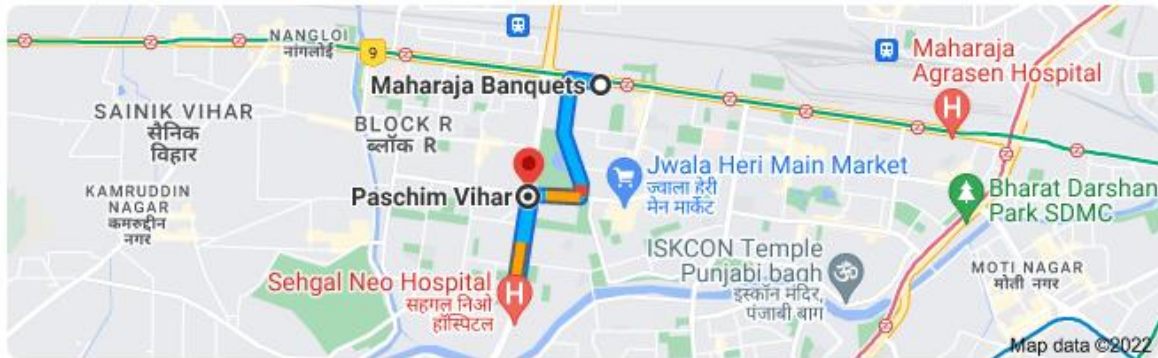
**\*Note: Currently Income is NIL. However it may be revised and that remuneration will be in compliance with the provision of the law as applicable on Company from time to time.**

**MEGA NIRMAN & INDUSTRIES LIMITED**  
**Route Map of the venue of 40<sup>th</sup> Annual General Meeting**

**Day:** Wednesday  
**Date:** September 27, 2023  
**Time:** 11:00 A.M.  
**Venue:** A-1/20 A, Paschim Vihar, Rohtak Road,  
Near Metro Station Paschim Vihar (West), New Delhi-110063

**ROUTE MAP TO THE VENUE**

Maharaja Banquets  
A-1/20A, Paschim Vihar, Rohtak Road, New Delhi-110063





**PROXY FORM**  
**MGT-11**

[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 Address	
E-mail Id	
Folio No /Client ID*	
DP ID	

I/We, being the member(s) of ..... shares of the above named Company hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having email \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having email \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having email \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 40<sup>th</sup> Annual General Meeting the members of the Company to be held on **Wednesday, 27/09/2023 at 11:00 AM at Maharaja Banquets, A-1/20 A, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar(West), New Delhi-110063 and at any adjournment thereof in respect of such resolutions as are indicated below:**

S.N.	Resolution(S)	Vote	
		For	Against
	<b><u>ORDINARY BUSINESS</u></b>		
1.	CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.		
2.	RE-APPOINT MR. MR. ZABIHULLAH BURHANI (DIN: 07097788), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT		
3.	REGULARIZE APPOINTMENT OF MR. GOVIND SWAROOP MISHRA (DIN: 09763273) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY		
4.	REGULARIZE APPOINTMENT OF MR. ANKAN GUPTA (DIN: 10187896) AS EXECUTIVE DIRECTOR OF THE COMPANY		





5.	PREFERENTIAL ALLOTMENT OF UPTO 2,50,00,000 (TWO CRORE AND FIFTY LAKHS) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY		
6.	RE-APPOINTMENT OF DIRECTOR, MRS. SUSHMA JAIN (DIN: 08545336) FOR SECOND TERM AS INDEPENDENT DIRECTOR OF THE COMPANY:		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Affix Revenue  
Stamps of Rs.  
1/-

**Signature of Member**                      **Signature of Proxy holder**  
**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.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- 5) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 6) Undated proxy form will not be considered valid.
- 7) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- 8) As provided under Regulation 44 of the SEBI Listing Regulations, 2015, a shareholder may vote either for or against each resolution.



**Mega Nirman & Industries Ltd.**

Reg. off: C-1/50,5 Bharat Vihar Road, Raja Puri, Uttam Nagar, New Delhi-110059.

E-mail id: [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com) , Website: [www.mnil.in](http://www.mnil.in)

CIN: L70101DL1983PLC015425, Ph: 011-49879687

**ATTENDANCE SLIP**

**40<sup>th</sup> Annual General Meeting, Wednesday, 27/09/2023 at  
Maharaja Banquets**

Ledger Folio No. \_\_\_\_\_

Client ID NO. \_\_\_\_\_

DP ID No. \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I, hereby record my presence at the **40<sup>th</sup> ANNUAL GENERAL MEETING** of the Company, at **Maharaja Banquets**, A-1/20 A, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar (West), New Delhi-110063, on Wednesday, 27/09/2023 at 11:00 AM.

(Member's /Proxy's name in BLOCK Letters)

(Member's /Proxy's Signature)

***Note:** Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.*



## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report of your company for the financial year ended on 31<sup>st</sup> March, 2023 is as under:

### a. **Industry Structure and Development**

The Company is involved in the business of acquiring, dealing in other precious metals, precious stones, jewelry and buying, selling and dealing, wholesale and retailing, in precious metals, precious stones, jewelry and articles made of precious metals, precious stones articles of virtue and objects of art.

During the current financial year the Company has made turnover of Rs. 169.185 lakhs.

### b. **Outlook, Opportunities and Threats**

Mega Nirman & Industries Limited has very strategically build the business to achieve profitable growth while maintaining a healthy Balance Sheet. In times like now, the Company is ahead in the game to not only follow through on the existing growth plans but capitalise on the market opportunity aiming for superior results.

#### **Opportunities:**

- Increased scalability in adjacent categories
- Advent of new digital platforms
- Advanced manufacturing facilities
- Reinforcing the deep discounting proposition
- Replicability and scalability across developing countries
- Business-friendly government policies

#### **Threats:**

- Low-cost end-to-end business model being adopted by existing or new competitors.
- Increase in cyber threats.

## **FINANCIAL PERFORMANCE OVERVIEW**

### **1. Balance sheet analysis:**

A comparative table showing synopsis of FY 2023 vs. FY 2022 is provided below:

(Rs. In Lakhs)

<b>Particulars</b>	<b>2023</b>	<b>2022</b>	<b>Increase / (Decrease)</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Share capital</b>	334.75	334.75	-
<b>Reserves and surplus</b>	160.02	159.37	+0.65
<b>Net worth</b>	<b>494.77</b>	<b>494.12</b>	<b>+0.65</b>



<b>Non- current liabilities</b>	559.40	559.40	-
<b>Current liabilities</b>	98.072	103.89	-5.818
<b>Total</b>	<b>1156.605</b>	<b>1163.854</b>	<b>-7.249</b>
<b>ASSETS</b>			
<b>Non-current assets</b>	871.143	743.914	127.229
<b>Current assets</b>	285.462	419.94	-134.478
<b>Total</b>	<b>1156.605</b>	<b>1163.854</b>	<b>-7.249</b>

## **2. Profit and Loss analysis:**

A comparative table showing synopsis of FY 2023 vs. FY 2022 is provided below:

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>	<b>Increase / (Decrease)</b>
<b>Income</b>	169.185	40.991	128.194
Total Expenditure	167.557	31.374	136.183
Net Profit/(Loss) before Tax (PBT)	1.628	9.617	(7.989)
Provision for Income Tax-Current	(0.463)	(2.332)	1.869
Provision for Deferred Tax	0.046	(0.109)	0.063
<b>Profit for the period</b>	<b>1.21</b>	<b>7.176</b>	<b>(5.966)</b>

### **SEGMENT WISE PERFORMANCE:**

The Company has mainly one reportable business segment; hence no further disclosure is required under Indian Accounting Standard (Ind AS) 108 on Operating segment.

### **RISKS AND CONCERNS:**

Please refer to Para 12 of the Board's Report

### **HUMAN RESOURCES:**

Please refer to Para 13 of the Board's Report

### **INTERNAL CONTROL SYSTEMS:**

Please refer to Para 18(xi) of the Board's Report

### **CAUTIONARY STATEMENT:**



The statements made in this report describe MNIL's objectives, expectations and projections that may be forward looking statements. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Companies Management.

## **DIRECTORS' REPORT**

To the Members,  
Mega Nirman & Industries Limited

Your Directors have pleasure in presenting the 40<sup>th</sup> Annual Report together with audited financial statements & accounts for the financial year ended March 31, 2023.

### **1. FINANCIAL RESULTS**

Particulars	(Amount in Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
Income	169.185	40.99
Total Expenditure	167.557	31.37
Net Profit / (Loss) before Exceptional and Extraordinary items and Tax	1.628	9.61
Extraordinary items	-	-
Net Profit/(Loss) before Tax (PBT)	1.628	9.61
Provision for Income Tax-Current	0.463	2.33
Provision for Deferred Tax	0.046	0.10
<b>Profit for the period</b>	<b>1.21</b>	<b>7.17</b>

The Financial Statement, in accordance with the Companies Act, 2013 ("the Act"), Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and applicable Accounting Standards forms part of this Report.

### **2. STATE OF COMPANY'S AFFAIR & OPERATIONS**

The Company is involved in the business of acquiring, dealing in other precious metals, precious stones, jewellery and buying, selling and dealing, wholesale and retailing, in precious metals, precious stones, jewellery and articles made of precious metals, precious stones articles of virtue and objects of art.



### **3. DIVIDEND AND TRANSFER TO RESERVES**

During the year under review, the Company has not earned much profit and hence your Director proposes to plough back the profits in the business of the Company and create reserve for the Company. Accordingly, the Board of Directors has not recommended any dividend for the financial year 2022-23.

### **4. CAPITAL STRUCTURE / STOCK OPTION**

Authorised Share Capital:

The authorized share capital of the Company as at March 31, 2023 was Rs. 28, 25, 00,000/-

Paid-up Share Capital:

The paid-up share capital as at March 31, 2023 stands at Rs. 3,34,75,000/- comprising of 33,47,500 equity shares of Rs. 10/- each fully paid up.

There was no public issue, bonus issue or preferential issue, etc. during the year.

### **5. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In compliance with the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, the following are the Directors of the Company designated as follows:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1.	Mr. Monendra Srivastava	Independent Director	May 05, 2016	-
2.	Mrs. Sushma Jain	Independent Director	August 26, 2019	-
3.	Mr. Vinay Singh*	Independent Director	January 16, 2021	July 12, 2022
4.	Mr. Mohan Jagdish Agarwal	Executive Director	February 10, 2021	July 21, 2023
5.	Mr. Zabihullah Burhani	Executive Director	July, 21, 2022	-
6.	Mr. Anand Rai	Executive Director	June 25, 2021	-
7.	Mr. Govind Swaroop Mishra	Independent Director	October 12, 2022	-
8.	Mr. Ankan Gupta	Executive Director	June 01, 2023	-

\*Mr. Vinay Singh resigned from the post of Independent Director W.e.f. 12.07.2022.

Key Managerial Personnel

In compliance with the provisions of Section 203 of the Companies Act, 2013 and rules made thereunder, the following are the Key Managerial Personnel's of the Company designated:



Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation
1.	Mr. Zabihullah Burhani*	Whole Time Director	January 11, 2021	July 21, 2022*
2.	Mr. Ramanuj Murlinarayan Darak **	Whole Time Director	July 21, 2022#	-
3.	Ms. Kanika Chawla	Company Secretary	August 10, 2019	-
4.	Mr. Himanshu Gopal	Chief Financial Officer	August 27, 2019	-

\*Mr Zabihullah Burhani cease to be Wholetime director w.e.f. 21.07.2022\*.

#### **6. DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have given declaration that they meet the criteria of independence as provided under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

#### **7. MEETINGS OF THE BOARD & COMMITTEE 's**

A tentative calendar of Meeting is prepared and circulated well in advance to the Directors. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

During the year ended March 31, 2023, the Board met 7 times, Audit Committee met 5 times and Nomination & Remuneration Committee met 2 times. The details of Board/committee meetings and the attendance of Directors are provided in the Corporate Governance Report, which forms a part of this Report.

Further, all the recommendations of Audit Committee were accepted by the Board of Directors.

#### **8. INDEPENDENT DIRECTORS MEETING**

During the Financial Year 2022-23 one meeting of the Independent Directors was held on 20.03.2023 to discuss the evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole, evaluation of the performance of the Chairman of the Company taking into account the views of the executive and non-executive Directors and evaluation of the quality, content and timeliness of the flow of information between the management and Board which is necessary for the Board to perform its duties.

#### **9. APPOINTMENT AND REMUNERATION POLICY**

The Company has formulated a remuneration policy which provides the manner of selection of Board of Directors, KMP and their remuneration. In case of appointment of independent Directors, the Nomination and



Remuneration Committee shall satisfy itself with regard to independent nature of the Directors viz-a-viz the company so as to enable the Board to discharge its performance and duties effectively.

## **10. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/Committees was carried out for the financial year 2022-23. A statement on annual evaluation by the Board of its performance and performance of its Committees as well as Individual Directors forms part of the Corporate Governance Report.

## **11. AUDITORS & AUDIT REPORTS**

- Statutory Auditors:

M/s. ANSK & Associates, Chartered Accountants, (Firm Registration No. 026177N) were appointed as statutory auditors of the company at the Annual General Meeting (AGM) held on 20/08/2022 for a term of Five years i.e. from conclusion of 39<sup>th</sup> AGM till the conclusion of 44<sup>th</sup> AGM of the company to be held in year 2027, pursuant to Section 139 of the Companies Act, 2013. The requirement for the annual ratification of the auditor's appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

The Auditors' Report for the financial year ended 31st March, 2023 on the financial statements of the Company forms a part of this Annual Report. There are disclaimer of opinion in the Auditors' Reports. The Board take note of the same and try to comply it.

- Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors in its meeting held on 25/08/2023 had appointed **M/s Apoorv & Associates (COP No. 21063)**, to undertake the Secretarial Audit of the Company for the Financial Year 2022-23. The Secretarial Auditors have submitted their report, confirming compliance by the Company of all the provisions of applicable corporate laws. The Report does contain qualification, The Board take note of the same and try to comply it. The views of management on that is mentioned in this Board Report. The Secretarial Audit Report is annexed as **Annexure-I** to this report.

Details in respect of frauds reported by auditors under section 143(12):

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013.

## **12. RISK MANAGEMENT**

The Company has a well-defined process to ensure risks are identified and steps to treat them are put in place at the right level in the management. The operating managers are responsible for identifying and putting in place mitigation plan for operational and process risks. Key strategic and business risks are identified and managed by the senior leadership team in the organization.





The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and has established a framework for mitigating controls and reporting mechanism of such risks. Some of the risks that the Company is exposed to are: (i) Financial Risk (ii) Regulatory Risks (iii) Human Resources Risks (iv) Strategic Risks.

Further, The Company is not mandatorily required to constitute Risk Management Committee, but our Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures.

### **13. HUMAN RESOURCES**

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company is committed to nurturing, enhancing and retaining talent through superior Learning & Organizational Development.

The Company believes that our people are our biggest assets and hence we invest in productive training programs for them. The Company encourages people to explore opportunities in harmony with their natural talent and nurture them to grow.

The Company embed a sense of inclusion and equality in our people. This means fostering a conducive work environment that enhances professional and personal growth. Our strong team culture of mutual trust, oneness, learning, care and concern is a key inspiration to meet tomorrow's challenges.

The Company has also adopted a Policy on Prevention of Sexual Harassment at workplace for the financial year 2022-23. Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **14. CORPORATE SOCIAL RESPONSIBILITY**

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

### **15. INVESTOR SERVICES**

In its endeavour to improve investor services, your Company has taken the following initiatives:

- An Investor Section on the website of the Company [www.mnil.in](http://www.mnil.in) has been created.
- There is a dedicated e-mail id [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com) for sending communications to the Company Secretary.

Members may lodge their requests, complaints and suggestions on this e-mail as well.

### **16. CORPORATE GOVERNANCE**

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance, forms an integral part of this report.

A certificate from the Practising Company Secretary confirming compliance of conditions of Corporate Governance as stipulated in Part E of the Schedule V of the Listing Regulations is annexed to the Corporate Governance Report as "Annexure I".



## **17. MANAGEMENT DISCUSSION & ANALYSIS**

Management Discussion and Analysis Report, as stipulated under the Listing Regulations is presented in a separate Section forming part of this Annual Report.

## **18. OTHER STATUTORY DISCLOSURES**

- i. Extract of Annual Return:** Pursuant to Section 92(3) of the Act, the Annual Return for the Financial Year ended on 31st March, 2023 shall be uploaded on the website of the Company and can be accessed through the link [www.mnil.in](http://www.mnil.in)
- ii. Disclosure under Section 148 of Companies Act, 2013:** Company is not required to maintain the cost records and accounts as specified under section 148 of Companies Act, 2013 as it not applicable on the Company.
- iii. Deposits:** The Company did not invite/accept any deposits covered under Chapter V of the Act. Accordingly no disclosure or reporting is required in respect of details relating to deposits covered under this Chapter.
- iv. Loans, Guarantees and Investments:** The details of Loans, Guarantees and Investments covered under Section 186 of the Act form part of the notes to the financial statements.
- v. Particulars of Contracts or Arrangements with the Related Parties:** There were no related party transactions during the year as specified under section 188 of Companies Act, 2013.
- vi. Significant or Material orders:** No significant or material orders were passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future. During the financial year under review, neither any application is made by the Company, nor is any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016.
- vii. Vigil Mechanism/Whistle Blower Policy:** The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. This Policy is hosted on the Company's website: ([http://mnil.in/?page\\_id=369](http://mnil.in/?page_id=369)). The details of Vigil Mechanism (Whistle Blower Policy) adopted by the Company have been disclosed in the Corporate Governance Report attached to this report and form an integral part of this report.
- viii. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:** Most of the information as required under Section 134 of the Act, read with Rule 8 companies (Accounts) Rules, 2014 as amended is not applicable. However, the information has been given in *Annexure 3* and forms part of this Corporate Governance Report.



- ix. Particular of Employees:** Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, which form part of the Directors' Report, will be made available to any shareholder on request, as per provisions of Section 136(1) of the said Act.
- x. Sexual Harassment:** Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- xi. Details of internal financial controls with reference to the financial statements:** The Company has put in place adequate internal financial controls over financial reporting. These are reviewed periodically and made part of work instructions or processes in the Company. The Company continuously tries to automate these controls to increase its reliability. This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- The internal financial controls with reference to the financial statements were adequate and operating effectively.
- xii. Details of Holding, Subsidiary, Joint Venture and Associate Company:** The Company does not have any Holding, Subsidiary or Associate Company and does have any joint venture during the period under review.

## **19. DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance of Section 134(5) of the Act, your Directors, based on the representation received from the management, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31, 2023 and of the profits of the company for the year ended March 31, 2023;
- the directors had 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 and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## 20. ACKNOWLEDGMENTS

Your Directors acknowledge with gratitude the co-operation and assistance received from the Central and State Government Authorities. Your Directors thank the Shareholders, Banks, Customers, Vendors and other business associates for the confidence reposed in the Company and its management and look forward to their continued support. The Board places on record its appreciation for the dedication and commitment of the employees at all levels, which has continued to be our major strength.

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

Sd/-

Sd/-

Place : New Delhi  
Date : 25/08/2023

Anand Rai  
Director  
DIN: 06855524

Sushma Jain  
Director  
DIN: 08545336

Annexure 1

## FORM NO MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

*[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  
C-1/50,5 Bharat Vihar Road, Raja Puri,  
Uttam Nagar New Delhi 110059 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **MEGA NIRMAN & INDUSTRIES LIMITED CIN: L70101DL1983PLC015425** (“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 **MEGA NIRMAN & INDUSTRIES LIMITED (CIN: L70101DL1983PLC015425)** (“the Company”) 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 2023, 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:

1. 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 31<sup>st</sup> March 2023 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: ***Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there were no reportable events during the financial year under review.***
- 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 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021;
- 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; **(Not applicable to the Company during the audit period)**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**vi) Other Laws**

- 1) Labour Laws: As per information received by the Company none of the Labour Laws applicable on the Company

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii) The SEBI (LODR) Regulation 2015 entered into by the Company with Stock Exchanges
- iii) During the period under review and as per explanations and clarifications given to me 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 except the following observations:

***1. Pursuant to provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force) Every individual – (a) who has been appointed as an independent director in a company, on the date of commencement of the Companies***



*(Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, shall within a period of thirteen months from such commencement; or*

*(b) who intends to get appointed as an independent director in a company after such commencement, shall before such appointment, apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time, and from time to time take steps as specified in sub-rule (2), till he continues to hold the office of an independent director in any company:*

*However, Mr. Monendra Srivastava, Mrs. Sushma Jain and Mr. Govind Swaroop Mishra, independent directors in the company have not applied to the institute for inclusion of their name in the data bank, hence stand ineligible to be appointed as such in the office of independent directors in the company.*

*2. Pursuant to the provisions of Regulation 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.*

*However, Company has not maintained structured digital database during the Audit Period*

*3. Pursuant to Regulation 17 1 (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors and Pursuant to Regulation 17 1 (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:*

*Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.*

*However, Mr. Monendra Srivastava, Mrs. Sushma Jain and Mr. Govind Swaroop Mishra are ineligible to be appointed as Independent Director they are still holding position of Independent Director of the Company it is a violation of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

I further report that:

- a. The Board of Directors of the Company is not constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors because of **ineligible Independent Directors**. The Changes in the composition of the Board of Directors that took place during the period were carried out in compliance with the provisions of the Act.
- b. 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.

Decisions were passed with unanimous majority and recorded as part of the minutes



**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.

**Date: 25/08/2023**

**Place: Delhi**

**For Apoorv & Associates  
Company Secretaries**

Sd/-

**CS Apoorv Srivastava  
Proprietor**

**M. No.: F12734, C.P. No.: 21063**

**Unique Code Number S2018UP633000**

**Peer Review Certificate No:4064/2023**

**UDIN: F012734E000867071**

**Note: 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  
C-1/50,5 Bharat Vihar Road, Raja Puri,  
Uttam Nagar New Delhi 110059 IN**

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. I 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. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision 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: 25/08/2023

Place: Delhi

**For Apoorv & Associates**



*Company Secretaries*

*CS Apoorv Srivastava*  
*Practicing Company Secretary*  
**M. No.: F12734, C.P. No.: 21063**  
**Unique Code Number S2018UP633000**  
**Peer Review Certificate No: 4064/2023**  
**UDIN: F012734E000867071**

**Annexure-3**

**Disclosure under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.**

**A. CONSERVATION OF ENERGY:**

Since, during the Financial Year 2022-23 the Company was not involved in any manufacturing or processing activities, the particulars as per the Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy are not applicable.

**B. TECHNOLOGY ABSORPTION**

Since, during the Financial Year 2022-23 the Company was not involved in any manufacturing or processing activities, the particulars as per the Rule 8 of the Companies (Accounts) Rules, 2014 regarding technology absorption are not applicable.

**C. FOREIGN EXCHANGE EARNING AND OUTGO – None**

**Annexure-I**

**Corporate Governance Report**

**A) COMPANY'S PHILOSOPHY:**

At Mega Nirman & Industries Limited ("the Company"), Corporate Governance is both a tradition and a way of life. "We will, with utmost care for the environment envisages attainment of the highest levels of transparency and accountability in the functioning of Company, continue to enhance value for our shareholders, customers, government, suppliers, and lenders and to build the confidence of the society in general through sales growth, cost effectiveness and wise investment of resources."

**The Company's Corporate Governance philosophy is led by core principles of:**

- Satisfying the spirit of the law and not just the letter of the law.
- Communicating externally in a truthful manner about how the company is run internally.
- Embracing a trusteeship model in which the management is the trustee of the shareholders' capital and not the owner.





- Making a clear distinction between personal convenience and corporate resources.

**Highlights of Company's Corporate Governance regime are:**

- Broad based and well represented Board with fair mix of Executive, Non-Executive and Independent Directors bringing in expertise in diverse areas with half of the
- Constitution of several Board Committees for focused attention and proactive flow of information and informed decisions.
- Emphasis on ethical business conduct by the Board, management and employees to ensure integrity, transparency, independence and accountability in dealing with stakeholders.
- Established Code of Conduct for Directors and Senior Management, Instituted Whistle Blower policy and Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- Focus on hiring, retaining and nurturing best talent and to promote a culture of excellence across the organization.
- Timely, transparent and regular disclosures.
- Effective control on statutory compliances.
- Communication with shareholders including emailing of Annual Reports, other documents.

**B) BOARD OF DIRECTORS:**

**(i) Composition**

The composition of Board of Directors is in compliance with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued thereunder. The Company has optimum composition of Executive and Non-Executive Directors. Out of Six members on its Board, three are Non-Executive Independent Directors including a Woman Director and One Whole Time Director as on 31<sup>st</sup> March, 2023.

On an annual basis, the Company obtains from each Director details of the Board and Board Committee positions she / he occupies in other Companies and changes, if any, regarding their Directorships. In addition, the Independent Directors provide an annual confirmation that they meet the criteria of independence as defined under Section 149(6) on an annual basis of the Companies Act, 2013.

The maximum tenure of Independent Directors is up to five consecutive years from the date of their appointment. However, they can be re-appointed for another term of five consecutive years from the date of their re-appointment. The date of appointment and tenure of the existing Independent Directors is given below:

S. No.	Name of Independent Director	Date of Appointment	Date of Completion of Tenure
1	Mr. Monendra Srivastava	May 05, 2021	May 04, 2026



2	Mr. Vinay Singh*	January 16, 2021	January 15, 2026
3.	Mrs. Sushma Jain	August 26, 2019	August 25, 2024
4.	Mr. Govind Swaroop Mishra#	October 12, 2022	October 11, 2027

\* Mr. Vinay Singh appointed as Non-executive Independent Director w.e.f. 16.01.2021 for first term for 5 years and regularized in the AGM 2021.

He resigned from the post of Independent Director w.e.f. 12.07.2022

# Mr. Govind Swaroop Mishra appointed as Non-executive Independent Director w.e.f. 12/10/2022 for first term for 5 years and is to be regularized in the 2023 AGM.

The letters of appointment have been issued to the all the Directors and the terms and conditions thereof are posted on the Company's website.

The Board of Directors along with its Committees provides effective leadership and strategic guidance to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosures.

#### **(ii) Key functions of the Board**

The Board performs various statutory and other functions in connection with managing the affairs of the Company. The key functions performed by the Board of the Company are:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation & corporate performance;
- b. Monitoring effectiveness of the Company's governance practices and making changes as needed;
- c. Selecting, compensating, monitoring and when necessary, replacing key executives and overseeing succession planning;
- d. Aligning key executive and Board remuneration with the long term interests of the Company and its shareholders;
- f. Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions;
- g. Ensuring integrity of the company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational controls and compliance with the law and relevant standards;
- h. Overseeing the process of disclosure and communications;
- i. Monitoring and reviewing Board Evaluation framework.

#### **(iii) Meetings of the Board**



Meetings of the Board are generally held at the registered office of the Company. During the financial year under review, the Board met seven times i.e. on 11/04/2022, 27/05/2022, 20/07/2022, 12/10/2022, 11/11/2022, 15/12/2022 and 08/02/2023.

The Company has held such minimum number of Board in Calendar Year with maximum interval of 120 days between any two consecutive board meeting which is in compliance with the provisions of the Companies Act, 2013 (the 'Act'), Secretarial Standard-1 and Listing Regulations.

An annual calendar of meetings is prepared and shared with the Directors well in advance, to enable them to plan their attendance at the meetings. Directors are expected to attend Board Meetings, spend the necessary time and meet as frequently as the situation warrants to properly discharge their responsibilities.

Concerned Executives of the Company communicate to the Company Secretary, the matters requiring approval of the Board, so that these can be included in the Agenda for the scheduled Board/Committee Meeting.

The Agenda along with explanatory notes are circulated 7 (seven) days electronically to the Directors, well in advance before the date of the Meeting(s) in compliance with Secretarial Standards. The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of the meetings of the Board and its Committees. The draft minutes of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standards and then the minutes are entered in the minutes book within 30 (Thirty) days of the conclusion of the meetings, subsequent to incorporation of the comments, if any, received from the Directors.

Composition of the Board of Directors as on March 31, 2023 attendance at the Board meetings held during the Financial Year and No. of other Directorship & Committee Member in other Companies and at the last Annual General Meeting (AGM) are given in table below:

Name and Designation	Category	No. of Board Meetings		Last AGM Attendance	No. of other Directorship & Committee Member/Chairmanship in other Companies\$		
		Held during Year 2022-23	Attended		Directorship	Committee Membership	Committee Chairmanship
Mr. Monendra Srivastava (DIN: 07489845)	Independent Director	7	7	NO	1	3	2



Mr. Anand Rai (DIN: 06855524)	Director	7	6	YES	0	2	-
Mrs. Sushma Jain (DIN: 08545336)	Independent Director	7	7	YES	2	3	2
Mr. Zabihullah Burhani (DIN: 07097788)	Director	7	1	NO	-	-	-
Mr. Vinay Singh* (DIN: 09032266)	Director (Independent)	7	6	NO	2	1	-
Mr. Mohan Jagdish Agarwal (DIN: 07627568)	Director	7	7	YES	5	1	-
Mr. Govind Swaroop Mishra# (DIN: 09763273)	Director (Independent)	4	4	NA	-	1	-

\*Mr. Vinay Singh resigned as Independent Director W.e.f. 12.07.2022

**Note: None of the Director is related to each other.**

***None of the Non-executive held any of the shares/convertibles in the Company.***

\$ Excluding Mega Nirman & Industries Limited, Section 8 companies and Limited Liability Partnerships.

\$ Pursuant to Regulation 26 of Listing Regulations, membership of Audit Committees and Stakeholders Relationship Committees of Indian Public Limited Companies, whether listed or not have been considered.

#### **(iv) Information given to the Board**

The Board and Committees thereof have complete access to all relevant information. Such information is submitted either as part of the agenda papers of the meetings in advance or by way of presentations and discussion material during the meetings. Such information inter-alia includes the following:

- Annual operating plans and budgets and any updates;
- Capital budgets and any updates;
- Quarterly results of the Company;



- Minutes of the meetings of various Committees of the Board;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company;
- Issue which involves possible public or product liability claims of substantial nature;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Sale of material nature, of investments, assets, which is not in normal course of business;
- Noting of Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as delay in share transfer, etc.

#### **(v) Board Process**

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of Regulation 17 (2) of SEBI (LODR) Regulations, 2015.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

Important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments/ divisions.

The Company has substantially complied with the Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) from time to time.

#### **(vii) Separate Independent Directors' Meeting**

Independent Directors met on March 31, 2023 with the presence of Company secretary along with the permission of the Independent directors and without the attendance of Non-Independent Directors and members of the management of the Company inter alia, evaluated performance of the Non-Independent Directors, Chairman of the Company and the Board of Directors as a whole. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

#### **(viii) Familiarization Programme for Independent Directors**

The Company has in place a structured induction and familiarization program for the Independent Directors. The Company familiarizes its Independent Directors with the Company's corporate profile, its Vision and Values Statement, organizational structure, the Company's history and milestones, latest Annual Report, Code of Conduct applicable to Directors/Senior Management employees of the Company Code of Conduct for Prevention of Insider



Trading and other applicable codes along with the Sustainability Reports of the Company. They are also updated on all business related issues and new initiatives.

At the time of appointment, an appointment letter setting out the role, duties & responsibilities, details regarding remuneration, performance evaluation process, among others, is given to the Directors. The Directors are also explained in detail the compliances required from them under the Act, Listing Regulations and other relevant regulations and their individual affirmations are taken with respect to the same.

Brief details of the familiarization program are uploaded and can be accessed on the Company's website. (<http://mnil.in/pdf/policies/Familiarization%20Programs%20for%20Independent%20Directors.pdf>)

**(ix) Management discussion and analysis**

This is given as a separate chapter on “Page 25” in the Annual Report.

**C) COMMITTEES OF THE BOARD:**

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted several Committees of Directors with specific terms of reference. The Committees operate as empowered agents of the Board as per their terms of reference that set forth the purposes, goals and responsibilities. Committee members are appointed by the Board with the consent of individual Directors. The Committees meet as often as required or as statutorily required.

Committees that are constituted voluntarily for effective governance of the affairs of the Company may also include Company executives.

Details of the Committees of the Board and other related information are provided hereunder:

<b>Audit Committee</b>	<b>Nomination and Remuneration Committee</b>	<b>Stakeholders Relationship Committee</b>
Mr. Monendra Srivastava	Mr. Monendra Srivastava	Mr. Monendra Srivastava (Chairman)
Mr. Anand Rai	Mr. Vinay Singh *	Ms. Sushma Jain
Mrs. Sushma Jain (Chairman)	Ms. Sushma Jain (Chairman)	Mr. Anand Rai
-----	Mr. Govind Swaroop Mishra #	-----

\*Mr. Vinay Singh cease to be Director W.e.f. 12.07.2022.

#Mr. Govind Swaroop Mishra appointed w.e.f. 12.10.2022.

Details of Meetings of the Committees held during the year and attendance of members thereof:

<b>Name of the Directors</b>	<b>No. of Committee Meeting</b>	
	<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>



	Held	Attendance	Held	Attendance
Mr. Monendra Srivastava	5	5	2	2
Mr. Anand Rai	5	5	2	2
Ms. Sushma Jain	5	5	2	2
Mr. Vinay Singh (resigned w.e.f. 12.07.2022)	2	2	NA	NA
Mr. Govind Swaroop Mishra (Appointed w.e.f. 12.10.2022)	2	2	NA	NA

The Company Secretary officiates as the Secretary of the Committees. Detailed terms of reference, composition, quorum, meetings, attendance and other relevant details of these Committees are as under:

#### **AUDIT COMMITTEE**

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management. The Committee through regular interaction with external and internal auditors and review of financial statements ensures that the interests of stakeholders are properly protected.

##### **(i) Terms of reference:**

The Audit Committee functions according to its terms of reference that define its composition, authority, responsibility and reporting functions in accordance with the provisions of the Companies Act and Regulation 18 of Listing Regulations which, inter-alia, currently include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration, terms of appointment of auditor of the Company;
3. Approval of payment to statutory auditors for any other permitted services rendered by the statutory auditors;
4. Reviewing and examining, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.



- d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Draft Auditors' report including qualifications, if any
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  6. Reviewing and monitoring, with the management, the statement of uses/ application of funds raised through an issue/ public offers (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring with the management, independence and performance of statutory and internal auditors, adequacy of the internal control systems, and effectiveness of the audit processes;
  8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
  9. Discussion with internal auditors of any significant findings and follow up thereon;
  10. Reviewing the findings of any internal investigations by internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  11. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
  13. To ensure establishment of and to review the functioning of the Whistle Blower Policy (Vigil Mechanism);
  14. Approval of appointment of CFO (i.e., the whole- time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications experience & background, etc. of the candidate;
  15. Approval or any subsequent modification of transactions of the Company with related parties;
  16. Scrutiny of inter-corporate loans and investments;
  17. Valuation of undertakings or assets of the Company, wherever it is necessary;
  18. Evaluation of internal financial controls and risk management system;
  19. Review of Management discussion and analysis of financial condition and results of operations;
  20. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
  21. Review of Internal audit reports relating to internal control weaknesses;
  22. Review of Financial statement, in particular, investments made by the subsidiary company(s);
  23. Review of appointment, removal and terms of reference of Chief Internal Auditor;





24. Recommend appointment and remuneration of Cost Auditors;

25. Any other role as prescribed by the Companies Act, 2013 and the Listing Regulations.

**(ii) Invitees:**

Statutory Auditors, Internal Audit firm's representatives, and other executives, as desired by the Committee, attend the meetings as invitees.

**(iii) Meetings**

Audit Committee meets at least four times in a year with a gap of not more than four months between two meetings. During the year the Committee met five times i.e. on 11/04/2022, 27/05/2022, 21/07/2022, 11/11/2022 and 08/02/2023.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee, constituted under Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations, functions according to its terms of reference that define its composition, authority, responsibility and reporting functions which, inter alia, include the following:

**(i) Terms of Reference:**

1. 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.
2. Recommend to the board the appointment or re-appointment of directors.
3. Devise a policy on board diversity.
4. 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).
5. Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

**(ii) Meetings**

The Committee meets as often as required. During the year the Committee met two times i.e. on 21/07/2022 and 12/10/2022.

**(iii) Investors' Grievances/Complaints**

During the year, the Company didn't receive any complaint/grievance from the investors. No complaint was pending as on March 31, 2023.

**(iv) Transfers, Transmissions etc. approved**

During the year under review, no request had been received for share transfer/transmission.

The Company had 2967 shareholders as on March 31, 2023.

**D) ANNUAL PERFORMANCE EVALUATION**



Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/Committees was carried out for the financial year 2022-23.

Structured assessment sheets were finalized to evaluate the performance of the Board, Committees of the Board and individual performance of each Director including the Chairman. The evaluation process was facilitated by the Chairman of the Nomination and Remuneration Committee.

These assessment sheets for evaluation of performance of the Directors were prepared based on various aspects which, amongst other parameters, included the level of participation of the Directors, understanding of the roles and responsibilities of Directors, understanding of the business and competitive environment in which the Company operates, understanding of the strategic issues and challenges for the Company, etc.

Some of the performance indicators for the Committees include understanding of the terms of reference, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties and performance of the Committee vis-à-vis its responsibilities.

The Nomination and Remuneration Committee evaluates the performance of the Managing Director by setting his Key Performance Objectives at the beginning of each financial year.

The Committee ensures that the Key Performance Objectives are aligned with the immediate and long term goals of the Company.

The performance of the Independent Directors was also evaluated taking into account the time devoted and attention given to professional obligations for independent decision making and acting in the best interest of the Company, strategic guidance to the Company and help determine important policies, external expertise provided and independent judgment that contributes objectively in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

## **E) REMUNERATION OF DIRECTORS**

The Company has no stock option plans for the directors and hence, it does not form a part of the remuneration package payable to any executive and/or non-executive director.

In 2022-23, the Company did not advance any loans to any of the executive and/or non-executive directors.

### **i. Criteria for making payment to Non-Executive Directors**

The Company has disclosed on its website for the above.

## **F) GENERAL BODY MEETINGS**

### **i. The details of last three Annual General Meetings (AGM) of the Company are as follows:**

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Location</b>
2021-22 (39 <sup>th</sup> AGM)	August 20, 2022	10:00 AM	Maharaja Banquets Monarch Residency, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063



2020-21(38 <sup>th</sup> AGM)	August 05, 2021	11:00 AM	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of members at a common venue.
2019-20(37 <sup>th</sup> AGM)	September 30, 2020	11:00 AM	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of members at a common venue.

**ii. Special Resolutions passed during last three AGMs:**

Details of AGM	Date and time of AGM	Details of special resolutions(s) passed at the Annual General Meetings, if any
39 <sup>th</sup> AGM	August 20, 2022	<ol style="list-style-type: none"> <li>1. Amendment of the object clause of the memorandum of association</li> <li>2. Approval for name change of the company from “Mega Nirman &amp; Industries Limited” to Mega Industries Limited”</li> <li>3. reclassification of promoter of the company as public shareholders</li> </ol>
38 <sup>th</sup> AGM	August 05, 2021 (11:00) A.M.	Alteration in Articles of Association of the Company, (Amended and replaced the Article “CALLS ON SHARES)
37 <sup>th</sup> AGM	September 30, 2020 (11:00 A.M.)	Regularization of Mr. Monendra Srivastava as an Independent Director of the Company for second term who shall hold office for the period of 5 years up to 04 May, 2026.

**iii. Special Resolutions passed through Postal Ballot during FY 2022-23**

During the year ended 31<sup>st</sup> March, 2023, no special resolution has been passed through postal ballot. Further, none of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

**iv. Whether any Special resolution(s) are proposed to be passed through Postal Ballot**

Special Resolution(s) as may be necessary under the Act/Listing Regulations would be passed through Postal Ballot.

**G) CODES AND POLICIES**

The Company has established the following salient codes and policies:

**i. Code of Conduct**

The Company has formulated and implemented a Code of Conduct for all the employees including the members of Board and Senior Management Personnel. Requisite annual affirmations of compliance with the Code have



been received from the Directors and Senior Management of the Company for the financial year 2022-23. A declaration signed to this effect by Mr. Ramanuj Murlinarayan Darak (Whole time Director) is enclosed as **Annexure-A**. The Code of Conduct is posted on the Company's website (<http://mnil.in/codeofconduct.php>).

**ii. Code of Conduct for Prevention of Insider Trading**

In accordance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders ("Insider Trading Code"). The said Insider Trading Code applies to Directors, Senior Management Personnel, persons forming part of the Promoter(s) & Promoter(s) Group and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information.

The code of conduct for Prevention of insider trading is posted on the Company's website (<http://mnil.in/pdf/codeofpractices/Schedule-B-CODE-OF-CORPORATE-DISCLOSURE-.pdf>)

**iii. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)**

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of UPSI with a view to facilitate prompt, uniform and universal dissemination of UPSI. The following shall be available on the Company Website. (<http://mnil.in/pdf/codeofpractices/Schedule-A-CODE-OF-CORPORATE-DISCLOSURE-.pdf>)

**iv. Policy for Determining Materiality of Events and Information**

The Company has adopted a Policy for Determining Materiality of Events and Information for the purpose of making disclosure to the Stock Exchanges. This policy aims to ensure timely and adequate disclosure of all material and price sensitive information to the Stock Exchanges. The Policy is displayed on the Company's website. The link of the same is (<http://www.mnil.in/pdf/policies/Policy-for-determining-materiality-ofEvents.pdf>)

**v. Whistle Blower Policy**

The company has adopted a Whistle blower policy to provide a formal mechanism for its directors, employees and business associates to voice concern in a responsible and effective manner regarding suspected unethical matters involving serious malpractice, abuse or wrongdoing within the organization and also safeguards against victimization of Directors/Employees. The Audit Committee periodically reviews functioning of "Whistle Blower Mechanism".

The Policy is posted on the Company's website [http://mnil.in/pdf/termsandconditions/small\\_Whistle\\_Blower\\_Policy.pdf](http://mnil.in/pdf/termsandconditions/small_Whistle_Blower_Policy.pdf)

No personnel is denied access to the Audit Committee of the Company.

**vi. Policy for Preservation of Documents**

The Company has adopted a Policy for Preservation of Documents. The Policy facilitates preservation of documents in compliance with the laws applicable to various functions and departments of the Company. The same is available on company's website. (<http://mnil.in/pdf/policies/Policy-for-Preservation-of-Documents.pdf>)

**vii. Appointment and Remuneration Policy**



The Company's policy on appointment and remuneration of the Directors, Key Managerial Personnel and other employees is given as **Annexure-B** and the same is available on company's website. <http://mnil.in/pdf/policies/Nomination%20&%20Remuneration%20Policy.pdf>

**viii. Policy on Materiality of Related Party Transactions**

During the year the Company's had also review the policy on dealing with related party transactions and the same is also displayed on Company's website.

The web-link for the same is <http://mnil.in/pdf/policies/Policy-For-Related-Party-Transaction.pdf>

**ix. Prevention of Sexual Harassment Policy**

The Company had adopted the Sexual Harassment ('POSH') pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has ensured organisation wide dissemination of the Policy and the provisions of Prevention of Sexual Harassment of Women at Workplace Act by conducting sessions throughout the Company.

During the financial year under review no complaints had been received by the Company. The Company is committed to providing a safe and conducive work environment to all of its employees and associates.

**H) DISCLOSURES**

**i. Related Party Transactions:**

During the FY 2022-23 there were no transactions with the related party's viz. promoters, directors or the management, their subsidiaries or relatives, etc.

**ii. Compliance with Mandatory requirements of Listing Regulations:**

The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets and no penalties or strictures have been imposed by them on the Company during last three years.

**iii. Disclosure of commodity price risks and commodity hedging activities:**

The Company has in place a mechanism to inform the Board members about the Risk assessment, mitigation plans and periodical reviews faced by the Company. The Audit Committee is periodically briefed on the steps taken to mitigate the risks. The Company does not indulge in commodity hedging activities.

**iv. Annual listing fee for the year 2022-23 (as applicable) paid to the Stock Exchanges where the shares of the Company are listed.**

**v. Notes on risk management are included in the Section of Director Report. Further, The Company is not mandatorily required to constitute Risk Management Committee, but our Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.**

**vi. Disclosure on the Website:**

Following basic information has been disseminated on the website of the Company at <http://mnil.in/>



- Details of business of the Company
- Details of establishment of vigil mechanism/Whistle Blower policy
- Policy on dealing with Related Party Transactions
- Policy for determining material subsidiaries
- Nomination & Remuneration Policy
- Terms and conditions of appointment of Independent Directors
- Details of familiarisation programmes imparted to Independent Directors
- Policy for determination of materiality of events
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Code of Conduct for Prevention of Insider Trading.
- Policy for Preservation of Documents
- Details regarding Shareholding Patterns, corporate Governance Report, Annual and Quarterly Returns, Notices for the Board Meetings.
- Contact information of the designated officials of the listed entity who are responsible for assisting and handling Investor Grievances.

## D) MEANS OF COMMUNICATION

### i. Financial Results:

The quarterly financial results are regularly submitted to the Stock Exchanges and are published in leading Business Newspapers i.e. 'Financial Express' and regional newspapers like 'Jansatta' in accordance with the requirements of Listing Regulations.

### ii. Company's website:

The quarterly and annual financial results are posted on the website of the Company at "<http://www.mnil.in>". The website also displays official news release, if any.

### iii. Investors call:

Various sections of the Company's website keep the investors updated on material developments of the Company by providing key and timely information like details of directors, financial results, annual reports, shareholding pattern etc. Officers of the Company respond to all requests from investors and analysts, through calls/emails, with respect to the business profile and financial performance of the Company. The published results are shared after the Board meeting by uploading on the company's website for all interested stakeholders.

iv. Annual Report is emailed to such shareholders whose email ids are registered with the Company/Depositories.

## J) GENERAL SHAREHOLDERS' INFORMATION

### i. Date, Time and Venue for 40<sup>th</sup> Annual General Meeting

As per notice of 40<sup>th</sup> Annual General Meeting, the meeting is scheduled to be held on Wednesday, the 27<sup>th</sup> day of August, 2022 at 11:00 A.M. at Maharaja Banquets Monarch Residency, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063

### ii. Financial Year and Financial Calendar.



The Company observes April 01 to March 31 of the following year as its Financial Year. The Financial Calendar for year 2023-24 is as follows:

Item	Tentative Dates *
First Quarter Results	August 14, 2023
Second Quarter Results	Before 14 <sup>th</sup> November, 2023
Third Quarter Results	Before 14 <sup>th</sup> February, 2024
Audited Annual Results for the year	Before 30 <sup>th</sup> May, 2024

*\*These dates are tentative and are subject to change.*

### iii. Book Closure & Dividend Payment Dates

Book Closure date is as per Notice of 40<sup>th</sup> Annual General Meeting. Further, no dividend has been recommended for the year ended March 31, 2023.

### iv. Listing

The names of the Stock Exchanges at which the securities of the Company are listed and the respective stock codes are as under:

S. No.	Name of the Stock Exchange	Security Listed	Stock Code
1.	BSE Ltd.	Equity Shares	539767

### v. Market Price Data

Monthly high/low of market price of the Company's equity shares (of Rs.10 each) traded on the Stock Exchanges during 2022-23 is given hereinafter:

Month	BSE	
	High (₹)	Low (₹)
Apr-22	21.15	16.45
May-22	17.85	14.20
Jun-22	16.25	13.20



July-22	21.19	12.80
Aug-22	24.00	19.85
Sep-22	20.60	16.70
Oct-22	19.00	16.85
Nov-22	20.40	16.05
Dec-22	26.25	16.65
Jan-23	48.75	27.55
Feb-23	31.80	13.50
Mar-23	22.71	14.16

#### vii. Growth in Equity Capital

	Particulars	Number of Equity Shares	Cumulative Number of Equity Shares	Face Value per Equity Share (₹)
1982-83	Issue of Equity Shares to the Subscribers to the Memorandum and Articles of Association	70	70	10
1983-84	Issue of Equity Shares on Preferential basis	2,47,430	2,47,500	10
2001-02	Issue of Equity Shares on Preferential basis	3,00,000	5,47,500	10
2014-15	Issue of Equity Shares on Preferential basis	28,00,000	33,47,500	10

#### viii. Share Transfer System

Share transfers which are received in physical form, are processed and the share certificates are normally returned within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects. The dematerialised shares are transferred directly to the beneficiaries by the depositories.

#### ix. Distribution of shareholding as on March 31, 2023

##### (a) Value Wise

Shareholding of nominal value (in `)	Shareholders	Shareholding





	Number	%	Number	%
Upto 5000	2688	89.30	214661	6.41
5001 to 10000	128	4.25	102254	3.05
10001 to 20000	61	2.02	97031	2.90
20001 to 30000	19	0.63	48164	1.44
30001 to 40000	13	0.43	45001	1.34
40001 to 50000	19	0.63	88155	2.63
50001 to 100000	31	1.02	224576	6.71
100001 and above	51	1.69	2527658	75.51
<b>Total</b>	<b>3010</b>	<b>100</b>	<b>3347500</b>	<b>100</b>

**(b) Category Wise**

S. No.	Category	No. of shares	Shareholding as a percentage of total number of shares (%)
A	Promoters & Promoter Group	75100	2.24
B	Public Shareholding		
1	Financial Institutions /Banks	0	0
2	UTI/Mutual Funds	0	0
3	Domestic Companies	419072	12.52
4	Non-Resident Indians	65763	1.97
5	FII / Foreign Investors	0	0
6	Indian Public	2666843	79.67
7	Others	120722	3.63
	<b>Total</b>	<b>3347500</b>	<b>100</b>



### CAPITAL STRUCTURE OF COMPANY

**Authorised Capital: Rs. 28, 25,00,000/-**  
**Paid Up Capital : Rs. 3,34, 75,000/-**

#### **x. Unclaimed Dividends**

There are no unclaimed dividends, details of which are required to be given as at the March 31, 2023.

#### **xi. Equity Shares in Unclaimed Suspense Account**

There are no equity shares which are lying in the unclaimed suspense account as at March 31, 2023.

#### **xii. Information pursuant to Regulation 36(3) of the Listing Regulations**

Information pertaining to particulars of Director to be re-appointed at the forthcoming Annual General Meeting has been included in the Notice convening the Annual General Meeting.

#### **xiii. Compliance Certificate from the Practicing Company Secretary**

The Company has obtained a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Schedule V(E) of the Listing Regulations. The Certificate is attached as **Annexure C**.

#### **xiv. Dematerialization of Shares**

The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). 32,51,600 equity shares of the Company (97.14%) were in dematerialized form as on March 31, 2023. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE216Q01010.

#### **(b) Liquidity**

The Equity Shares of the Company are frequently traded on the BSE Limited (Group XT).

#### **(c) Paid-Up Capital**

The Paid-up Capital as at March 31, 2023 stands at 33, 47,500 equity shares of Rs.10 each amounting to Rs.3,34,75,000 (Rupees Three Crores Thirty Four Lakhs Seventy Five Thousand only).

#### **xv. Address for Correspondence**

- All Members' correspondence should be forwarded to **Beetal Financial and Computer Services Pvt Ltd**, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below.
- The Company's dedicated e-mail address for Investors' Complaints and other communications is [secretarial.mnil@gmail.com](mailto:secretarial.mnil@gmail.com)



- SEBI vide its circular dated 26<sup>th</sup> March, 2018 issued new policy measures w.r.t. SEBI Complaints Redress System (SCORES). As per the new process, SEBI has requested the Members to approach the Company directly at the first instance for their grievances.

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<b>BEETAL FINANCIAL AND COMPUTER SERVICES PVT LTD</b>	<b>MEGA NIRMAN &amp; INDUSTRIES LIMITED</b>	<b>COMPLIANCE OFFICER</b>
Beetal House, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 <u>Tel:011-29961281-83</u> Fax:01129961284	CIN: L70101DL1983PLC015425 A6/343B, Paschim Vihar, New Delhi-110063 E-mail: <a href="mailto:secretarial.mnil@gmail.com">secretarial.mnil@gmail.com</a> Website: <a href="http://www.mnil.in">www.mnil.in</a> Tel: +91 011-49879687	Ms. Kanika Chawla (Company Secretary) E-mail: <a href="mailto:secretarial.mnil@gmail.com">secretarial.mnil@gmail.com</a> Website: <a href="http://www.mnil.in">www.mnil.in</a>

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## K) COMPLIANCE WITH REGULATION 27 OF LISTING REGULATIONS

### Mandatory Requirements

The Company has complied with all the mandatory requirements relating to Corporate Governance as applicable & prescribed in the Listing Regulations.

In addition the Company has also adopted the following non-mandatory requirements under the Listing Regulations as on 31<sup>st</sup> March, 2022 to the extent mentioned below:

#### 1. The Board - Non Executive Chairman's Office

The Company has Regular Chairman Mr. Govind Swaroop Mishra (DIN: 09763273) as at March 31, 2023.

#### 2. Shareholders' Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However quarterly financial results are published in the leading newspapers and are also available on the website of the Company.

#### 3. Modified Opinion in Audit Report

During the year under review, there is audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

#### 4. Separate posts of Chairman and CEO

The Company has separate posts of Chairman and CEO.

#### 5. Reporting of Internal Auditor

Internal Auditor directly reports to the Audit Committee on functional matters.



## **CEO/CFO CERTIFICATION**

In compliance with Regulation 17(8) of the Listing Regulations, a declaration by the Whole Time Director and CFO has been enclosed as **Annexure-D** which, inter-alia certifies to the Board the accuracy of financial statements and the adequacy of internal controls for the financial reporting purpose

## **INVESTOR SERVICES**

In an endeavor to give best possible service to investors, the Company has taken the following initiatives:

- Emailing Annual Report, and Notice of Annual General Meeting to shareholders, whose e-mail IDs are available.
- User friendly Investor Section on the website of the Company “www.mnil.in”.
- A dedicated e-mail ID viz. “secretarial.mnil@gmail.com” for sending communications to the Company Secretary & Compliance Officer. Members may lodge their complaints or suggestions on this e-mail ID as well.

Further, quarterly and annual financial results of the Company are also uploaded on the website of the Company for the benefit of the shareholders and public at large.

**Annexure-A**

## **TO WHOMSOEVER IT MAY CONCERN**

This is to confirm that all the Board members and senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2023.

**For Mega Nirman & Industries Limited**

Sd/-

**Place: New Delhi**

**Date: 30/05/2023**

**Ramanuj Murlinarayan Darak**

**Whole Time Director**

**DIN: 08647406**

**Annexure-B**

## **NOMINATION & REMUNERATION POLICY**

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations. The details of the Nomination and Remuneration Policy are set out in the Corporate Governance.

Report which forms a part of this report. The Nomination & Remuneration policy for members of the Board and KMPs is drafted in a manner which aims to improve the performance of the Board of Directors and KMPs of Mega



Nirman & Industries Limited (the ‘Company’) and subsequently enhance the value of the Company, to motivate and retain them, and to be able to attract other highly qualified executives.

The Nomination and Remuneration Policy of the Company provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

### **OBJECTIVES OF NOMINATION & REMUNERATION POLICY**

The objective of Nomination & Remuneration Policy of Mega Nirman & Industries Limited is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Mega Nirman & Industries Limited.

### **BASIS OF FORMULATION**

The Company while deciding the remuneration package of the senior management members takes into consideration the employment scenario, remuneration package of the industry, remuneration package of the managerial talent of other industries, among others.

### **KEY ELEMENTS OF THE POLICY**

The following elements are taken into consideration:

- A. Mega Nirman & Industries Limited strives for a high performance in the field of sustainability and aims to maintain a good balance between economic gains, respect for people and concern for the environment in line with Mega Nirman & Industries Limited values and business principles as reflected in the Company’s Code of Business Conduct. The Nomination & Remuneration policy reflects a balance between the interests of the Company’s main stakeholders as well as a balance between its short term and long-term strategy. As a result, the structure of the remuneration package for the Managing Board and KMPs is designed to balance short-term operational performance with the medium and long-term objective of creating sustainable value within the Company, while taking into account the interests of its stakeholders.
- B. To ensure that highly skilled and qualified senior executives can be attracted and retained. Mega Nirman & Industries Limited aims for a total remuneration level that is comparable to levels provided by other companies that are similar to the Company in terms of size, line of production and complexity.
- C. The remuneration policies for the members of the Managing Board and for other senior executives of Mega Nirman & Industries Limited are aligned.
- D. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- E. The remuneration to directors and KMPs and other senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.



### **Terms of reference**

The terms of reference of the Nomination & Remuneration Committee, inter alia, consists of reviewing the overall compensation policy, service agreements, performance incentive and other employment conditions of Board Members and KMPs. The recommendations of the Nomination & Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders, wherever necessary.

The remuneration of the Executive Directors and KMPs are recommended by the Nomination & Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-a-vis the industry, responsibilities shouldered, performance/track record, review on remuneration packages of heads of other organizations and is decided by the Board of Directors, subject to the approval of the shareholders at the General Meeting of the Company wherever required. The Company pays remuneration by way of salary, perquisites, allowances etc. Besides the above Criteria, the Remuneration/ compensation/ commission etc. to be paid to Director/ Managing Director/KMPs shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

**Annexure-C**

## **CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

**To  
The Members,  
MEGA NIRMAN & INDUSTRIES LIMITED  
C-1/50,5 Bharat Vihar Road, Raja Puri, Uttam Nagar  
New Delhi West Delhi DL 110059 IN**

1. We have examined the compliance of conditions of Corporate Governance by **MEGA NIRMAN & INDUSTRIES LIMITED CIN: L70101DL1983PLC015425** (hereinafter referred as "the Company") for the year ended March 31, 2023, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

### **Management Responsibility**

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

### **Our Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

### **Opinion**



Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2023.except for the following.

***1) Mr. Monendra Srivastava, Mrs. Sushma Jain and Mr. Govind Swaroop Mishra are ineligible to be appointed as Independent Director they are still holding position of Independent Director of the Company it is a violation of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015***

We further 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.

Date: 25/08/2023

Place: Delhi

**For Apoorv & Associates  
Company Secretaries**

**CS Apoorv Srivastava  
Proprietor**

**M. No.: F12734, C.P. No.: 21063  
Unique Code Number S2018UP633000  
Peer Review Certificate No:4064/2023  
UDIN: F012734E000867148**

**Annexure D**

**CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

We undersigned, in our respective capacities as Whole Time Director & Chief Financial Officer of Mega Nirman & Industries Limited ("*the Company*"), to the best of knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31<sup>st</sup>, 2023 and that to the best of our knowledge and belief we state that:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 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 hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.



- (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 we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) Based on our recent evaluation, we have indicated to the auditors and the Audit committee:
- Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 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.

**For Mega Nirman & Industries Limited**

Sd/-

Sd/-

**Place: New Delhi**

**Date: 30/05/2023**

**Ramanuj Murlinarayan Darak**  
**Whole Time Director**  
**DIN: 08647406**

**Himanshu Gopal**  
**Chief Financial Officer**  
**PAN: BOTPG1406C**

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Part C Clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To**  
**The Members,**  
**MEGA NIRMAN & INDUSTRIES LIMITED**  
**C-1/50, 5 Bharat Vihar Road, Raja Puri,**  
**Uttam Nagar, New Delhi-110059**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MEGA NIRMAN & INDUSTRIES LIMITED** having **CIN: L70101DL1983PLC015425** and having registered office at C-1/50,5 Bharat Vihar Road, Raja Puri, Uttam Nagar, New Delhi-110059 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.





S.No.	Name of Director	DIN	Date of Appointment in Company
1.	Anand Rai	06855524	25/06/2001
2.	Zabihullah Burhani	07097788	11/01/2001
3.	Monendra Srivastava	07489845	05/05/2016
4.	Sushma Jain	08545336	26/08/2019
5.	Mohan Jagdish Agarwal	07627568	10/02/2021
6.	Govind Swaroop Mishra	09763273	12/10/2022

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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.

Date: 25/08/2023  
Place: Delhi

**For Apoorv & Associates**  
**Company Secretaries**

Sd/-  
**CS Apoorv Srivastava**  
**Proprietor**  
**M. No.: F12734, C.P. No.: 21063**  
**Unique Code Number S2018UP633000**  
**Peer Review Certificate No:4064/2023**  
**UDIN: F012734E000867137**



## INDEPENDENT AUDITOR'S REPORT

To the Members of Mega Nirman and Industries Limited  
Report on the Standalone Ind AS financial Statements

### Disclaimer of Opinion

We were engaged to audit the accompanying standalone financial statements of Mega Nirman and Industries Limited (“the Company”), which comprise the standalone balance sheet as at March 31, 2023, the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

We do not express an opinion on the accompanying standalone financial statements of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

### Basis for Disclaimer of Opinion

1. The company has balances of loan and advances amounting to Rs 3,52,94,254/-, Trade Receivables Rs. 7,14,04,971/-, Trade Payables Rs. 6,57,47,404/- and Misc. Expenditure (Assets) Rs. 52,22,886/- as at 31st March 2023. Management were unable to provide us the supporting documents in regards to the nature and confirmations of above balances.

2. There are Investments in equity shares of Rs. 20,00,000/- by the company. Management were unable to provide us the share certificates.

As a result of the matters described in paragraph 1 and 2 above, we were not able to obtain sufficient appropriate evidence to provide a basis of our opinion on the standalone financial results.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

#### Initial Audit Engagement - Opening Balances:

We have been appointed as the statutory auditors of Company for year ended 31 March 2023.

Standard on Auditing 510, Initial Audit Engagements - Opening Balances, in conducting an initial audit engagement, several considerations are involved which are generally not associated with recurring audits. The audit transition, including the audit of the opening balances requires additional planning activities and considerations necessary to establish an appropriate audit plan and strategy. This includes:

- Gaining an initial understanding of the Company and its business including its control environment and information systems, sufficient

Our audit work included, but was not limited to, the following procedures:

- Prepared a detailed transition plan, including ensuring compliance with independence requirements, prior to the start of the audit
- Inspected management’s process and control documentation to assist us in obtaining and understanding of the Company’s financial reporting and business processes, including control environment;
- Obtained and read management reports, policies, instructions as well as planning and governing documents, minutes of the board of directors, audit committee and other committees of the board;



to make an audit assessment and develop the audit strategy and plan.

- Obtaining sufficient appropriate audit evidence regarding the opening balances including the selection and application of accounting policies.
- Communicating with the predecessor auditors, as required and permitted under applicable professional regulations.

The aforesaid activities required involvement of considerable audit efforts, and accordingly, audit of the opening balances was identified as a key audit matter for the current year audit.

- Obtained an understanding of and evaluated appropriateness and consistency of the accounting policies used in the preparation of the financial statements of the Company for the financial year ended 31 March 2022, particularly in respect of inventory, property, plant and equipment, trade receivables, etc;
- Read previous year financial statements to identify material opening balances. Obtained underlying accounting schedules prepared by the management and scanned for unusual items
- Traced the account balances from the trial balance for the previous financial year to the audited financial statements, and traced the balance sheet account balances to the opening trial balance of the current year
- On a sample basis, tested the opening balances for financial line items including property, plant and equipment, bank balances, borrowings, share capital, and other current assets and liabilities, as considered necessary

We have determined that there are no other key audit matters to communicate in our report.

#### **Information Other than the Standalone Ind AS financial Statements and Auditor’s Report Thereon**

The Company’s management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act 2013 (“Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management Responsibility for the Standalone Ind AS financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Standalone Ind AS financial Statement**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse



consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, and except for the possible effects, of the matter described in the Basis for Disclaimer of Opinion section, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) As described in the Basis for Disclaimer of Opinion section, we were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) Due to the effects/possible effects of the matter described in the Basis for Disclaimer of Opinion section, we are unable to state whether 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account
  - d) Due to the effects/possible effects of the matter described in the Basis for Disclaimer of Opinion section, we are unable to state whether the financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
  - e) The matter described in the Basis for Disclaimer of Opinion section may have an adverse effect on the functioning of the Company.
  - f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act
  - g) The reservation relating to maintenance of accounts and other matters connected therewith are as stated in the Basis for Disclaimer Opinion section.
  - h) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, In our opinion and according to the information and explanations given to us, remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
  - i) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - j) In our opinion the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.



- k) With respect to the other matters 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:
- (i) Except for the possible effects of the matter described in the Basis for Disclaimer of Opinion section, the Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its standalone financial statements - Refer Note 34 to the standalone financial statements.
  - (ii) Except for the possible effects of the matter described in the Basis for Disclaimer of Opinion section, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.
  - (v) The Company has not declared or paid any dividend during the year

**For ANSK & Associates**  
**Chartered Accountants**  
**(Firm's Registration No. 026177N)**

**Sd/-**  
**CA Akhil Mittal**  
**Partner**  
**(Membership No. 517856)**  
**Place: New Delhi**  
**Date: 30/05/2023**  
**UDIN: 23517856BGUXFN3154**



## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ Section of our report of even date)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has no intangible assets Accordingly, reporting under clause i(B) of the Order is not applicable to the Company

(b) The Company has a program of physical verification of Property, Plant and Equipment to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the registered sale deeds/transfer deeds/conveyance deeds/possession letters/allotment letters and other relevant records evidencing title/ possession provided to us, we report that, the title deeds of all the immovable properties comprising of land and buildings other than self-constructed properties recorded as Property, Plant and Equipment, which are freehold, are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its property, plant and equipment during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.

iii) The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year as the matter referred to in the Basis for Disclaimer of Opinion section in the audit report in respect of which we are unable to comment for the reasons described therein

iv) Based on the information and explanations given to us in respect of loans, investments, guarantees and securities, except for the matter referred to in the Basis for Disclaimer of Opinion section in the audit report in respect of which we are unable to comment for the reasons described therein, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable.

v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amount which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.



- vi) The maintenance of cost records has not been specified for the activities of the company by the Central Government under section 148(1) of the Companies Act, 2013. Hence, reporting under clause (vi) of the Order is not applicable.
- vii) (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues.
- (b) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, Sales Tax, Service Tax, duty of Custom, Duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable except pending GST demand of Rs. 3,55,636/- excluding interest as per GST assessment order date 26/10/2020 for tax period 2017- 18 towards differential tax on ITC claim under GST and pending GST input reversal of Rs. 20,13, 891/- for the tax period 2018-19 to 2021-22 excluding interest due to nonpayment to creditors within a stipulated time as prescribed in terms of 2nd proviso to section 16(2) of CSGT Act, 2017.
- viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year. Hence, reporting under clause (viii) of the Order is not applicable.
- ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the Company has not defaulted in the repayment of loans or borrowings from banks, financial institutions and Government.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.





- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv)(a) In our opinion and based on our examination, though the company is required to have an internal audit system under section 138 of the Act, it does not have the same.
- (b) We were unable to obtain of the internal audit reports of the company, hence the internal audit reports have not been considered by us.
- xv) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi)The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b), (c) and (d) of the Order is not applicable.
- xvii)According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. Hence, reporting under clause (xvii) of the Order is not applicable.
- xviii) There has been resignation of the previous statutory auditors of the Company. There are no issues, objections or concerns raised by the previous auditors M/s ASHM & Associates.
- xix)According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The Company has no obligations under Corporate Social Responsibility as per provisions of the Companies act 2013, consequently, the provisions of clause xx of the order is not applicable to the company.



**For ANSK & Associates  
Chartered Accountants  
FRN: 026177N**

**(CA Akhil Mittal)  
Partner  
M.No. 517856  
Dated: 30/05/2023**

**UDIN: 23517856BGUXFN3154**

**Annexure -B to the Independent Auditor's Report of even date on the Standalone Ind AS financial statements of Mega Nirman and Industries Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of Mega Nirman and Industries Limited ('the company') as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act")

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in the Disclaimer of Opinion section below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls with reference to the standalone financial statements of the Company.

**Meaning of Internal Financial Controls over Financial Reporting**



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

### **Disclaimer of Opinion**

1. The company has balances of loan and advances amounting to Rs 3,52,94,254/-, Trade Receivables Rs. 7,14,04,971/-, Trade Payables Rs. 6,57,47,404/- and Misc. Expenditure (Assets) Rs. 52,22,886/- as at 31st March 2023. Management are unable to provide us the supporting documents in regards to the nature and confirmations of above balances.

2. There are Investments in equity shares of Rs. 20,00,000/- by the company. Management were not able to provide us the share certificates.

We were unable to evaluate about the relationship, recoverability and possible obligation towards the above disclaimers. Accordingly, we are unable to determine the consequential implications arising therefrom in the standalone financial statements of the Company.

Because of the above reasons, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls with reference to standalone financial statements and whether such internal financial controls were operating effectively as at March 31, 2023.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company, and the disclaimer has affected our opinion on the standalone financial statements of the Company and we have issued a Disclaimer of Opinion on the standalone financial statements of the Company.

**For ANSK & Associates**  
**Chartered Accountants**  
**(Firm's Registration No. 026177N)**

**CA Akhil Mittal**  
**Partner**  
**(Membership No. 517856)**  
**Place: New Delhi**  
**Date: 30/05/2023**  
**UDIN: 23517856BGUXFN3154**



**MEGA NIRMAN & INDUSTRIES LIMITED**  
**CIN: L70101DL1983PLC015425**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2023**

(Amount in  
Hundreds)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3	4,068	5,517
(b) Financial Assets			
(i) Investments	4	20,000	20,000
(ii) Loans	5	80,000	80,000
(iii) Trade Receivables	6	7,14,050	5,85,417
(c ) Other Non Current Assets		52,229	52,229
(d) Deferred Tax Assets		797	751
<b>Current assets</b>			
(a) Inventories	7	-	1,46,009
(b) Financial Assets			
(i) Loans	8	2,72,943	2,57,590
(ii) Cash and cash equivalents	9	2,424	3,494
(c) Other Current Assets	10	5,542	6,667
(d) Current Tax Assets	11	4,554	6,179
<b>Total Assets</b>		<b>11,56,605</b>	<b>11,63,854</b>
<b>EQUITY AND LIABILITIES</b>			
		-	
<b>Equity</b>			-
(a) Equity Share Capital	12	3,34,750	3,34,750
(b) Other Equity	13	1,60,025	1,59,370
<b>Liabilities</b>	-		
<b>Non-Current liabilities</b>			-
(a) Financial Liabilities			
(i) Trade Payables			



-Total outstanding dues of Small Enterprises and Micro enterprises		-	-
- Total outstanding dues of creditors other than small enterprises and micro enterprises	14	5,59,402	5,59,402
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables			
-Total outstanding dues of Small Enterprises and Micro enterprises			
- Total outstanding dues of creditors other than small enterprises and micro enterprises	15	98,072	1,03,890
(b) Provision	16	9	489
(c) Other Current Liabilities	17	1,317	1,055
(d) Current Tax Liabilities	18	3,029	4,898
<b>Total Equity and Liabilities</b>		<b>11,56,605</b>	<b>11,63,854</b>

Summary of Significant Account

The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached.

**For A N S K & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN. 026177N**

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

**CA Akhil Mittal**  
**Partner**  
**M.No. 517856**  
**Place : New Delhi**  
**Date: 30.05.2023**  
**UDIN: 23517856BGUXFN3154**

**Ramanuj Murlinarayan Darak**  
**Wholtime Director**  
**DIN:08647406**

**Anand Rai**  
**Director**  
**DIN: 06855524**

**Kanika Chawla**  
**Company Secretary**  
**M. No. A50543**

**Himanshu Gopal**  
**Chief financial Officer**  
**PAN: BOTPG1406C**



**MEGA NIRMAN & INDUSTRIES LIMITED**

**CIN: L70101DL1983PLC015425**

**Statement of Profit & Loss for the Year Ended 31st March 2023**

(Amount in  
Hundreds)

<b>Particulars</b>	<b>Note No.</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31st March 2022</b>
<b>INCOME</b>			
Revenue from operations	19	1,52,235	-
Other Income	20	16,950	40,991
<b>Total Income</b>		<b>1,69,185</b>	<b>40,991</b>
<b>Expenses</b>			
Purchases of Stock-in-Trade	21	-	1,26,885
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	1,46,009	(1,26,885)
Employee benefits expenses	23	11,820	14,578
Finance costs	24	39	35
Depreciation and amortization expenses	25	1,449	286
Other expenses	26	8,239	16,476
<b>Total Expenses</b>		<b>1,67,557</b>	<b>31,374</b>
<b>Profit before tax</b>		<b>1,628</b>	<b>9,617</b>
Tax expense:			
Current Tax		463	2,332
Deferred Tax		(46)	109
<b>Profit for the period</b>		<b>1,210</b>	<b>7,176</b>
<b>Other Comprehensive Income</b>			
A) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-



B) (i) Items that will be reclassified to profit or loss	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
Other Comprehensive Income for the year, Net of Tax	-	-
<b>Total Comprehensive Income for the year (Comprising (Loss) and Other Comprehensive Income for the year)</b>	<b>1,210</b>	<b>7,176</b>
Earnings per equity share:		
(1) Basic	0.00	0.00
(2) Diluted	-	-

Summary of Significant Accounting Policies  
The accompanying notes are an integral part of the Financial Statements.  
In terms of our report attached.

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**For A N S K & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN. 026177N**

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

**CA Akhil Mittal**  
**Partner**  
**M.No. 517856**  
**Place : New Delhi**  
**Date: 30.05.2023**  
**UDIN: 23517856BGUXFN3154**

**Ramanuj Murlinarayan Darak**  
**Wholtime Director**  
**DIN:08647406**

**Anand Rai**  
**Director**  
**DIN: 06855524**

**Kanika Chawla**  
**Company Secretary**  
**M. No. A50543**

**Himanshu Gopal**  
**Chief financial Officer**  
**PAN: BOTPG1406C**



**MEGA NIRMAN & INDUSTRIES LIMITED**  
**CIN: L70101DL1983PLC015425**  
**CASH FLOW STATEMENT AS AT 31st MARCH 2023**

(Amount in  
Hundreds)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Taxation	1,628	9,617
Add: Adjustment For Depreciation	1,449	286
Interest Income	(16,814)	(26,483)
Reversal of Provision for Tax	(555)	(51)
<b>Operatine Profit Before Working Capital Change</b>	<b>(14,292)</b>	<b>(16,631)</b>
Adjustment For (Increase)/decrease in Loans & Advances	(15,353)	99,756
(Increase)/decrease in Trade Receivables	(1,28,633)	(12,220)
(Increase)/decrease in Other Current Assets	1,126	(958)
(Increase)/decrease in Inventories	1,46,009	(1,26,885)
(Increase)/decrease in Other Non Current Assets	-	(23,930)
(Increase)/decrease in Current Tax Assets	1,625	(3,448)
Increase/(decrease) in Trade Payables	(5,818)	70,572
Increase/(decrease) in Current Liabilities	(2,087)	(10,654)
Cash Generated from Operation	(3,130)	(7,768)
Less: Direct Tax	(463)	(2,332)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(17,885)</b>	<b>(26,731)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Fixed Assets Purchase	-	(220)
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>-</b>	<b>(220)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		





Interest Income	16,814	26,483
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>16,814</b>	<b>26,483</b>
Net Changes in Cash & Cash Equivalents (A+B+C)	<b>(1,070)</b>	<b>(469)</b>
Opening balance of Cash & Cash Equivalents	3,49,429	3,963
Closing Balance of Cash & Cash Equivalents	(2,424)	(3,494)
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENT</b>	<b>3,47,005</b>	<b>469</b>

Significant Accounting Policies (Note 1)

The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached.

**For A N S K & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FRN. 026177N**

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

**CA Akhil Mittal**

**Partner**

**M.No. 517856**

**Place : New Delhi**

**Date: 30.05.2023**

**UDIN: 23517856BGUXFN3154**

**Ramanuj**

**Murlinarayan Darak**

**Wholtime Director**

**DIN:08647406**

**Anand Rai**

**Director**

**DIN: 06855524**

**Kanika Chawla**

**Company Secretary**

**M. No. A50543**

**Himanshu Gopal**

**Chief financial  
Officer**

**PAN: BOTPG1406C**



<b>MEGA NIRMAN &amp; INDUSTRIES LIMITED</b>					
<b>CIN: L70101DL1983PLC015425</b>					
<b>Statement of changes in equity for the year ended March 31, 2023</b>					
<b>A. Equity share capital</b>					
Equity shares of Rs. 10 each issued, subscribed and fully paid up					
<b>As at April 1st, 2021</b>					<b>3,34,750</b>
Changes in equity share capital					-
<b>As at March 31, 2022</b>					<b>3,34,750</b>
Changes in equity share capital					-
<b>As at March 31, 2023</b>					<b>3,34,750</b>
<b>B. Other equity</b>					
(Amount in Lakhs)					
Particulars	Reserves and surplus			Other Comprehensive Income	Total other equity
	Statutory Reserve	Security Premium	Retained earnings		
<b>Balance as at April 1, 2021</b>	-	<b>1,20,000</b>	<b>32,246</b>	-	<b>1,52,246</b>
Profit for the year	-	-	7,176	-	<b>7,176</b>
Other comprehensive income, net of income tax	-	-	-	-	-
Prior Period Adjustments	-	-	(51)	-	<b>(51)</b>
<b>Balance as at March 31, 2022</b>	-	<b>1,20,000</b>	<b>39,370</b>	-	<b>1,59,370</b>
Profit for the year	-	-	1,210	-	<b>1,210</b>
Other comprehensive income, net of income tax	-	-	-	-	-
Prior Period Adjustments	-	-	(555)	-	<b>(555)</b>
<b>Balance as at March 31, 2023</b>	-	<b>1,20,000</b>	<b>40,025</b>	-	<b>1,60,025</b>
<b>Significant Accounting Policies Notes Forming Part of The Financial Statement Nos-1 to 36</b>					
<b>For A N S K &amp; ASSOCIATES</b>		<b>For &amp; on behalf of the Board of Directors of</b>			
<b>CHARTERED ACCOUNTANTS</b>		<b>Mega Nirman &amp; Industries Limited</b>			
<b>FRN. 026177N</b>					
<b>CA Akhil Mittal</b>		<b>Ramanuj Murlinarayan Darak</b>		<b>Anand Rai</b>	
<b>Partner</b>		<b>Wholetime Director</b>		<b>Director</b>	
<b>M.No. 517856</b>		<b>DIN:08647406</b>		<b>DIN: 06855524</b>	
<b>Place : New Delhi</b>					
<b>Date: 30.05.2023</b>					
<b>UDIN:</b>					
		<b>Kanika Chawla</b>		<b>Himanshu Gopal</b>	
		<b>Company Secretary</b>		<b>Chief financial Officer</b>	
		<b>M. No. A50543</b>		<b>PAN: BOTPG1406C</b>	



(Increase)/decrease in Trade Receivables

(12,22,000)

(23,33,444)

(3,14,960)

(Increase)/decrease in Other Current Assets

(95,836)

23,32,404

80,959

MEGA NIRMAN & INDUSTRIES LIMITED								
CIN: L70101DL1983PLC015425								
Notes to financial statements for the year ended 31 March 2023								
(Amount in Lakhs unless otherwise stated)								
Note 3 - Property, Plant and Equipments								
Particulars	Air Conditioner	Phone	CAR	Furniture	Invertor	Vehicle	Plant and Machinery	Total
<b>Cost:</b>								
Balance as at 31st March 2021	270	725	12,750	151	116	1,550	4,808	20,370
Additions during the year	-	220	-	-	-	-	-	220
Deletions during the year	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2022</b>	<b>270</b>	<b>946</b>	<b>12,750</b>	<b>151</b>	<b>116</b>	<b>1,550</b>	<b>4,808</b>	<b>20,590</b>
Additions during the year	-	-	-	-	-	-	-	-
Deletions during the year	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2023</b>	<b>270</b>	<b>946</b>	<b>12,750</b>	<b>151</b>	<b>116</b>	<b>1,550</b>	<b>4,808</b>	<b>20,590</b>
<b>Depreciation:</b>								
Balance as at 31st March 2021	261	610	12,112	147	111	1,546	-	14,787
Depreciation for the year	4	76	204	1	1	-	-	286
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2022</b>	<b>265</b>	<b>686</b>	<b>12,316</b>	<b>148</b>	<b>111</b>	<b>1,546</b>	<b>-</b>	<b>15,073</b>
Depreciation for the year	2	61	139	1	1	-	1,246	1,449
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31st March 2023</b>	<b>267</b>	<b>747</b>	<b>12,455</b>	<b>149</b>	<b>112</b>	<b>1,546</b>	<b>1,246</b>	<b>16,522</b>
<b>Net Block:</b>								
Balance as at 31st March 2023	3	199	295	2	3	4	3,562	4,068
Balance as at 31st March 2022	5	259	434	3	4	4	4,808	5,517
*The Company has elected to measure all of its property plant and equipment at their previous GAAP carrying value as deemed cost at the transition date.								



**MEGA NIRMAN & INDUSTRIES LIMITED**

**CIN: L70101DL1983PLC015425**

Notes to financial statements for the year ended 31 March 2023

**Note 4 - Investments**

(In 00's)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Non Current</b>		
<b>At Cost</b>		
<b>Unquoted Investments ( Fully paid up )</b>	-	-
<b>Investment in Equity Instruments</b>	20,000	20,000
Yuvraj International Ltd. (2,00,000 equity shares Rs. 10/- each and Previous year 2,00,000 equity share Rs. 10/- each)		
<b>Total</b>	<b>20,000</b>	<b>20,000</b>

**Disclosure**

a) Aggregate amount of quoted investments and market value thereof	-	-
b) Aggregate amount of unquoted investments; and	20,000	20,000
c) Aggregate amount of impairment in value of investments.	-	-

**Note 5- Loans**

(In 00's)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Non Current</b>		
<b>At Amortised Cost</b>		
Other Loans and Advances	80,000	80,000
<b>Total</b>	<b>80,000</b>	<b>80,000</b>

**Note 6 - Trade Receivables**

(In 00's)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Non Current</b>		
Unsecured Considered Good	7,14,050	5,85,417
<b>Total</b>	<b>7,14,050</b>	<b>5,85,417</b>

**Notes:**

1. Trade Receivables balances are subject to confirmation during the year.
2. For explanations on the Company's Credit risk management processes, refer to Note No.26 (b)

**MEGA NIRMAN & INDUSTRIES LIMITED**

**CIN: L70101DL1983PLC015425**



Notes to financial statements for the year ended 31 March 2023

**Note 7 - Inventories**

(In 00's)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current</b>		
Stock in Trade	7	1,46,009
<b>Total</b>	<b>7</b>	<b>1,46,009</b>

**Note 8- Loans**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current</b>		
<b>At Amortised Cost</b>		
<b>Unsecured, considered good</b>		
Other Loans and Advances	2,72,943	2,57,590
<b>Total</b>	<b>2,72,943</b>	<b>2,57,590</b>

**Note 9- Cash and cash equivalents**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current</b>		
Cash on Hand	1398	1691
<b>Bank Balances in current Accounts:-</b>		
HDFC bank	1026	1803
<b>Total</b>	<b>2424</b>	<b>3494</b>

**Note 10 - Other assets**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Current</b>		
Income Tax Refund	3,443	3,443
Tax Deducted At Source		
Tax Paid Under Appeal		
TDS FY 2020-21	662	662
TDS FY 2021-22	1,437	2,563
<b>Total</b>	<b>5,542</b>	<b>6,667</b>

**Note 11 - Current Tax Assets**

Particulars	As at 31st March 2023	As at 31st March 2022



GST Receivable	4,554	6,179
<b>Total</b>	<b>4,554</b>	<b>6,179</b>

## Note 12 - Equity Share Capital

### (A) Reconciliation of share capital

Particulars	Number	Amount
<b>Authorised Share Capital</b> <b>Equity Shares of Re.10/- each</b>		
As at 1 April 2021	42,500.00	4,25,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2022	2,82,500.00	28,25,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2023	2,82,500.00	28,25,000.00

Particulars	Number	Amount
<b>Issued, Subscribed &amp; Fully Paid up</b> <b>Equity Shares of Re.10/- each</b>		
As at 1 April 2021	33,475.00	3,34,750.00
Increase/(decrease) during the year	-	-
As at 31 March 2022	33,475.00	3,34,750.00
Increase/(decrease) during the year	-	-
As at 31 March 2023	33,475.00	3,34,750.00

### (B) Terms and rights attached to equity shares

#### Equity Shares

\* The Company has only one class of Equity Shares having a par value of Re. 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 the shareholders.

### (C) Disclosure of Shares in the company held by each shareholder holding more than 5%

Name of Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shree Bhuvanakaram Tradinvest Pvt. Ltd.	-	-	1,99,690	5.96%



Spetra Multibiz Private Limited	2,95,362	8.84%		
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**(D) Reconciliation of the number of shares outstanding at the beginning and at the end of the year**

Particulars	Equity Shares			
	As at 31st March 2023		As at 31st March 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	33,47,500	3,34,750.00	33,47,500	3,34,750.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>33,47,500</b>	<b>3,34,750</b>	<b>33,47,500</b>	<b>3,34,750</b>

**(E) Details of shares held by each shareholder holding of Promoters**

Class of shares / Name of shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Yogesh Kumar Goyal	75100	2.25%	75100	2.25%

\* There is no changes in Promoter holding during the year

**Note - 13**

**(a) Equity Share Capital**

(Amount in '00)

Issued, Subscribed & Fully Paid up (Equity Shares of Rs.10/- each)	Number of shares	Amount
At 1 April 2021	33,475.00	3,34,750.00
Changes in equity share capital	-	-
At 31 March 2022	33,475.00	3,34,750.00
Changes in equity share capital	-	-
At 31 March 2023	33,475.00	3,34,750.00

**(b) Other Equity**



(Amount in '00)

Particulars	Reserves and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
<b>As at 1 April 2021</b>	-	1,20,000.00	32,245.86	1,52,245.86
Profit for the year	-	-	7,175.65	7,175.65
(+)Reversal of Provision of Tax	-	-	(51.35)	(51.35)
(+)Prior Period Adjustment	-	-	-	-
Other comprehensive income	-	-	-	-
<b>Total comprehensive income</b>	-	<b>1,20,000.00</b>	<b>39,370.16</b>	<b>1,59,370.16</b>
Any changes	-	-	-	-
<b>As at 31 March 2022</b>	-	<b>1,20,000.00</b>	<b>39,370.16</b>	<b>1,59,370.16</b>
Profit for the year	-	-	1,210.00	1,210.00
(+)Reversal of Provision of Tax	-	-	-	-
(+)Prior Period Adjustment	-	-	-	-
Other comprehensive income	-	-	-	-
<b>Total comprehensive income</b>	-	1,20,000.00	<b>40,580.16</b>	<b>1,60,580.16</b>
Profit for the year	-	-	-	-
Any changes	-	-	-	-
(+)Prior Period Adjustment	-	-	(554.70)	(554.70)
<b>As at 31 March 2023</b>	-	<b>1,20,000.00</b>	<b>40,580.16</b>	<b>1,60,025.46</b>

**Non Current**

**Note 14. Trade Payables**

(Amount in '00)

Particulars	As at 31st March 2023	As at 31st March 2022
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<b>Financial liabilities carried at amortised cost:</b>		
<b>Non Current</b>		-
Trade payables	-	-
-Total outstanding dues of Small Enterprises and Micro enterprises		
- Total outstanding dues of creditors other than small enterprises and micro enterprises	5,59,401.77	5,59,401.77
<b>Total financial liabilities carried at amortised cost</b>	<b>5,59,401.77</b>	<b>5,59,401.77</b>

#### Current

#### Note 15. Trade Payables

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Financial liabilities carried at amortised cost:</b>		
<b>Current</b>		
Trade payables		
-Total outstanding dues of Small Enterprises and Micro enterprises	539.38	404.98
- Total outstanding dues of creditors other than small enterprises and micro enterprises	97,532.89	1,03,485.02
<b>Total financial liabilities carried at amortised cost</b>	<b>98,072.27</b>	<b>1,03,890.00</b>

#### Notes:

1. Trade payables are non-interest bearing and the balances are subject to confirmation during the year.
2. For explanations on the Company's credit risk management processes, refer to Note No. 38 (b)
3. Based on the information available with the Company, the balance due to Micro and Small Enterprises as defined under the MSMED Act, 2006 is Rs. 539.38/- (Previous year Rs. 404.98/--) and interest during the year Rs. Nil (Previous year Rs. Nil) has been paid or is payable under the terms of the MSMED Act, 2006. The information provided by the Company has been relied upon by the auditors.

Particulars	31-Mar-23	31-Mar-22
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	539.38	404.98
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	539.38	594.18
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-



Further interest remaining due and payable for earlier years

- -

**Note - 16**

(Amount in '00)

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Provision</b>		
TDS Payable	8.80	489.10
<b>Total</b>	<b>8.80</b>	<b>489.10</b>

**Note - 17**

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Others current liabilities</b>		
Expenses Payables	1,317.27	1,055.16
<b>Total</b>	<b>1,317.27</b>	<b>1,055.16</b>

**Note - 18**

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Current tax liabilities</b>		
Provision for tax	-	4,897.77
<b>Total</b>	<b>-</b>	<b>4,897.77</b>

**Note 19. Revenue from Operations**

(In '00)



Particulars	For the period Ended 31st March 2023	For the period Ended 31st March 2023
Sale of Gems	1,52,235.00	-
<b>Total</b>	<b>1,52,235.00</b>	<b>-</b>

**Note 20. Other Income**

Particulars	For the period Ended 31st March 2023	For the period Ended 31st March 2023
Interest Income	16,814.32	26,482.56
Other Non Operating Income	135.70	14,508.50
<b>Total</b>	<b>16,950.02</b>	<b>40,991.06</b>

**Note 21. Purchase of Stock in Trade**

Particulars	For the period Ended 31st March 2023	For the period Ended 31st March 2023
Purchases of Gems	-	1,26,884.80
<b>Total</b>	<b>-</b>	<b>1,26,884.80</b>

**Note 22. Change in Inventories of Stock-in-Trade**

Particulars	For the period Ended 31st March 2023	For the period Ended 31st March 2023
<b>Inventories at the beginning of the year:</b>		
Stock in Trade	1,46,009.20	19,124.40
	<b>1,46,009.20</b>	<b>19,124.40</b>
<b>Inventories at the closing of the year:</b>		
Stock in Trade	-	1,46,009.20
	<b>-</b>	<b>1,46,009.20</b>



<b>Net (increase)/ Decrease</b>	<b>1,46,009.20</b>	<b>(1,26,884.80)</b>
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**Note 23. Employee Benefit Expenses**

<b>Particulars</b>	<b>For the period Ended 31st March 2023</b>	<b>For the period Ended 31st March 2023</b>
Salary and Wages	11,820.00	14,245.57
Staff welfare	-	332.50
<b>Total</b>	<b>11,820.00</b>	<b>14,578.07</b>

**Note 24. Finance Cost**

<b>Particulars</b>	<b>For the period Ended 31st March 2023</b>	<b>For the period Ended 31st March 2023</b>
Bank Charges	39.29	34.64
<b>Total</b>	<b>39.29</b>	<b>34.64</b>

**MEGA NIRMAN & INDUSTRIES LIMITED**

**CIN: L70101DL1983PLC015425**

Notes to financial statements for the year ended 31 March 2023

**Note 25. Depreciation and amortization expenses**

(In '00)

<b>Particulars</b>	<b>For the period Ended 31st March 2023</b>	<b>For the period Ended 31st March 2023</b>
Depreciation Expenses	1,449.48	285.97
<b>Total</b>	<b>1,449.48</b>	<b>285.97</b>

**Note 25. Other Expenses**



Particulars	For the period Ended 31st March 2023	For the period Ended 31st March 2023
Advertisement	341.32	242.48
Audit Fees	500.00	500.00
AGM Expense	374.55	250.00
Travelling and Conveyance Exp.	1,857.32	4,444.08
Diwali Expenses	139.00	185.49
Electricity Expenses	273.85	176.40
Rates and Taxes	131.09	101.75
Legal & Professional Charges	2,213.00	3,059.00
Other Expenses	616.93	6,003.01
Office Rent	400.00	480.01
Printing Stationary and Postage	276.65	208.00
Repair & Maintenance	530.55	416.63
Telephone Exp.	185.03	163.96
Director Sitting fees	400.00	245.00
		-
<b>Total</b>	<b>8,239.30</b>	<b>16,475.82</b>

**Notes Forming Part of the Financial Statements for the period ended 31st March, 2023**

**Note**

**27 a) Income Tax Expenses**

(Amount in 00's)

Particulars	As at March 31, 2023	As at March 31, 2022
- <b>Current Tax</b> In respect of current year	463.41	2,332.18
<b>Deferred Tax Expense</b> (Increase)/ Decrease in deferred tax assets	(45.66)	108.72
	-	-



<b>Total</b>	<b>417.75</b>	<b>2,440.90</b>
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**b) Income Tax recognised in Other Comprehensive Income**

<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
Current Income Tax on Re-measurement Losses on Fair value of Investment in Equity Instruments	-	-
Total Income Tax Expense Reported in the Statement of Profit or Loss	-	-

**C. Reconciliation of effective tax rate**

<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
Income Tax Rate	25.17%	25.17%
<b>Profit before tax</b>		
	1,627.75	9,616.55
Tax using the company's domestic tax rate/MAT <b>(A)</b>	409.67	2,420.29
Tax effect of:		
Additional Deduction under Income Tax Act, 1961	-	-
Expenses Disallowed under Income Tax Act, 1961	1,481.60	582.05
Net Impact of addition and disallowance	1,268.08	717.91
	213.52	(135.86)
Income Taxable at Other than specified rate - Capital Gains	-	-
Tax using the company's domestic tax rate/MAT <b>(B)</b>	53.74	(34.19)
Deferred Tax Reversal/(Charge)	(45.66)	108.72
Due to Change in Rate of Tax	-	-
Previous Year Tax Adjustment	-	(53.92)
<b>Total (B)</b>	<b>8.08</b>	<b>20.61</b>
<b>(A)+(B)</b>	<b>417.75</b>	<b>2,440.90</b>

**Note**

**28 Components of Other Comprehensive Income (OCI)**

<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
The Disaggregation of changes to OCI by each type of reserve in equity is :	-	-



Deferred Tax (Charge)/Reversal	-	-
<b>Total</b>	-	-

**Note 29** Details of CSR expenditure as per Section 135 of Companies Act, 2013:

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
	NA	NA

**Note 30** Segment Reporting

The Company is primarily engaged in the business of " Trading of Precious and Semi-Precious Stones " which constitutes a single reporting segment and the Executive Management Committee does not monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements therefore no additional disclosures are required under Ind AS 108 – “Segment Reporting”.

**Note 31** Related Party disclosure

**A. Following are the Related Parties of the Company**

**List of Key Management Personnel**

Anand Rai	Director
Zabihullah Burhani	Director
Monendra Srivastava	Director
Mohan Jindal Aggarwal	Executive Director
Sushma Jain	Director
Ramanuj Murlinarayan Darak	Whole Time Director (appointed on 21.07.2022)
Govind Swaroop Mishra	Director (Appointed on 12.10.2022)
Kanika Chawla	Company Secretary Chief Financial Officer
Himanshu Gopal	Officer

**List of entity in which director or his/her relative is a member or director**

NA



**B. Transactions  
During the year  
with related parties**

(Amount in  
'00)

Particulars	Nature of Transactions	As at 31 March 2023	As at 31 March 2022
Himanshu Gopal	Expenses	81.60	860.14
	Reimbursement	81.60	860.14
	Closing Balance	-	-
Himanshu Gopal	Salary	4,320.00	3,784.28
	Closing Balance	360.00	360.00
Kanika Chawla	Salary	7,200.00	6,500.00
	Closing Balance	600.00	600.00
Kanika Chawla	Expenses	193.50	227.85
	Reimbursement	193.50	227.85
	Closing Balance	-	-
Anand Rai	Director Sitting Fee	5,000.00	5,000.00
	Closing Balance	-	-
Sushma Jain	Director Sitting Fee	18,000.00	10,000.00
	Closing Balance	-	-

**Note  
32 Earning per Share**

(Amount in  
'00)





<b>Particulars</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
<b>Basic Continuing Operations</b>		
<b>Net Profit for the year from Continuing Operations</b>	1,210.00	7,175.65
<b>Net Profit for the year from Continuing Operations attributable to the equity shareholders</b>	1,210.00	7,175.65
<b>Weighted average number of equity share holders</b>	33,47,500	33,47,500
<b>Nominal Value per share</b>	<b>10</b>	<b>10</b>
<b>Earning per share from continuing Operation- Basic</b>	<b>0.04</b>	<b>0.21</b>
<b>Earning per share from continuing Operation- Diluted</b>	<b>0.04</b>	<b>0.21</b>

**Note  
33 Auditor Remuneration**

<b>Particulars</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Fee for Statutory Audit	500.00	500.00
	500.00	500.00

**Note  
34 Contingent Liability**

**Contingent Liabilities**

<b>Particulars</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
NIL	NIL	NIL

**Note  
35 Micro, Small & Medium Enterprises :-**



The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

<b>Particulars</b>	<b>As at 31 March 2023</b>	<b>As at March 31, 2022</b>
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	735.08	404.98
Principal	735.08	594.18
Interest	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act.	-	-

**Note 36 Segment Reporting**

The Company is primarily engaged in the business of " Trading of Precious and semi- Precious Goods" which constitutes a single reporting segment and the Executive Management Committee does not monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements therefore no additional disclosures are required under Ind AS 108 – “Segment Reporting”.

**Mega Nirman & Industries Limited**  
**Notes to financial statements for the year ended 31 March 2023**  
(Amount in Rupees, unless otherwise stated)

**Note 37 Fair values**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	Carrying value		Fair value	
		As at	As at	As at
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
		INR	INR	INR
<b>FINANCIAL ASSETS</b>				
<b>a) Financial assets measured at amortised cost</b>				
Investments in Equity Instruments (Refer Note 4)	20,000.00	20,000.00	20,000.00	20,000.00
Loans ( Refer Note 5 & 8)	3,52,942.54	3,37,589.83	3,52,942.54	3,37,589.83
Other Financial Assets				
Cash and cash equivalents (Refer Note 9)	2,423.87	3,494.29	2,423.87	3,494.29
Other Bank Balances	-	-	-	-
Trade Receivables ( Refer Note 6)	7,14,049.72	5,85,417.13	7,14,049.72	5,85,417.13
Inventories ( Refer Note 7)	-	1,46,009.20	-	1,46,009.20
<b>FINANCIAL LIABILITIES</b>				
<b>Financial liabilities measured at amortised cost</b>				
Loans	-	-	-	-
Trade payables (Refer Note 14 & 15)	6,57,474.04	6,63,291.77	6,57,474.04	6,63,291.77
Other Financial Liabilities	-	-	-	-

The management assessed that cash and cash equivalents, trade receivables, other bank balances and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company determines fair values of financial assets and financial liabilities by discounting the contractual cash inflows/ outflows using prevailing interest rates of financial instruments with similar terms. The initial measurement of financial assets and financial liabilities is at fair value. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all financial assets and liabilities (other than investment in mutual funds) is at amortised cost, using the effective interest method.

**Note 38 Financial risk management objectives and policies**

The Company's principal financial liabilities comprise trade payables, employee related liabilities, etc. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents, security deposits, etc. that derive directly from its operations. The Company also holds FVTPL investments.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The company's senior management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The company's senior management reviews and agrees policies for managing each of these risks, which are summarised below.

**(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and price risk. Financial instruments affected by market risk include fixed deposits and FVTPL investments.

**(i) Interest Rate Risk**

The company does not have any borrowings or significant interest bearing assets. So, the Company is not exposed to such risk.

**(ii) Foreign currency risk**

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee. Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company transacts business majorly in local currency and there is no significant foreign currency transactions, therefore do not pose a significant foreign currency risk on the company.

**(b) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.

**Trade receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is primarily from trade receivables amounting to Rs. 5.85 crore for the F.Y. 2022-23 and are typically unsecured.

**Financial instruments and cash deposits**

Particulars	Note	As at 31 March 2023	As at 31 March 2022
Investments in Equity Instruments	4	20000.00	20000.00
Loans	5 & 8	352942.54	337589.83
Other Financial Assets		0.00	0.00
Cash and cash equivalents	9	2423.87	3494.29
Other Bank Balances		0.00	0.00
Trade Receivables	6	714049.72	585417.13
Inventories	7	0.00	146009.20
<b>Total</b>		<b>1089416.13</b>	<b>1092510.46</b>

(c) **Liquidity Risk**

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's treasury function reviews the liquidity position on an ongoing basis. The Company has access to a sufficient variety of sources of funding. It may be noted that its Promoter Mr. Yogesh Kumar Goyal have been prohibited from accessing the securities market by raising money from public for a period of 2 years from the date of the SEBI order dated 13/05/2022.

**The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31 March 2023:**

Particulars	Carrying amount	Contractual cash flow	Less than 1 year	1-2 years	2-3 years	3 years and above
Loans	-	-	-	-	-	-
Trade payables	6,57,474.04	6,57,474.04	1,03,886.11	10,141.89	1,79,915.25	3,69,348.52
Other financial liabilities	-	-	-	-	-	-

**The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31 March 2022**

Particulars	Carrying amount	Contractual cash flow	Less than 1 year	1-2 years	2-3 years	3 years and above
Loans	-	-	-	-	-	-
Trade payables	6,63,291.77	6,63,291.77	1,03,886.11	10,141.89	1,79,915.25	3,69,348.52
Other financial liabilities	-	-	-	-	-	-

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

**Note 39 Capital management**

The company's policy is to maintain a strong capital base so as to maintain investor, creditor confidence and to sustain future development of the business. The company's senior management monitor the return on capital employed. The Company's Gearing ratio was as follows:

Particulars	As at	As at
	31-Mar-23	31-Mar-22
Total liabilities *	6,58,800.11	6,69,733.80
Less: Cash and cash equivalents	2,423.87	3,494.29
Net debt	6,56,376.24	6,66,239.51
Total equity	4,94,775.46	4,94,120.16
Gearing ratio	1.33	1.35

\* Total liabilities majorly consists of trade payables, statutory dues etc.

There were no changes in the Company's approach to capital management during the year ended 31 March 2023 and 31 March 2022.

**Note 40 Financial Ratios**

Particulars	Numerator	Denominator	AS ON	AS ON	Difference	Reason for Difference
			MARCH 31, 2023	MARCH 31, 2022		
(a) Current Ratio	Current Assets	Current Liabilities	2.84	3.81	25.35%	Ratio Decrease due to all old inventories sold during the year
(b) Debt-Equity Ratio	Total debt	Shareholder's equity	-	-	0.00%	NA
(c) Debt Service Coverage Ratio	Earnings available for debt service	Debt service	-	-	0.00%	NA
(d) Return on Equity Ratio	Net Profit after taxes	Shareholder's equity	0.36%	2.14%	-1.78%	NA
(e) Inventory turnover ratio	Revenue	Average inventory	1.04	-	104.26%	Ratio Increase due to NIL Turnover in previous year
(f) Trade Receivables turnover ratio	Revenue	Average trade receivable	0.06	-	5.86%	NA
(g) Trade payables turnover ratio	Purchase	Average trade payables	-	-	0.00%	NA
(h) Net capital turnover ratio	Revenue	Working capital	0.83	-	83.17%	Ratio Increase due to NIL Turnover in previous year
(i) Net profit ratio	Net Profit	Revenue	0.72%	17.51%	-16.79%	NA
(j) Return on Capital employed	Earning before interest & taxes	Capital Employed	0.33%	1.95%	-1.62%	NA
(k) Return on investment	Income from investment	Cost of Investment	-	-	0.00%	NA

(1) Debt represents only lease liabilities

(2) Net profit after taxes + Non-cash operating expenses + Interest + Other adjustments like loss on sale of fixed assets etc.

(3) Lease payments for the current year (4) Tangible net worth + Deferred tax liabilities + Lease liabilities

\* Revenue growth along with higher efficiency on working capital improvement has resulted in an improvement in the ratio.

**Note -41 Trade Receivables Ageing Schedule**

(Amount in '00)

Particulars	Outstanding for following periods from due date of payment as on 31.03.2023					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) <b>Undisputed Trade Receivables</b>						
a) Considered Good	-	1,31,847.59	3,700.00	-	5,78,502.13	7,14,049.72
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
Less: Allowance for expected credit loss on credit impaired	-	-	-	-	-	-
<b>Total</b>	-	<b>1,31,847.59</b>	<b>3,700.00</b>	-	<b>5,78,502.13</b>	<b>7,14,049.72</b>

Particulars	Outstanding for following periods from due date of payment as on 31.03.2022					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) <b>Undisputed Trade Receivables</b>						
a) Considered Good	3,700.00	-	-	1,88,005.91	3,93,711.22	5,85,417.13
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
Less: Allowance for expected credit loss on credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>3,700.00</b>	-	-	<b>1,88,005.91</b>	<b>3,93,711.22</b>	<b>5,85,417.13</b>

**Note -42 Trade Payables Ageing Schedule**

(Amount in '00)

Particulars	Outstanding as at 31st March 2023 for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	735.08	-	-	-	735.08
(ii) Others	291.22	1,05,760.30	-	5,50,883.14	6,56,934.66
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
<b>Total</b>	<b>1,026.30</b>	<b>1,05,760.30</b>	-	<b>5,50,883.14</b>	<b>6,57,669.74</b>

Particulars	Outstanding as at 31st March 2022 for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	404.98	-	-	-	404.98
(ii) Others	1,03,481.13	10,141.89	1,79,915.25	3,69,348.52	6,62,886.79
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

Total	1,03,886.11	10,141.89	1,79,915.25	3,69,348.52	6,63,291.77
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**MEGA NIRMAN & INDUSTRIES LIMITED**

CIN: L70101DL1983PLC015425

Notes forming part of the Financial Statement as at 31st March 2023

**Note-43 Other statutory information**

(i) Figures have been rounded off to the nearest hundred rupees.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(iv) These financial statements have been prepared in the format prescribed by the Schedule III to the Companies Act, 2013. Previous years figures have been recast / restated wherever necessary to make them comparable with figure of current year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or party (ultimate beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company has not been declared as a wilful defaulter by any banks or any other financial institution at any time during the financial year or after the end of the reporting period but before the date when the financial statements are approved.

**For A N S K & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN. 026177N**

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

**CA Akhil Mittal  
Partner  
M.No. 517856  
Place : New Delhi  
Date: 31.05.2023  
UDIN: 23517856BGUXFN3154**

**Ramanuj Murlinarayan Darak  
Wholtime Director  
DIN:08647406**

**Anand Rai  
Director  
DIN: 06855524**

**Kanika Chawla  
Company Secretary  
M. No. A50543**

**Himanshu Gopal  
Chief financial Officer  
PAN: BOTPG1406C**



## **Significant Accounting Policies and Other Notes to Accounts**

### **1. Significant Accounting Policies:**

#### **a) Corporate Information**

Mega Nirman & Industries Limited was incorporated on 23<sup>rd</sup> March, 1983 registered under the Companies Act, 1956. The registered office of the company is situated at A-6/130B, 1<sup>st</sup> Floor Paschim Vihar, new Delhi-110063. The principal place of business is in India. Due to covid-19, pandemic, there is recession in Mining and construction business, so company switch to Precious and Semi-Precious Stones Business.

#### **b) Basis of Preparation**

The financial statements of the Company have been prepared on an accrual basis and under the historical cost convention except for certain financial instruments (including derivative instruments) and defined benefit plans which have been measured at fair value. The accounting policies are consistently applied by the Company to all the period mentioned in the financial statements.

The financial statements (“Financial Statements”) of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies’ (Indian Accounting Standard) Rules, 2015, as amended from time to time.

#### **c) Use of Estimates and judgments**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on the estimates.

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates.

#### **d) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The following specific recognition criteria must also be met before revenue is recognized.

##### **Income from services:**

Service revenue is recognized on completion of provision of services which in general coincides with invoicing to customers. Revenue, net of discount, is recognized on transfer of all significant risks and rewards to the customer and when no significant uncertainty exists regarding realization of consideration.

Revenue from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred. Revenues from time bound fixed price contracts, are recognized over





the life of the contract using the percentage of completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognized when probable.

**Interest Income:**

Interest income is recognized on an accrual basis using effective interest rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

**e) Depreciation and Amortization**

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the Written down Value method.

Amortization is recognized on a Written down Value basis over their estimated useful lives.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Depreciation on tangible assets is provided as per the provisions of Part B of Schedule III of the Companies Act, 2013 based on useful life and residual value notified for accounting purposes by Electricity Regulatory Authorities.

The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

**f) Cash and Cash Equivalents**

Cash and Cash Equivalents in Balance Sheet comprises of cash at bank and hand and short term deposits with original maturity of three months or less, which are subject to insignificant risk of change in value.

**g) Taxation**

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current tax is the amount of tax payable based on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax liabilities and assets are measured using the tax rate enacted or substantively enacted as on the Balance Sheet date.

**h) Earnings per share**

Basic earnings per share is computed by dividing the profit/ (loss) for the year by the weighted average number of equity shares outstanding during the year.

(in 00's)



<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
Net Profit/(Loss) for the year	1210.00/-	7175.65/-
Weighted Number of Equity Shares	33,47,500	33,47,500
Nominal Value per Share	10/-	10/-
Earnings Per Share (Basic)	0.04	0.21

**i) Cash Flow Statement**

Cash flows are reported using the indirect method, as per Ind AS-7, issued by the ICAI whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals and accruals of past or future operating cash receipts and payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

**j) Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

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

When significant parts of fixed assets are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

The residual values, useful lives and methods of depreciation of fixed assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from de-recognition of a tangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**k) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**l) Provision & Contingencies and Commitments**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.



A disclosure for contingent liabilities is made where there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting period.

**m) 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 Asset for the year of Rs. 4565.86/- as per Ind AS 12 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 Ind AS-108 on Segment reporting issued by the Institute of Chartered Accountants of India is not applicable.
- iv. In accordance with the requirement of Ind AS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and /or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

**List of Related Parties:**

<b>Particulars</b>	<b>Name of Parties</b>
Whole Time Director (KMP)	Mr. Ramanuj Murlinarayan Darak (appointed on 21.07.2022)
Company Secretary & Compliance Officer (KMP)	Ms. Kanika Chawla
Chief Financial Officer(KMP)	Mr. Himanshu Gopal
Director	Mr. Anand Rai
Director	Mr. Zabihullah Burhani
Director	Mr. Monendra Srivastava
Executive Director	Mr. Mohan Jindal Aggarwal
Director	Mrs. Sushma Jain
Director	Mr. Govind Swaroop Mishra (Appointed on 12.10.2022)

**a. Remuneration to Key Management Personnel:**

(In 00's)



Particulars	Designation	Year Ended March 31, 2023	Year Ended March 31, 2022
Mr. Ramanuj Murlinarayan Darak (Appointment w.e.f. 21.07.2022)	Whole Time Director	Rs. 450.00	-
Ms. Kanika Chawla	Company Secretary	Rs. 7200.00	Rs. 6500.00
Mr. Himanshu Gopal	Chief Financial Officer	Rs. 4320.00	Rs. 3784.28

v. **Auditors Remuneration**

Payment to auditors comprises of the following:

(In 00's)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
As Statutory Audit Fees	Rs. 500.00	Rs. 500.00
<b>Total</b>	<b>Rs. 500.00</b>	<b>Rs. 500.00</b>

vi. **Contingent Liabilities**

There is no contingent liability as on March 31, 2023.

vii. Previous year figures have been regrouped/reclassified wherever necessary to make them comparable with the current year figures.

In terms of our report attached.

**For A N S K & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**FRN. 026177N**

**CA Akhil Mittal**

**Partner**

**M.No. 517856**

**Place : New Delhi**

**Date: 31.05.2023**

**UDIN: 23517856BGUXFN3154**

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

**Ramanuj Murlinarayan  
Darak**

**Wholetime Director  
DIN:08647406**

**Anand Rai**

**Director  
DIN: 06855524**

**Kanika Chawla  
Company Secretary**

**M. No. A50543**

**Himanshu Gopal  
Chief financial  
Officer  
PAN:BOTPG1406C**