



Ref.: MNIL/BSE/2022

Date: 20/08/2022

BSE LIMITED

Department of Corporate Services
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code: 539767 ISIN: INE216Q01010

Subject: Proceedings of 39th Annual General Meeting (AGM)

Dear Sir/Ma'am,

With respect to the above captioned subject, pursuant to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith proceedings of the 39th Annual General Meeting of the company held on Saturday, 20th August, 2022 at 10:00 AM

Thanking you,

For Mega Nirman & Industries Limited

For Mega Nirman & Industries Limited

Kanika
Kanika Chawla *Company Secretary*
Company Secretary & Compliance Officer
M. No. A50543

Encl: a/a

MEGA NIRMAN & INDUSTRIES LIMITED

Regd. Office Address: A-6/343B, 1st Floor, Paschim Vihar, New Delhi-110063

Phone: 011-49879687 | | email: secretarial.mnil@gmail.com

CIN: L70101DL1983PLC015425



SUMMARY OF THE PROCEEDINGS OF THE 39th ANNUAL GENERAL MEETING ("AGM") OF MEGA NIRMAN & INDUSTRIES LIMITED HELD ON SATURDAY, THE 20th AUGUST, 2022 AT 10.00 A.M. AT MAHARAJA BANQUET AT A-1/20A, PASCHIM VIHAR (OPPOSITE METRO PILLAR NO. 256), MAIN ROHTAK ROAD, NEW DELHI 110063

The 39th Annual General Meeting (AGM) of the members of Mega Nirman & Industries Limited ("the Company") was held on Saturday, the 20th August, 2022 at 10.00 A.M. at Maharaja Banquet at A-1/20A, Paschim Vihar (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi 110063.

Mr. Mohan Jagdish Agarwal, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Company Secretary introduced all the Directors, and the Secretarial Auditor attending the meeting.

The Chairman and Directors greeted the members attending the AGM.

Thereafter, the Chairman delivered the speech and informed the shareholders present that the notices convening the meeting, and Annual Accounts and Directors' Report for the year 2021-2022 were taken as read. The Chairman of the meeting informed the members that as per the provisions of section 145 of the Companies Act, 2013, the auditor's report has to be read only in case there is any qualification or adverse remark in the auditor's report. There is qualification in the Auditors' Reports as follows:

The Company has not done the reversal of GST input of Rs. 20,13,891/- (excluding interest as payable thereon) for the tax period 2018-19 to 2020-21 due to non-payment to creditors within a stipulated time as prescribed in terms of 2nd proviso to section 16(2) of CGST Act, 2017 and a pending GST demand of Rs. 3,55,636/- excluding interest as per GST assessment order dt. 26/10/2020 for tax period 2017-18 towards differential tax on ITC claim under GST. Accordingly, the statutory liability would have been increased by Rs. 23,69,527/- and the Net Worth would have been reduced by Rs. 23,69,527/- respectively. This matter is also disclosed in our Report on Other Legal and Regulatory Requirements in paragraph below. As per information and according to the explanations given to us, the company has not received any notice or demand letter on this GST input reversal from the GST department.

Reply from the Board: The Management has noted this and will take steps to comply this in current year.

There is one qualification in the Secretarial Auditors' Reports as follows:

In October 2019, The Ministry (MCA) made it compulsory for independent directors to pass the online self-assessment proficiency test, which is conducted by the Indian Institute of Corporate Affairs (IICA) – if they take up or must maintain their positions on the Board of Directors.

However, Mr. Monendra Srivastava and Mrs. Sushma Jain, Independent Director in the company with effect from 05.05.2016 and 26.08.2019 respectively have not appeared for the self-proficiency exam conducted by the IICA, hence stand ineligible to be appointed as such in the office of independent directors in any Company.

Reply from the Board: The Management has noted this and will take steps to comply this in current year.



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Further, The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the Members entitled to cast their votes on all resolutions. Remote e-voting facility commenced at 09.00 A.M. (IST) on 17th August 2022 and ended at 5.00 P.M. (IST) on 19th August 2022.

The Chairman requested the members who had not yet cast their votes or were otherwise not barred from exercising their voting rights to cast their votes on the abovementioned resolutions through Polling papers.

Mr. Vijay Jain, Practicing Company Secretary, (having Membership No. 50242 and Certificate of Practice Number 18230) has been appointed as the Scrutinizer by the Board for the purpose of scrutinizing the process of remote e-voting held prior and voting through poll.

The Chairman explained the objective and implications of each resolution and requested the Members to ask questions or seek clarifications or express their views on the agenda items. Thereafter put the resolutions to vote at the meeting.

The following items of business as set out in the Notice convening 39th Annual General Meeting (AGM) were transacted as follows:

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, including with the reports of Independent Auditors and Director thereon (**Ordinary Resolution**).
2. To consider the re-appointment of Mr. Mohan Jagdish Agarwal (DIN: 07627568), who retires by rotation and being eligible, offers himself for re-appointment (**Ordinary Resolution**).
3. To consider and approve Appointment of Auditors and to fix their remuneration (**Ordinary Resolution**).
4. To consider and approve Amendment of the object clause of the memorandum of association (**Special Resolution**).
5. To consider and approve reclassification of promoter of the company as public shareholders (**Special Resolution**).
6. To consider and approve appointment of Mr. Ramanuj Murlinarayan Darak (Din: 08647406) As Wholetime Director (**Ordinary Resolution**).
7. To consider and approve appointment of Mr. Zabiullah Burhani from Wholetime Director To Director (**Ordinary Resolution**).
8. To consider and approval for name change of the company from "Mega Nirman & Industries Limited" To "Mega Industries Limited" (**Special Resolution**).

The Chairman further informed that results of remote e voting would be declared within two working days from the conclusion of this meeting. The voting result will be submitted to the stock exchanges and also will be uploaded on the website of the company.

Mr. Mohan Jagdish Agarwal, Chairman granted vote of thanks to shareholder and ordered Ms. Kanika Chawla, Company Secretary to conclude the meeting.

The meeting concluded at **10:45 AM**

Thanking you.

For Mega Nirman & Industries Limited

For Mega Nirman & Industries Limited


Kanika Chawla Company Secretary
Company Secretary & Compliance Officer